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

OMB No 1545-0052

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 **2009**, and ending **20**

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

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation THE RUTH STANTON FOUNDATION	A Employer identification number 13-7031172
	Number and street (or P O box number if mail is not delivered to street address) Room/suite C/O ANCHIN, BLOCK & ANCHIN LLP 1375 BROADWAY, 18TH FLOOR	B Telephone number (see page 10 of the instructions) (212) 840-3456
	City or town, state, and ZIP code NEW YORK, NY 10018	C If exemption application is pending, check here <input type="checkbox"/>
		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>

H Check type of organization: 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) **\$ 6,110,624.**

J Accounting method: Cash Accrual
 Other (specify) _____ (Part I, column (d) must be on cash basis)

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

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) (see page 11 of the instructions))		(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 (attach schedule)				
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B.				
	3 Interest on savings and temporary cash investments	14,076.	14,076.		
	4 Dividends and interest from securities	87,084.	87,084.		ATCH 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-477,966.			
	b Gross sales price for all assets on line 6a	2,179,358.			
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)	11,342.	4,301.		ATCH 2	
12 Total. Add lines 1 through 11	-365,464.	105,461.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	3,048.	1,524.		1,524.
	b Accounting fees (attach schedule)	10,000.	5,000.		5,000.
	c Other professional fees (attach schedule)	40,506.	40,506.		
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	-6,639.	1,038.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 6	6,783.	162.		250.
	24 Total operating and administrative expenses. Add lines 13 through 23	53,698.	48,230.		6,774.
	25 Contributions, gifts, grants paid	140,126.			140,126.
26 Total expenses and disbursements Add lines 24 and 25	193,824.	48,230.		146,900.	
27 Subtract line 26 from line 12	-559,288.				
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)		57,231.			
c Adjusted net income (if negative, enter -0-)			-0-		

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1	Cash - non-interest-bearing	2,873.	1,860.	1,860.
	2	Savings and temporary cash investments	732,515.	202,546.	202,546.
	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 (attach schedule) (see page 16 of the instructions)			
	7	Other notes and loans receivable (attach schedule)			
		Less allowance for doubtful accounts			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule) **	778,280.	639,118.	588,755.
	b	Investments - corporate stock (attach schedule) ATCH 8	3,904,501.	3,813,252.	4,282,819.
	c	Investments - corporate bonds (attach schedule) ATCH 9	0.	202,105.	214,644.
	11	Investments - land, buildings, and equipment basis			
	Less accumulated depreciation (attach schedule)				
12	Investments - mortgage loans				
13	Investments - other (attach schedule) ATCH 10	820,000.	820,000.	820,000.	
14	Land, buildings, and equipment basis				
	Less accumulated depreciation (attach schedule)				
15	Other assets (describe)				
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	6,238,169.	5,678,881.	6,110,624.	
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 (attach schedule)			
	22	Other liabilities (describe)			
	23	Total liabilities (add lines 17 through 22)			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds	6,238,169.	5,678,881.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see page 17 of the instructions)	6,238,169.	5,678,881.	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	6,238,169.	5,678,881.	

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 6,238,169.
2	Enter amount from Part I, line 27a	2 -559,288.
3	Other increases not included in line 2 (itemize)	3
4	Add lines 1, 2, and 3	4 5,678,881.
5	Decreases not included in line 2 (itemize)	5
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6 5,678,881.

** ATCH 7

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 SEE PART IV SCHEDULE			
b			
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			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) 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	
a			
b			
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	-477,966.
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) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8		} }	3

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

(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	446,324.	7,007,002.	0.063697
2007	154,057.	7,417,672.	0.020769
2006	200,450.	5,623,006.	0.035648
2005	510,446.	5,228,147.	0.097634
2004	202,324.	5,180,255.	0.039057

2 Total of line 1, column (d)	2	0.256805
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	0.051361
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	5,911,599.
5 Multiply line 4 by line 3	5	303,626.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	572.
7 Add lines 5 and 6	7	304,198.
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 on page 18	8	146,900.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the instructions)

Table with 11 rows for excise tax calculations. Includes sub-rows 6a-6d for credits and payments. Total tax due is 1,355.

Part VII-A Statements Regarding Activities

Table with 10 rows of activity statements. Columns include question number, Yes, and No. Includes questions about political campaigns, tax returns, and substantial contributors.

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 page 20 of the instructions)
12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?
14 The books are in care of ANCHIN, BLOCK & ANCHIN LLP Telephone no (212) 840-3456
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

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.

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?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(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)?
(6) Agree to pay money or property to a government official?
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)?
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?
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?
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?
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?
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?
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
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?

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

- 5 a 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)? (see page 22 of the 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 page 22 of the instructions)? Yes No
 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? Yes No
 If "Yes," attach the statement required by Regulations section 53.4945-5(d)
- 6 a 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
- 7 a 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

5b			
6b			X
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 (see page 22 of the instructions).

(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
ATTACHMENT 11		0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the instructions). 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

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). 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 NONE

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 (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1 NONE	
2	
All other program-related investments See page 24 of the instructions	
3 NONE	
Total. Add lines 1 through 3	

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	4,644,304.
b	Average of monthly cash balances	1b	537,319.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	820,000.
d	Total (add lines 1a, b, and c)	1d	6,001,623.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	6,001,623.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	90,024.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,911,599.
6	Minimum investment return. Enter 5% of line 5	6	295,580.

Part XI Distributable Amount (see page 25 of the 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	295,580.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	1,145.
b	Income tax for 2009 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	1,145.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	294,435.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	294,435.
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	294,435.

Part XII Qualifying Distributions(see page 25 of the 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	146,900.
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	0.
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0.
b	Cash distribution test (attach the required schedule)	3b	0.
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	146,900.
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 (see page 26 of the instructions)	5	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	146,900.

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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				294,435.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			106,656.	
b Total for prior years 20 07, 20 06, 20 05				
3 Excess distributions carryover, if any, to 2009				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				0.
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 146,900				
a Applied to 2008, but not more than line 2a			106,656.	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)				
d Applied to 2009 distributable amount				40,244.
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))	0.			0.
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				
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				
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions				
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions				
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				254,191.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)				
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				0.

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) NOT APPLICABLE

- 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)

	Tax year		Prior 3 years		(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
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 page 28 of 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))
- N/A
- 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 page 28 of the 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)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> ATTACHMENT 12				
Total				▶ 3a 140,126.
b <i>Approved for future payment</i>				
Total				▶ 3b

**FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL SHORT-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					-81.	
2,179,439.		PUBLICLY TRADED SECURITIES PROPERTY TYPE: SECURITIES 2,657,324.				P	VARIOUS -477,885.	VARIOUS
TOTAL GAIN (LOSS)							<u>-477,966.</u>	

ATTACHMENT 1

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
DIVIDENDS	64,726.	64,726.
INTEREST	24,221.	24,221.
ACCRUED INTEREST PAID	-1,863.	-1,863.
TOTAL	<u>87,084.</u>	<u>87,084.</u>

ATTACHMENT 2

FORM 990PF, PART I - OTHER INCOME

<u>DESCRIPTION</u>	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ROYALTIES	3,628.	3,628.
INCOME FROM PARTNERSHIP INVESTMENT	7,714.	673.
TOTALS	<u>11,342.</u>	<u>4,301.</u>

ATTACHMENT 3

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
PROFESSIONAL FEES FOR VARIOUS ACCOUNTING AND TAX RETURN PREPARATION SERVICES	10,000.	5,000.		5,000.
TOTALS	<u>10,000.</u>	<u>5,000.</u>	<u>0.</u>	<u>5,000.</u>

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INVESTMENT ADVISORY FEES	40,506.	40,506.
TOTALS	<u>40,506.</u>	<u>40,506.</u>

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
FOREIGN TAX WITHHOLDING	1,038.	1,038.
REFUND OF FEDERAL EXCISE TAXES	-7,677.	
TOTALS	<u>-6,639.</u>	<u>1,038.</u>

ATTACHMENT 6

FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	REVENUE AND EXPENSES <u>PER BOOKS</u>	NET INVESTMENT <u>INCOME</u>	CHARITABLE <u>PURPOSES</u>
STATE FILING FEES	250.		
MISCELLANEOUS EXPENSES	161.	161.	
OTHER PARTNERSHIP DEDUCTIONS	6,372.	1.	
TOTALS	<u>6,783.</u>	<u>162.</u>	<u>250.</u>

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

ATTACHMENT 7

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SEE SCHEDULE 3	778,280.	639,118.	588,755.
US OBLIGATIONS TOTAL	<u>778,280.</u>	<u>639,118.</u>	<u>588,755.</u>

FORM 990PF, PART II - CORPORATE STOCK

ATTACHMENT 8

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SEE SCHEDULE 1	2,380,717.	0.	0.
SEE SCHEDULE 2	1,523,784.	1,447,737.	1,496,491.
SEE SCHEDULE 4	0.	2,365,515.	2,786,328.
TOTALS	<u>3,904,501.</u>	<u>3,813,252.</u>	<u>4,282,819.</u>

FORM 990PF, PART II - CORPORATE BONDS

ATTACHMENT 9

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SEE SCHEDULE 4	0.	202,105.	214,644.
TOTALS	<u>0.</u>	<u>202,105.</u>	<u>214,644.</u>

FORM 990PF, PART II - OTHER INVESTMENTS

ATTACHMENT 10

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
INVESTMENT IN ART	820,000.	820,000.	820,000.
TOTALS	<u>820,000.</u>	<u>820,000.</u>	<u>820,000.</u>

THE RUTH STANTON FOUNDATION

13-7031172

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 11

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
RUTH S. STANTON C/O ANCHIN BLOCK & ANCHIN, LLP 1375 BROADWAY NEW YORK, NY 10024	TRUSTEE 2.50	0.	0.	0.
OLIVER K. STANTON C/O TRANSAMMONIA, INC. 350 PARK AVENUE NEW YORK, NY 10024	TRUSTEE 2.50	0.	0.	0.
FRANCK GIRAUD 15 WEST 82ND STREET NEW YORK, NY 10024	TRUSTEE 2.50	0.	0.	0.
GRAND TOTALS		<u>0.</u>	<u>0.</u>	<u>0.</u>

THE RUTH STANTON FOUNDATION

13-7031172

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 12

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR
AND

RECIPIENT NAME AND ADDRESS _____ FOUNDATION STATUS OF RECIPIENT _____ PURPOSE OF GRANT OR CONTRIBUTION _____ AMOUNT _____

SEE ATTACHED SCHEDULE 5
VARIOUS

NONE
PUBLIC

GENERAL FUND

140,126

TOTAL CONTRIBUTIONS PAID

140,126

THE RUTH STANTON FOUNDATION

13-7031172

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 13

<u>DESCRIPTION</u>	<u>BUSINESS CODE</u>	<u>AMOUNT</u>	<u>EXCLUSION CODE</u>	<u>AMOUNT</u>	<u>RELATED OR EXEMPT FUNCTION INCOME</u>
ROYALTIES			15	3,628.	
INCOME FROM PARTNERSHIP INVESTMENT	211110	7,041.	14	673.	
TOTALS		<u>7,041.</u>		<u>4,301.</u>	

The Ruth Stanton Foundation			
EIN # 13-7031172			
Form 990-PF : Part XV - Grants and Contributions Paid during the year ended 12/31/2009			
CASH GRANTS AND CONTRIBUTIONS			
Recipient	Foundation Status	Purpose of Grant	Amount
The Film Society of lincoln Center	Public Charity	General Fund	1,000.00
New York City Ballet, Inc	Public Charity	General Fund	79,145 00
Department of OB/GYN	Public Charity	General Fund	1,000.00
Hypertension Center	Public Charity	General Fund	1,000.00
Jewish Women's Foundation of NY	Public Charity	General Fund	500.00
Kaufman Center	Public Charity	General Fund	1,000.00
American Friends of the Salzburg Easter Festival	Public Charity	General Fund	500 00
Weill Cornell Medical College	Public Charity	General Fund	500 00
NY Presbyterian Fund Inc	Public Charity	General Fund	500 00
The Museum of Modern art	Public Charity	General Fund	1,140.00
The Hunter Foundation	Public Charity	General Fund	10,000.00
92ND St Y	Public Charity	General Fund	4,750 00
The Metropolitan Museum of Art	Public Charity	General Fund	8,000.00
Lincoln Center for the Performing Arts Dev	Public Charity	General Fund	1,500.00
The New York Public Library	Public Charity	General Fund	1,000.00
NY Hospital for joint Disease	Public Charity	General Fund	500.00
American Friends of the Salzburg	Public Charity	General Fund	500 00
The Library of America	Public Charity	General Fund	1,500.00
Chinati foundation	Public Charity	General Fund	15,000.00
Iris Cantor Women's Health Center	Public Charity	General Fund	2,000.00
Lincoln Center for the Performing Arts Dev.	Public Charity	General Fund	5,000.00
American Jewish Committee	Public Charity	General Fund	500 00
Dr John C Golfinos Fund	Public Charity	General Fund	500.00
Partnership for Public Service	Public Charity	General Fund	500 00
Miscellaneous Charities less than \$500 each	Public Charity	General Fund	2,590.50
			140,125 50



Statement Detail

ALETHEIA: ACG
Holdings

Period Ended December 31, 2009

PUBLIC EQUITY

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized Gain (Loss)	Yield to Maturity / Current Yield	Estimated Annual Income
US EQUITY								
ALETHEIA ALL CAP GROWTH								
U.S. DOLLAR	227.60	1.0000	227.60		227.60			
GOLDMAN SACHS BANK DEPOSIT (BDA) (*BDANOW) ¹⁴	14,625.04	1.0000	14,625.04	1.0000	14,625.04		0.1099	16.07
AES CORP CMN (AES)	675.00	13.3100	8,984.25	17.0568	11,513.31	(2,529.06)		
AKAMAI TECHNOLOGIES INC CMN (AKAM)	495.00	25.3400	12,543.30	18.5115	9,163.20	3,380.10		
ALNYLAM PHARMACEUTICALS, INC. CMN (ALNY)	275.00	17.6200	4,845.50	24.8249	6,826.85	(1,981.35)		
AMERICAN EXPRESS CO CMN (AXP)	245.00	40.5200	9,927.40	15.0340	3,683.33	6,244.07	1.7769	176.40
ATP OIL & GAS CORP CMN (ATPG)	595.00	18.2800	10,876.60	18.6093	11,072.55	(195.95)		
BANK OF AMERICA CORP CMN (BAC)	870.00	15.0600	13,102.20	13.1833	11,469.50	1,632.70	0.2656	34.80
BARNES & NOBLE, INC CMN (BKS)	715.00	19.0700	13,635.05	20.5219	14,673.18	(1,038.13)	5.2438	715.00
BRISTOL-MYERS SQUIBB COMPANY CMN (BMY)	270.00	25.2500	6,817.50	21.1075	5,699.02	1,118.48	5.0693	345.60
			86.40					
CATERPILLAR INC (DELAWARE) CMN (CAT)	265.00	56.9900	15,102.35	66.0091	17,492.42	(2,390.07)	2.9479	445.20
CME GROUP INC CMN CLASS A (CME)	30.00	335.9600	10,078.80	315.3123	9,459.37	619.43	1.3692	138.00
COCA-COLA COMPANY (THE) CMN (KO)	465.00	57.0000	26,505.00	59.7615	27,789.08	(1,284.08)	2.8772	762.60
COEUR D'ALENE MINES CORP CMN (CDE)	520.00	18.0600	9,391.20	13.0650	6,793.80	2,597.40		
CONTINENTAL RESOURCES, INC CMN (CLR)	295.00	42.8900	12,652.55	31.3755	9,255.78	3,396.77		
DEERE & COMPANY CMN (DE)	225.00	54.0900	12,170.25	64.1972	14,444.37	(2,274.11)	2.0706	252.00
			63.00					
DELL INC CMN (DELL)	420.00	14.3600	6,031.20	22.1950	9,321.90	(3,290.70)		
DEVON ENERGY CORPORATION (NEW) CMN (DVN)	220.00	73.5000	16,170.00	80.4879	17,707.33	(1,537.33)	0.8707	140.80
EMERSON ELECTRIC CO CMN (EMR)	260.00	42.6000	11,076.00	46.5398	12,100.35	(1,024.35)	3.1455	348.40
ENERGYSOLUTIONS, INC CMN (ES)	1,020.00	8.4900	8,659.80	8.5471	8,718.07	(58.27)	1.1779	102.00
FLUOR CORPORATION CMN (FLR)	140.00	45.0400	6,305.60	42.6335	5,968.70	336.90	1.1101	70.00
			18.75					
FREEMONT-MCMORAN COPPER & GOLD CMN (FCX)	85.00	80.2900	6,824.65	79.7951	6,782.58	42.07	0.7473	51.00
GENERAL CABLE CORP CMN (BGC)	235.00	29.4200	6,913.70	60.8116	14,290.74	(7,377.04)	0.6798	47.00

¹⁴This represents a bank deposit of an affiliated bank reflected here for your convenience and is not cash held in your brokerage or custody account. Please see the enclosed Bank Statement page(s) for specific information related to your bank deposit. Not a Deposit. Not FDIC Insured. May Lose Value (Excluding Goldman Sachs Bank Deposit Account, Term Deposits and Certificates of Deposit). Brokerage and securities services provided by Goldman, Sachs & Co. Bank Deposit Account, Certificate of Deposit Account and Term Deposit Account offered by Goldman Sachs Bank USA, Member FDIC.



Statement Detail
ALETHEIA: ACG
Holdings (Continued)

Period Ended December 31, 2009

PUBLIC EQUITY (Continued)		Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
US EQUITY									
ALETHEIA ALL CAP GROWTH									
GREAT A&P TEA CO INC. CMN (GAP)	1,620.00	11.7900	19,099.80	10.0251	16,240.70	2,859.10			
HESSE CORPORATION CMN (HES)	310.00	60.5000	18,755.00	51.8985	16,088.54	2,666.46		0.6612	124.00
			33.00						
INTL BUSINESS MACHINES CORP CMN (IBM)	215.00	130.9000	28,143.50	118.7205	25,524.90	2,618.60		1.6807	473.00
JOHNSON & JOHNSON CMN (JNJ)	185.00	64.4100	11,915.85	58.2327	10,773.06	1,142.79		3.0430	362.60
MC DONALDS CORP CMN (MCD)	190.00	62.4400	11,863.60	55.6674	10,576.81	1,286.79		3.5234	418.00
MCDERMOTT INTL CMN (MDR)	555.00	24.0100	13,325.55	18.0235	10,003.02	3,322.53			
MGM MIRAGE CMN (MGM)	2,105.00	9.1200	19,197.60	16.9133	35,602.44	(16,404.84)			
MONSANTO COMPANY CMN (MON)	70.00	81.7500	5,722.50	77.1034	5,397.24	325.26		1.2966	74.20
MURPHY OIL CORPORATION CMN (MUR)	355.00	54.2000	19,241.00	73.1265	25,959.92	(6,718.92)		1.8450	355.00
NASDAQ OMX GROUP, INC. CMN (NDAQ)	355.00	19.8200	7,036.10	25.5185	9,059.06	(2,022.96)			
NEWMONT MINING CORPORATION CMN (NEM)	710.00	47.3100	33,590.10	40.1169	28,483.00	5,107.10		0.8455	284.00
OILSANDS QUEST INC CMN (BQ)	3,375.00	1.1500	3,881.25	1.9637	6,627.43	(2,746.18)			
PROCTER & GAMBLE COMPANY (THE) CMN (PG)	125.00	60.6300	7,578.75	65.7608	8,220.10	(641.35)		2.9029	220.00
SUNPOWER CORPORATION CMN CLASS A (SPWRA)	505.00	23.6800	11,958.40	26.0735	13,167.13	(1,208.73)			
VALEANT PHARMACEUTICALS INTL CMN (VRX)	490.00	31.7900	15,577.10	23.6571	11,592.00	3,985.10		0.9751	151.90
WAL MART STORES INC CMN (WMT)	390.00	53.4500	20,845.50	51.4431	20,062.82	782.68		2.0393	425.10
			113.09						
WESTERN UNION COMPANY (THE) CMN (WU)	415.00	18.8500	7,822.75	16.5003	6,847.65	975.11		0.3183	24.90
WHOLE FOODS MARKET INC CMN (WFM)	220.00	27.4500	6,039.00	12.6855	2,790.81	3,248.19		2.9144	176.00
WYNN RESORTS, LIMITED CMN (WYNN)	260.00	58.2300	15,139.80	58.6563	15,250.65	(110.85)			
MARKET VECTORS ETF TRUST GOLD MINERS INDEX FD ETF FUND (GDXX)	185.00	46.2100	8,548.85	33.3583	6,171.29	2,377.56		0.2402	20.54
AGNICO EAGLE MINES LTD CMN (AEM)	95.00	54.0000	5,130.00	41.3945	3,932.48	1,197.52		0.3333	17.10
BARRICK GOLD CORPORATION CMN (ABX)	265.00	39.3800	10,435.70	31.6375	8,383.95	2,051.75		1.0157	106.00



Statement Detail
ALETHEIA: ACG
Holdings (Continued)

Period Ended December 31, 2009

PUBLIC EQUITY (Continued)									
	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income	
US EQUITY									
ALETHEIA ALL CAP GROWTH									
CANADIAN NATURAL RESOURCES CMN (CNQ)	260.00	71.9500	18,707.00 23.90	68.9234	17,920.09	786.91	0.5564	104.08	
GOLDCORP INC CMN (GG)	380.00	39.3400	14,949.20	37.6042	14,289.58	659.62	0.4575	68.40	
NOVAGOLD RESOURCES INC CMN (NG)	1,480.00	6.1300	9,072.40	5.8210	8,615.12	457.28			
PETROLEO BRASILEIRO S.A. - PET SPONSORED ADR CMN (PBR)	330.00	47.6800	15,734.40 64.39	51.8615	17,114.29	(1,379.89)	0.7466	117.47	
SILVER WHEATON CORP. CMN (SLW)	555.00	15.0200	8,336.10	12.9378	7,180.50	1,155.60			
SUNCOR ENERGY INC CMN (SU)	970.00	35.3100	34,250.70	39.0017	37,831.68	(3,580.98)	1.0806	370.11	
ISHARES SILVER TRUST ETF (SLV)	1,085.00	16.5390	17,944.82	13.3343	14,467.74	3,477.07			
SPDR GOLD TRUST ETF (GLD)	185.00	107.3100	19,852.35	91.1027	16,854.00	2,998.35			
TOTAL ALETHEIA ALL CAP GROWTH			683,160.21 402.53		680,106.07	3,054.15	1.5943	7,537.26	
TOTAL PORTFOLIO									
			683,562.74		680,106.07	3,054.15		7,537.26	

⁵ Original Cost is price paid by purchaser adjusted for annual original issue discount payments and/or return of capital adjustments, if applicable. Adjusted Cost reflects adjustments to Original Cost for accretion and/or amortization. Adjusted cost for GMS Portfolios and Alternative Investments are determined by inception to date contributions minus inception to date distributions.



Statement Detail
THORNBURG: NON-US EQ
Holdings

Period Ended December 31, 2009

PUBLIC EQUITY

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
CARNIVAL CORPORATION CMN (CCL)	171.00	31.6900	5,418.99	36.9486	6,318.20	(899.21)	5.0489	273.60
SCHLUMBERGER LTD CMN (SLB)	104.00	65.0900	6,769.36	60.3871	6,280.26	489.10	1.2905	87.36
SOUTHERN COPPER CORPORATION CMN (PCU)	77.00	32.9100	2,534.07	23.3535	1,798.22	735.85	2.1878	55.44
AMERICA MOVIL SAB DE CV SPONSORED ADR CMN SERIES L (AMX)	92.00	46.9800	4,322.16	59.4603	5,470.35	(1,148.19)	0.9661	41.75
ARM HOLDINGS PLC SPON ADR SPONSORED ADR CMN (ARMH)	593.00	8.5600	5,076.08	5.7472	3,408.11	1,667.97	1.1178	56.74
BG GROUP PLC SPON ADR CMN (BRGY)	50.00	90.5940	4,529.70	84.0948	4,204.74	324.96	1.0864	49.21
BNP PARIBAS SPONSORED ADR CMN (BNPOY)	123.00	40.1010	4,932.42	38.1397	4,691.18	241.24	1.2941	63.83
BRITISH SKY BROADCASTING GROUP PLC AMERICAN DEPOSITARY SHARES (1 ADS = 4 ORDS) (BSY)	129.00	36.2200	4,672.38	29.5718	3,814.76	857.62	3.0548	142.73
CANADIAN NATIONAL RAILWAY CO CMN (CNI)	103.00	54.3600	5,599.08	49.2908	5,076.95	522.13	1.7708	99.15
CANADIAN NATURAL RESOURCES CMN (CNQ)	47.00	71.9500	3,381.65	57.6677	2,710.38	671.27	0.5564	18.81
CHINA LIFE INSUR CO LTD (CHINA SPONSORED ADR CMN (LFC)	83.00	73.3500	6,088.05	48.5937	4,033.28	2,054.77	0.5932	36.11
CHINA MERCHANTS HOLDINGS (INTE UNSPONSORED ADR CMN (CMHYY)	120.00	32.5640	3,907.68	33.6261	4,035.13	(127.45)		
CNOOC LTD SPONSORED ADR CMN (CEO)	25.00	155.4500	3,886.25	140.0008	3,500.02	386.23	1.4940	58.06
COCA-COLA HELLENIC BOTTLING CO SPONSORED ADR CMN (CCH)	149.00	23.0200	3,429.98	40.4201	6,022.60	(2,592.62)	1.5417	52.88
CSL LIMITED UNSPONSORED ADR CMN (CMXHY)	167.00	14.6100	2,439.87	11.2948	1,886.23	553.64	1.7908	43.69

¹⁴This represents a bank deposit of an affiliated bank reflected here for your convenience and is not cash held in your brokerage or custody account. Please see the enclosed Bank Statement page(s) for specific information related to your bank deposit. Not a Deposit. Not FDIC insured. May Lose Value (Excluding Goldman Sachs Bank Deposit Account, Term Deposits and Certificates of Deposit).

Brokerage and securities services provided by Goldman, Sachs & Co. Bank Deposit Account, Certificate of Deposit Account and Term Deposit Account offered by Goldman Sachs Bank USA, Member FDIC.



Statement Detail

THORNBURG: NON-US EQ
Holdings (Continued)

Period Ended December 31, 2009

PUBLIC EQUITY (Continued)

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
NON-US EQUITY								
THORNBURG NON-US EQUITY								
DASSAULT SYSTEMES SA SPONSORED ADR CMN (DASTY)	52.00	57.0310	2,965.61	52.6790	2,739.31	226.30	0.8403	24.92
DEUTSCHE BOERSE AG UNPOSNORED ADR CMN (DBOEY)	584.00	8.3200	4,858.88	7.3364	4,284.44	574.44	2.3787	115.58
EMBRAER-BRAZILIAN AVIATION ADR PFD ONE ADR = 4 COMMON SHARES (ERJ)	167.00	22.1100	3,692.37	32.8529	5,486.44	(1,794.07)	2.6998	99.69
FANUC LTD JAPAN UNSPONSORED ADR CMN (FANUY)	90.00	46.3500	4,171.50	36.6150	3,295.35	876.15	0.6401	26.70
FLSMIDTH & CO A/S SPONSORED ADR CMN (FLIDY)	572.00	7.0760	4,047.47	5.3812	3,078.03	969.44		
FRESENIUS MEDICAL CARE AG & CO KGAA SPONSORED ADR CMN (FMS)	117.00	53.0100	6,202.17	40.6976	4,761.62	1,440.55	2.2793	141.37
GAZPROM ADR SPONSORED ADR CMN (OGZPY)	168.00	25.5000	4,284.00	45.2802	7,607.07	(3,323.07)	0.1306	5.59
HANG LUNG PPTY LTD SPONSORED ADR CMN (HLPPY)	230.00	19.7320	4,538.36	16.1957	3,725.01	813.35	1.9953	90.55
HENNES & MAURITZ AB ADR CMN (HNNMY)	544.00	11.1320	6,055.81	10.5116	5,718.32	337.49	2.7985	169.47
HONG KONG EXCHANGES & CLEARING UNSPONSORED ADR CMN (HKXCY)	225.00	17.9780	4,045.05	9.3762	2,109.63	1,935.42	2.4226	98.00
INDUSTRIAL & COMMERCIAL BANK O ADR CMN (IDCBY)	100.00	41.6800	4,168.00	32.4848	3,248.48	919.52	2.5629	106.82
INFOSYS TECHNOLOGIES SPON ADR SPONSORED ADR CMN - (INFY)	56.00	55.2700	3,095.12	29.9654	1,678.07	1,417.06	0.8267	25.59
INTESA SANPAOLO SPONSORED ADR CMN (ISNPY)	189.00	27.1170	5,125.11	24.9213	4,710.12	414.99	9.5364	488.75
KINGFISHER PLC SPONSORED ADR CMN (KGFHY)	710.00	7.3960	5,251.16	5.3242	3,780.18	1,470.98	2.0908	109.79
KOMATSU LTD ADR (NEW) SPONSORED GDS CMN (KMTUY)	69.00	83.0980	5,733.76	72.2986	4,988.60	745.16	1.1885	68.15
LOGITECH INTERNATIONAL SA ORD CMN (LOGI)	344.00	17.1100	5,885.84	20.8789	7,182.34	(1,296.50)		
LVMH MOET HENNESSY LOUIS VUITTON S.A. ADR CMN (LVMUY)	311.00	22.4910	6,994.70	11.7865	3,665.60	3,329.10	1.4043	98.22
MITSUBISHI UFJ FINL GROUP, INC SPONSORED ADR CMN (MTU)	857.00	4.9200	4,216.44	6.1522	5,272.41	(1,055.97)	2.2207	93.63
NATIONAL BANK OF GREECE - ADR SPONSORED ADR CMN (NBG)	932.00	5.2100	4,855.72	6.3340	5,903.28	(1,047.56)	2.3969	116.39
NESTLE SA SPONSORED ADR (REP 1/20 CHF 10 REGD SHS) (NSRGY)	132.00	48.5610	6,410.05	46.6206	6,153.93	256.13	1.6557	106.13
NEW ORIENTAL ED & TECH GRP SPONSORED ADR CMN (EDU)	37.00	75.6100	2,797.57	75.0449	2,776.66	20.91		
NOKIA CORP SPON ADR SPONSORED ADR CMN (NOK)	210.00	12.8500	2,698.50	23.5749	4,950.72	(2,252.22)	3.0584	82.53
NOVO-NORDISK A/S ADR ADR CMN (NVO)	95.00	63.8500	6,065.75	67.9202	6,452.42	(386.67)	1.2240	74.25



Statement Detail

THORNBURG: NON-US EQ
Holdings (Continued)

Period Ended December 31, 2009

PUBLIC EQUITY (Continued)

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
NON-US EQUITY								
THORNBURG NON-US EQUITY								
OSTERREICHISCHE ELEKTRIZITATS SPONSORED ADR CMN (OEZVY)	254.00	8 5250	2,165.35	12 2998	3,124.15	(958.80)	2.1949	47.53
POTASH CORP OF SASKATCHEWAN CMN (POT)	36.00	108 5000	3,906.00	119.8489	4,314.56	(408.56)	0.3687	14.40
RECKITT BENCKISER GROUP PLC SLOUGH UNSPONSORED ADR (UK) (RBGPY)	610.00	10 8390	6,611.79	8 9797	5,477.60	1,134.19	2.4130	159.94
ROCHE HOLDING AG ADR B SHS(INOM CHF 100) VAL 224 184 (RHHBY)	112.00	42 5150	4,761.68	43 5443	4,876.96	(115.28)	1.5646	74.50
SABMILLER PLC SPONSORED ADR (SBMRY)	150.00	29.4870	4,423.05	21 3481	3,202.22	1,220.83	1.8288	80.89
SAP AG (SPON ADR) (SAP)	153.00	46.8100	7,161.93	45 9882	7,036.19	125.74	2.3706	169.78
SMITH & NEPHEW PLC ADR CMN (SNN)	81.00	51 2500	4,151.25	49 0334	3,971.70	179.55	1.3249	55.00
TELEFONICA S.A. ADR SPONSORED ADR CMN (TEF)	82.00	83 5200	6,848.64	78 1220	6,406.00	442.64	4.1274	282.67
TESCO PLC (SPONSORED) ADR SPONSORED ADR CMN (TSCDY)	251.00	20 7350	5,204.48	19 6487	4,931.82	272.66	2.6901	140.01
TEVA PHARMACEUTICAL IND LTD ADS (TEVA)	170.00	56 1800	9,550.60	47 0174	7,992.95	1,557.65	0.8588	82.02
TOYOTA MOTOR CORPORATION SPON ADR (TM)	76.00	84 1600	6,396.16	92 0807	6,998.13	(601.97)	1.3000	83.15
TURKCELL ILETISIM HIZMETLERI SPONSORED ADR CMN (TKC)	302.00	17 4900	5,281.98	17 3092	5,227.37	54.61	4.5108	238.26
VESTAS WIND SYSTEMS A/S ADR CMN (VWDRY)	273.00	20 3540	5,556.64	27 3836	7,475.71	(1,919.07)		
WAL-MART DE MEXICO SAB DE CV SPONSORED ADR REPSTG SER V SHS (WMMVY)	130.00	44 6560	5,805.28	28 0582	3,647.56	2,157.72	0.9782	56.78
ITAU UNIBANCO BANCO HILDNG S.A SPONSORED ADR PFD USD0.0680 (ITUB)	132.00	22 8400	3,014.88	14 7321	1,944.63	1,070.25	0.2978	8.98
TOTAL THORNBURG NON-US EQUITY			270,682.69		257,270.57	13,412.14	1.9550	4,883.08
			4.02					



Statement Detail
GSAM: LCV (CONC)
Holdings

Period Ended December 31, 2009

PUBLIC EQUITY

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
AFIAC INCORPORATED CMN (AFL)	269 00	46 2500	12,441 25	34 6414	9,318 53	3,122 72	2 4216	301 28
APACHE CORP. CMN (APA)	108 00	103 1700	11,142 36	100 0569	10,806 14	336 22	0 5816	64 80
BANK OF AMERICA CORP CMN (BAC)	1,478 00	15 0600	22,258 68	11 2588	16,640 47	5,618 21	0 2656	59 12
BAXTER INTERNATIONAL INC CMN (BAX)	327 00	58 6800	19,188 36	56 1994	18,377 21	811 15	1 9768	379 32
			98 02					
BIODEN IDEC INC CMN (BIIB)	295 00	53 5000	15,782 50	47 6460	14,055 56	1,726 94		
BOEING COMPANY CMN (BA)	232 00	54 1300	12,558 16	57 8017	13,410 00	(851 84)	3 1036	389 76
CHEVRON CORPORATION CMN (CVX)	70 00	76 9900	5,389 30	78 4059	5,488 41	(99 11)	3 5329	190 40
CISCO SYSTEMS, INC CMN (CSCO)	648 00	23 9400	15,513 12	22 5702	14,625 51	887 61		
DIRECTV CMN (DTV)	297 00	33 3500	9,904 95	28 7638	8,542 84	1,362 11		
DISH NETWORK CORPORATION CMN CLASS A (DISH)	596 00	20 7700	12,378 92	16 2785	9,701 96	2,676 96		
DOW CHEMICAL CO CMN (DOW)	652 00	27 6300	18,014 76	21 0350	13,714 83	4,299 93	2 1716	391 20
			97 80					
EMERSON ELECTRIC CO CMN (EMR)	251 00	42 6000	10,692 60	33 5130	8,411 77	2,280 83	3 1455	336 34
ENTERGY CORPORATION CMN (ETR)	174 00	81 8400	14,240 16	106 0725	18,456 62	(4,216 46)	3 6657	522 00
EOG RESOURCES INC CMN (EOG)	137 00	97 3000	13,330 10	70 8811	9,710 71	3,619 39	0 5961	79 46
FIRSTENERGY CORP CMN (FE)	286 00	46 4500	13,284 70	68 7458	19,661 29	(6,376 59)	4 7363	629 20
FRANKLIN RESOURCES INC CMN (BEN)	104 00	105 3500	10,956 40	55 3736	5,758 86	5,197 54	0 8353	91 52
			22 88					
GENERAL ELECTRIC CO CMN (GE)	709 00	15 1300	10,727 17	15 3982	10,917 32	(190 15)	2 6438	283 60
GENERAL MILLS INC CMN (GIS)	72 00	70 8100	5,098 32	60 1667	4,332 00	766 32	2 7680	141 12
HALLIBURTON COMPANY CMN (HAL)	516 00	30 0900	15,526 44	28 1541	14,527 53	998 91	1 1964	185 76

¹⁴ This represents a bank deposit of an affiliated bank reflected here for your convenience and is not cash held in your brokerage or custody account. Please see the enclosed Bank Statement page(s) for specific information related to your bank deposit. Not a Deposit. Not FDIC Insured. May Lose Value (Excluding Goldman Sachs Bank Deposit Account, Term Deposits and Certificates of Deposit). Brokerage and securities services provided by Goldman, Sachs & Co. Bank Deposit Account, Certificate of Deposit Account and Term Deposit Account offered by Goldman Sachs Bank USA, Member FDIC.



Statement Detail
GSAM: LCV (CONC)
Holdings (Continued)

Period Ended December 31, 2009

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
US EQUITY								
GSAM: LARGE CAP VALUE (CONCENTRATED)								
HEWLETT-PACKARD CO CMN (HPQ)	303.00	51.5100	15,607.53 25.36	39.5940	11,996.97	3,610.56	0.6212	96.96
HONEYWELL INTL INC CMN (HON)	422.00	39.2000	16,542.40	36.1585	15,258.91	1,283.49	3.0867	510.62
JOHNSON & JOHNSON CMN (JNJ)	242.00	64.4100	15,587.22	64.1642	15,527.74	59.48	3.0430	474.32
JOHNSON CONTROLS INC CMN (JCI)	322.00	27.2400	8,771.28 41.86	22.2033	7,149.46	1,621.82	1.9090	167.44
JPMORGAN CHASE & CO CMN (JPM)	605.00	41.6700	25,210.35	39.6194	23,959.71	1,240.64	0.4800	121.00
MERCK & CO, INC CMN (MRK)	219.00	36.5400	8,002.26	37.7379	8,264.60	(262.34)	4.1598	332.88
NEWFIELD EXPLORATION CO CMN (NFX)	290.00	48.2300	13,986.70	44.1372	12,799.79	1,186.91		
OCCIDENTAL PETROLEUM CORP CMN (OXY)	254.00	81.3500	20,662.90 86.46	65.5325	16,645.27	4,017.63	1.6226	335.28
ORACLE CORPORATION CMN (ORCL)	497.00	24.5300	12,191.41	24.9052	12,377.90	(186.49)	0.8153	99.40
PHILIP MORRIS INTL INC CMN (PM)	0.00	48.1900	0.00 107.30				4.8143	
PRUDENTIAL FINANCIAL INC CMN (PRU)	211.00	49.7600	10,499.36	51.0806	10,778.00	(278.64)	1.4068	147.70
SLM CORPORATION CMN (SLM)	578.00	11.2700	6,514.06	16.3665	9,459.85	(2,945.79)	8.8731	578.00
STAPLES, INC CMN (SPLS)	546.00	24.5900	13,426.14 45.05	21.0560	11,496.56	1,929.58	1.3420	180.18
STATE STREET CORPORATION (NEW) CMN (STT)	173.00	43.5400	7,532.42 1.73	43.6159	7,545.55	(13.13)	0.0919	6.92
TARGET CORPORATION CMN (TGT)	246.00	48.3700	11,899.02	50.0072	12,301.78	(402.76)	1.4058	167.28
THE BANK OF NY MELLON CORP CMN (BK)	373.00	27.9700	10,432.81	28.7471	10,722.65	(289.84)	1.2871	134.28
THE TRAVELERS COMPANIES, INC CMN (TRV)	299.00	49.8600	14,908.14	46.0197	13,759.90	1,148.24	2.6474	394.68
W R BERKLEY CORPORATION CMN (WRB)	425.00	24.6400	10,472.00 25.50	23.0292	9,787.40	684.60	0.9740	102.00



Statement Detail
GSAM: LCV (CONG)
Holdings (Continued)

Period Ended December 31, 2009

PUBLIC EQUITY (Continued)

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
US EQUITY								
GSAM LARGE CAP VALUE (CONCENTRATED)								
WAL MART STORES INC CMN (WMT)	126.00	53.4500	6,734.70 34.34	49.8724	6,283.92	450.78	2.0393	137.34
WELLPOINT, INC CMN (WLP)	210.00	58.2900	12,240.90	39.9200	8,383.19	3,857.71		
BP P L C SPONSORED ADR CMN (BP)	185.00	57.9700	10,724.45	58.5887	10,838.91	(114.46)	5.7961	621.60
COVIDIEN PLC CMN (COV)	181.00	47.8900	8,668.09	42.3230	7,660.47	1,007.62	1.5034	130.32
UNILEVER N.V NY SHS (NEW) ADR CMN (UN)	254.00	32.3300	8,211.82	31.7402	8,062.01	149.81	2.8571	234.62
TOTAL GSAM LARGE CAP VALUE (CONCENTRATED)			541,655.66 586.30		510,360.71	31,294.95	2.0434	9,335.51

TOTAL PORTFOLIO (EQUITY)

1,496,491.43
1,447,737.35

Original Cost is price paid by purchaser adjusted for annual original issue discount payments and/or return of capital adjustments if applicable. Adjusted Cost reflects adjustments to Original Cost for accretion and/or amortization. Adjusted cost for GMS Portfolios and Alternative Investments are determined by inception to date contributions minus inception to date distributions.



RUTH STANTON FOUNDATION

Holdings

Period Ended December 31, 2009

FIXED INCOME

	Quantity / Current Face	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized Gain (Loss)	Yield to Maturity in Percentage	Estimated Annual Income
INVESTMENT GRADE FIXED INCOME								
GOVERNMENT AND GOVERNMENT AGENCY BONDS								
U.S. TREASURY NOTE 4.125000% 08/15/2010 FA ON THE RUN S&P AAA	300,000.00	102.3400	307,020.00 4,678.77		306,785.95	234.05		12,375.00
FN 15YR CONVEN #896085 5.0% 05/01/2021 06/01/2006 BANK OF AMERICA, N. FACTOR 0 24305146 01/01/2010	202,308.00 57,796.38	104.5620	60,433.05 240.82	133.5351	77,178.44	(16,745.40)		2,889.82
FN 30YR CONVEN #850936 6.0% 12/01/2035 12/01/2005 MULTIPLE POOL FACTOR 0 60333406 01/01/2010	161,848.00 97,785.72	105.9220	103,576.59 488.93	141.9411	138,798.16	(35,221.58)		5,867.14
86/87 ISSYR FNMA #F0256822 5.07/01/2037 ORIG 06/01/2007 FNMA MULTIPLE POO FACTOR 0 70931229 01/01/2010	150,936.00 109,001.64	102.6250	111,862.93 454.17	106.7466	116,355.51	(4,492.57)		5,450.08
TOTAL GOVERNMENT AND GOVERNMENT AGENCY BONDS	815,092.00		582,892.57 5,862.69		639,118.07	(94,838.82)		26,582.04

⁶ Original Cost is price paid by purchaser, adjusted for annual original issue discount payments and/or return of capital adjustments, if applicable. Adjusted Cost reflects adjustments to Original Cost for accretion and/or amortization. Adjusted cost for GMS Portfolios and Alternative Investments are determined by inception to date contributions minus inception to date distributions.

¹⁴ This represents a bank deposit of an affiliated bank reflected here for your convenience and is not cash held in your brokerage or custody account. Please see the enclosed Bank Statement page(s) for specific information related to your bank deposit. Not a Deposit. Not FDIC insured. May Lose Value (Excluding Goldman Sachs Bank Deposit Account, Term Deposits and Certificates of Deposit).

Brokerage and securities services provided by Goldman, Sachs & Co. Bank Deposit Account, Certificate of Deposit Account and Term Deposit Account offered by Goldman Sachs Bank USA, Member FDIC.

Klingenstein, Fields & Co., LLC
PORTFOLIO APPRAISAL
The Ruth Stanton Foundation R Stanton & F Giraud TTEE U/A DTD 12/24/93
 Charles Schwab Account Number: 98323330
 Portfolio Code: SAS71000
 December 31, 2009

Quantity	Security	Ticker	Purchase Date	Adj Unit Cost	Total Adjusted Cost	Price	Market Value	Estimated Annual Income	Unrealized P/L	Pct. Assets	Yield
CORPORATE BONDS - USD											
100,000	Berkshire Hathaway Financial	084664AZ4	03-13-09	101.02	101,018.82	106.16	106,160.00	4,500.00	5,141.18	3.4	2.4
100,000	4.500% Due 01-15-13 Walt Disney Co	254687AW6	03-13-09	101.09	101,086.64	106.21	106,209.00	4,500.00	5,122.36	3.4	2.8
	4.500% Due 12-15-13						2,275.00	0.1			
	Accrued Interest				202,105.46		214,644.00	9,000.00	10,263.54	6.9	2.6
	Fixed Income Total				202,105.46		214,644.00	9,000.00	10,263.54	6.9	2.6

EQUITIES - USD

Quantity	Security	Ticker	Purchase Date	Adj Unit Cost	Total Adjusted Cost	Price	Market Value	Estimated Annual Income	Unrealized P/L	Pct. Assets	Yield
Energy											
Integrated Oil & Gas											
1,800	Suncor Energy Inc	SU	07-21-08	55.44	99,792.36	35.31	63,558.00	0.00	-36,234.36	2.1	0.0
200	Suncor Energy Inc	SU	09-02-08	52.46	10,491.30	35.31	7,062.00	0.00	-3,429.30	0.2	0.0
300	Suncor Energy Inc	SU	09-02-08	52.46	15,736.95	35.31	10,593.00	0.00	-5,143.95	0.3	0.0
2,300				54.79	126,020.61		81,213.00	0.00	-44,807.61	2.6	0.0
					126,020.61		81,213.00	0.00	-44,807.61	2.6	0.0
Oil & Gas Exploration & Production											
1,400	Anadarko Petroleum Corp	APC	03-24-04	26.18	36,648.66	62.42	87,388.00	504.00	50,739.34	2.8	0.6

Klingenstein, Fields & Co., LLC
PORTFOLIO APPRAISAL
The Ruth Stanton Foundation R Stanton & F Giraud TTEE U/A DTD 12/24/93
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December 31, 2009

Quantity	Security	Ticker	Purchase Date	Adj Unit Cost	Total Adjusted Cost	Price	Market Value	Estimated Annual Income	Unrealized P/L	Pct. Assets	Yield
400	Anadarko Petroleum Corp	APC	06-27-05	42.42	16,969.66	62.42	24,968.00	144.00	7,998.34	0.8	0.6
1,800				29.79	53,618.32		112,356.00	648.00	58,737.68	3.6	0.6
4,000	Encore Energy Partners L.P	ENP	06-29-09	14.31	57,220.00	19.82	79,280.00	8,600.00	22,060.00	2.6	10.8
7,500	Hugoton Royalty Trust	HGT	04-30-09	10.55	79,120.25	16.08	120,600.00	9,640.80	41,479.75	3.9	8.0
2,500	Linn Energy LLC	LINE	05-14-09	16.46	41,143.50	27.88	69,700.00	6,300.00	28,556.50	2.2	9.0
1,000	Linn Energy LLC	LINE	05-19-09	17.00	16,996.70	27.88	27,880.00	2,520.00	10,883.30	0.9	9.0
3,500				16.61	58,140.20		97,580.00	8,820.00	39,439.80	3.1	9.0
3,100	XTO Energy Inc	XTO	08-19-08	46.19	143,204.19	46.53	144,243.00	1,550.00	1,038.81	4.7	1.1
					391,302.96		554,059.00	29,258.80	162,756.04	17.9	5.3
	Energy Total				517,323.57		635,272.00	29,258.80	117,948.43	20.5	4.6
Materials											
	Diversified Metals & Mining										
1,000	Freeport-McMoran Copper & Gold Inc	FCX	06-29-09	50.05	50,051.90	80.29	80,290.00	600.00	30,238.10	2.6	0.7
					50,051.90		80,290.00	600.00	30,238.10	2.6	0.7
	Materials Total				50,051.90		80,290.00	600.00	30,238.10	2.6	0.7
Industrials											
	Acrospace & Defense										
1,000	Lockheed Martin Corp	LMT	09-01-09	76.25	76,245.70	75.35	75,350.00	2,520.00	-895.70	2.4	3.3
					76,245.70		75,350.00	2,520.00	-895.70	2.4	3.3

Klingenstein, Fields & Co., LLC
PORTFOLIO APPRAISAL
The Ruth Stanton Foundation R Stanton & F Giraud TTEE U/A DTD 12/24/93
Charles Schwab Account Number: 98323330
Portfolio Code: SAS71000
December 31, 2009

Quantity	Security	Ticker	Purchase Date	Adj Unit Cost	Total Adjusted Cost	Price	Market Value	Estimated Annual Income	Unrealized P/L	Pct. Assets	Yield
Heavy Electrical Equipment											
6,000	ABB Ltd Sponsored ADR	ABB	12-08-04	5.71	34,278.92	19.10	114,600.00	0.00	80,321.08	3.7	0.0
					34,278.92			0.00	80,321.08	3.7	0.0
Industrial Conglomerates											
4,000	General Electric Co	GE	05-26-09	13.49	53,950.00	15.13	60,520.00	1,600.00	6,570.00	2.0	2.6
					53,950.00		60,520.00	1,600.00	6,570.00	2.0	2.6
Construction & Farm Machinery & Heavy Trucks											
500	Caterpillar Inc	CAT	04-30-09	35.37	17,685.00	56.99	28,495.00	840.00	10,810.00	0.9	2.9
500	Caterpillar Inc	CAT	05-26-09	35.60	17,800.00	56.99	28,495.00	840.00	10,695.00	0.9	2.9
1,000				35.49	35,485.00		56,990.00	1,680.00	21,505.00	1.8	2.9
					35,485.00		56,990.00	1,680.00	21,505.00	1.8	2.9
	Industrials Total				199,959.62		307,460.00	5,800.00	107,500.38	9.9	1.9
Consumer Discretionary											
Automobile Manufacturers											
500	Toyota Motor Corp ADR	TM	05-19-09	77.28	38,640.00	84.16	42,080.00	547.06	3,440.00	1.4	1.3
					38,640.00		42,080.00	547.06	3,440.00	1.4	1.3
Publishing											
1,500	John Wiley & Sons Inc Cl A	JWA	05-15-09	31.17	46,761.35	41.88	62,820.00	780.00	16,058.65	2.0	1.2
1,000	John Wiley & Sons Inc Cl A	JWA	05-19-09	31.99	31,988.60	41.88	41,880.00	520.00	9,891.40	1.4	1.2
2,500				31.50	78,749.95		104,700.00	1,300.00	25,950.05	3.4	1.2

Klingenstein, Fields & Co., LLC
PORTFOLIO APPRAISAL
The Ruth Stanton Foundation R Stanton & F Giraud TTEE U/A DTD 12/24/93
Charles Schwab Account Number: 98323330
Portfolio Code: SAS71000
December 31, 2009

Quantity	Security	Ticker	Purchase Date	Adj Unit Cost	Total Adjusted Cost	Price	Market Value	Estimated Annual Income	Unrealized P/L	Pct. Assets	Yield
				78,749.95			104,700.00	1,300.00	25,950.05	3.4	1.2
Homefurnishing Retail											
3,000	Bed Bath & Beyond Inc	BBBY	01-25-08	29.99	89,969.40	38.61	115,830.00	0.00	25,860.60	3.7	0.0
				89,969.40			115,830.00	0.00	25,860.60	3.7	0.0
				207,359.35			262,610.00	1,847.06	55,250.65	8.5	0.7
Consumer Discretionary Total											
Consumer Staples											
Soft Drinks											
300	Pepsico Inc	PEP	03-24-04	51.32	15,396.58	60.80	18,240.00	540.00	2,843.42	0.6	3.0
700	Pepsico Inc	PEP	03-11-05	53.19	37,234.64	60.80	42,560.00	1,260.00	5,325.36	1.4	3.0
500	Pepsico Inc	PEP	10-24-06	63.28	31,640.00	60.80	30,400.00	900.00	-1,240.00	1.0	3.0
500	Pepsico Inc	PEP	06-06-07	67.42	33,710.85	60.80	30,400.00	900.00	-3,310.85	1.0	3.0
2,000				58.99	117,982.07		121,600.00	3,600.00	3,617.93	3.9	3.0
				117,982.07			121,600.00	3,600.00	3,617.93	3.9	3.0
Packaged Foods & Meats											
4,000	Kraft Foods Inc Cl A	KFT	04-04-07	30.93	123,716.00	27.18	108,720.00	4,640.00	-14,996.00	3.5	4.3
1,000	Kraft Foods Inc Cl A	KFT	06-06-07	34.34	34,340.00	27.18	27,180.00	1,160.00	-7,160.00	0.9	4.3
5,000				31.61	158,056.00		135,900.00	5,800.00	-22,156.00	4.4	4.3
750	Nestle SA Sponsored ADR	NSRGY	11-20-09	47.01	35,257.50	48.56	36,421.88	603.01	1,164.38	1.2	1.7
1,000	Nestle SA Sponsored ADR	NSRGY	11-30-09	47.56	47,564.80	48.56	48,562.50	804.02	997.70	1.6	1.7
1,750				47.33	82,822.30		84,984.38	1,407.03	2,162.08	2.7	1.7

Klingenstein, Fields & Co., LLC
PORTFOLIO APPRAISAL
The Ruth Stanton Foundation R Stanton & F Giraud TTEE U/A DTD 12/24/93
Charles Schwab Account Number: 98323330
Portfolio Code: SAS71000
December 31, 2009

Quantity	Security	Ticker	Purchase Date	Adj Unit Cost	Total Adjusted Cost	Price	Market Value	Estimated Annual Income	Unrealized P/L	Pct. Assets	Yield
Household Products											
400	Procter & Gamble Co	PG	07-09-03	45.25	18,101.66	60.63	24,252.00	704.00	6,150.34	0.8	2.9
400	Procter & Gamble Co	PG	09-05-03	45.88	18,351.66	60.63	24,252.00	704.00	5,900.34	0.8	2.9
400	Procter & Gamble Co	PG	10-15-03	48.12	19,247.66	60.63	24,252.00	704.00	5,004.34	0.8	2.9
500	Procter & Gamble Co	PG	06-06-07	63.36	31,681.10	60.63	30,315.00	880.00	-1,366.10	1.0	2.9
1,700				51.40	87,382.08		103,071.00	2,992.00	15,688.92	3.3	2.9
					87,382.08		103,071.00	2,992.00	15,688.92	3.3	2.9
					446,242.45		445,555.38	13,799.03	-687.08	14.4	3.1
Consumer Staples Total											
Health Care											
Health Care Equipment											
1,000	Medtronic Inc	MDT	05-19-09	31.87	31,869.90	43.98	43,980.00	820.00	12,110.10	1.4	1.9
500	Medtronic Inc	MDT	05-26-09	33.19	16,595.00	43.98	21,990.00	410.00	5,395.00	0.7	1.9
1,500				32.31	48,464.90		65,970.00	1,230.00	17,505.10	2.1	1.9
1,500	Varian Medical Systems Inc	VAR	05-01-09	33.23	49,845.35	46.85	70,275.00	0.00	20,429.65	2.3	0.0
					98,310.25		136,245.00	1,230.00	37,934.75	4.4	0.9
Pharmaceuticals											
1,000	Abbott Laboratories	ABT	04-30-09	42.43	42,429.70	53.99	53,990.00	1,600.00	11,560.30	1.7	3.0
500	Abbott Laboratories	ABT	05-08-09	44.97	22,484.50	53.99	26,995.00	800.00	4,510.50	0.9	3.0
1,500				43.28	64,914.20		80,985.00	2,400.00	16,070.80	2.6	3.0
					64,914.20		80,985.00	2,400.00	16,070.80	2.6	3.0

Klingenstein, Fields & Co., LLC
PORTFOLIO APPRAISAL
The Ruth Stanton Foundation R Stanton & F Giraud TTEE U/A DTD 12/24/93
Charles Schwab Account Number: 98323330
Portfolio Code: SAS71000
December 31, 2009

Quantity	Security	Ticker	Purchase Date	Adj Unit Cost	Total Adjusted Cost	Price	Market Value	Estimated Annual Income	Unrealized P/L	Pct. Assets	Yield
Life Sciences Tools & Services											
1,700	Charles River Laboratories	CRL	02-28-07	45.84	77,920.18	33.69	57,273.00	0.00	-20,647.18	1.8	0.0
1,000	Charles River Laboratories	CRL	04-04-07	46.39	46,385.00	33.69	33,690.00	0.00	-12,695.00	1.1	0.0
2,700				46.04	124,305.18		90,963.00	0.00	-33,342.18	2.9	0.0
					124,305.18		90,963.00	0.00	-33,342.18	2.9	0.0
					287,529.63		308,193.00	3,630.00	20,663.37	9.9	1.2
Health Care Total											
Financials											
Other Diversified Financial Services											
3,200	J P Morgan Chase & Co	JPM	06-11-08	37.73	120,730.56	41.67	133,344.00	640.00	12,613.44	4.3	0.5
1,200	J P Morgan Chase & Co	JPM	08-18-08	36.96	44,355.36	41.67	50,004.00	240.00	5,648.64	1.6	0.5
4,400				37.52	165,085.92		183,348.00	880.00	18,262.08	5.9	0.5
					165,085.92		183,348.00	880.00	18,262.08	5.9	0.5
Asset Management & Custody Banks											
2,000	Bank Of New York Mellon Corp	BK	05-26-09	27.99	55,987.40	27.97	55,940.00	720.00	-47.40	1.8	1.3
2,000	Bank Of New York Mellon Corp	BK	10-06-09	28.26	56,520.00	27.97	55,940.00	720.00	-580.00	1.8	1.3
4,000				28.13	112,507.40		111,880.00	1,440.00	-627.40	3.6	1.3
					112,507.40		111,880.00	1,440.00	-627.40	3.6	1.3

Klingenstein, Fields & Co., LLC
PORTFOLIO APPRAISAL
The Ruth Stanton Foundation R Stanton & F Giraud TTEE U/A DTD 12/24/93
Charles Schwab Account Number: 98323330
Portfolio Code: SAS71000
December 31, 2009

Quantity	Security	Ticker	Purchase Date	Adj Unit Cost	Total Adjusted Cost	Price	Market Value	Estimated Annual Income	Unrealized P/L	Pct. Assets	Yield
	Property & Casualty Insurance										
20	Berkshire Hathaway Inc Cl B	BRKB	05-01-09	3,062.77	61,255.39	3,286.00	65,720.00	0.00	4,464.61	2.1	0.0
5	Berkshire Hathaway Inc Cl B	BRKB	05-15-09	2,898.70	14,493.48	3,286.00	16,430.00	0.00	1,936.52	0.5	0.0
25				3,029.95	75,748.87		82,150.00	0.00	6,401.13	2.7	0.0
1,000	Fidelity National Financial Cl A	FNF	05-29-09	13.70	13,703.00	13.46	13,460.00	600.00	-243.00	0.4	4.5
4,000	Fidelity National Financial Cl A	FNF	10-06-09	16.17	64,679.60	13.46	53,840.00	2,400.00	-10,839.60	1.7	4.5
5,000				15.68	78,382.60		67,300.00	3,000.00	-11,082.60	2.2	4.5
	Financials Total			154,131.47			149,450.00	3,000.00	-4,681.47	4.8	2.0
	Information Technology			431,724.79			444,678.00	5,320.00	12,953.21	14.3	1.2
	Data Processing & Outsourced Services										
2,000	Lender Processing Services	LPS	05-01-09	27.93	55,860.80	40.66	81,320.00	800.00	25,459.20	2.6	1.0
	Systems Software			55,860.80			81,320.00	800.00	25,459.20	2.6	1.0
2,000	Microsoft Corp	MSFT	02-19-09	17.91	35,819.80	30.48	60,960.00	1,040.00	25,140.20	2.0	1.7
	Information Technology Total			91,680.60			142,280.00	1,840.00	50,599.40	4.6	1.3

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

▶ **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box
 - If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)
- Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868**

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Electronic Filing (e-file) Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T) However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868 For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*

Type or print File by the due date for filing your return See instructions	Name of Exempt Organization		Employer identification number
	THE RUTH STANTON FOUNDATION		13-7031172
	Number, street, and room or suite no If a P O box, see instructions		C/O ANCHIN, BLOCK & ANCHIN LLP
	1375 BROADWAY, 18TH FLOOR		
	City, town or post office, state, and ZIP code For a foreign address, see instructions		
	NEW YORK, NY 10018		

Check type of return to be filed (file a separate application for each return)

- | | | |
|---|--|------------------------------------|
| <input type="checkbox"/> Form 990 | <input type="checkbox"/> Form 990-T (corporation) | <input type="checkbox"/> Form 4720 |
| <input type="checkbox"/> Form 990-BL | <input type="checkbox"/> Form 990-T (sec 401(a) or 408(a) trust) | <input type="checkbox"/> Form 5227 |
| <input type="checkbox"/> Form 990-EZ | <input type="checkbox"/> Form 990-T (trust other than above) | <input type="checkbox"/> Form 6069 |
| <input checked="" type="checkbox"/> Form 990-PF | <input type="checkbox"/> Form 1041-A | <input type="checkbox"/> Form 8870 |

• The books are in the care of ▶ ANCHIN, BLOCK & ANCHIN LLP

Telephone No ▶ 212 840-3456 FAX No ▶ _____

• If the organization does not have an office or place of business in the United States, check this box

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension will cover.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15, 2010 to file the exempt organization return for the organization named above The extension is for the organization's return for

- ▶ calendar year 2009 or
- ▶ tax year beginning _____, _____, and ending _____, _____

2 If this tax year is for less than 12 months, check reason Initial return Final return Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	3a	\$ 1,145.
b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit	3b	\$ 2,500.
c Balance Due. Subtract line 3b from line 3a Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	3c	\$

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

For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev 4-2009)