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

2010

Department of the Treasury  
Internal Revenue Service

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

For calendar year 2010, 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 change

Name of foundation

THE STANTON FOUNDATION  
C/O HOLTZ RUBENSTEIN REMINICK, LLP

A Employer identification number

13-3598005

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

1430 BROADWAY, 17TH FL

B Telephone number

212-697-6900

City or town, state, and ZIP code

NEW YORK, NY 10018

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)

\$ 231,130,383.

J Accounting method:

☒ Cash ☐ Accrual☐ Other (specify)

(Part I, column (d) must be on cash basis.)

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 ☐**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	10,156,860.		N/A	
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	403,592.	403,592.		STATEMENT 1
4 Dividends and interest from securities	3,138,932.	3,138,932.		STATEMENT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	1,301,203.			
b Gross sales price for all assets on line 6a	165,110,237.			
7 Capital gain net income (from Part IV, line 2)		1,301,203.		
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				STATEMENT 3
12 Total. Add lines 1 through 11	15,000,587.	4,843,727.		
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	37,158.	3,716.		33,442.
b Accounting fees STMT 5	68,248.	15,835.		52,413.
c Other professional fees STMT 6	27,419.	0.		27,419.
17 Interest				
18 Taxes STMT 7	182,809.	128,942.		0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings	5,512.	0.		5,512.
22 Printing and publications				
23 Other expenses STMT 8	1,004,179.	988,201.		1,500.
24 Total operating and administrative expenses. Add lines 13 through 23	1,325,325.	1,136,694.		120,286.
25 Contributions, gifts, grants paid	6,159,308.			6,159,308.
26 Total expenses and disbursements. Add lines 24 and 25	7,484,633.	1,136,694.		6,279,594.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	7,515,954.			
b Net investment income (if negative, enter -0-)		3,707,033.		
c Adjusted net income (if negative, enter -0-)			N/A	

<b>Part II Balance Sheets</b>		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
<b>Assets</b>	1 Cash - non-interest-bearing	829,385.	314,649.	314,649.
	2 Savings and temporary cash investments	26,216,915.	16,047,510.	16,047,510.
	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 <b>STMT 9</b>	81,233,203.	88,094,817.	108,622,544.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
<b>Liabilities</b>	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other <b>STMT 10</b>	95,680,230.	104,760,837.	103,887,806.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ <b>STATEMENT 11</b> )	0.	2,257,874.	2,257,874.
	16 <b>Total assets</b> (to be completed by all filers)	203,959,733.	211,475,687.	231,130,383.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
<b>Net Assets or Fund Balances</b>	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 <b>Total liabilities</b> (add lines 17 through 22)	0.	0.	
	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.			
	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	203,959,733.	211,475,687.	
	30 <b>Total net assets or fund balances</b>	203,959,733.	211,475,687.	
	31 <b>Total liabilities and net assets/fund balances</b>	203,959,733.	211,475,687.	

**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	203,959,733.
2 Enter amount from Part I, line 27a	2	7,515,954.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	211,475,687.
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	211,475,687.

**THE STANTON FOUNDATION**

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**C/O HOLTZ RUBENSTEIN REMINICK, LLP**

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**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.)
<b>1a</b> THRU CAPITAL GUARDIAN #734500 - SEE ATTACHED	<b>P</b>	<b>VARIOUS</b>	<b>VARIOUS</b>
<b>b</b> THRU CAPITAL GUARDIAN #734500 - SEE ATTACHED	<b>P</b>	<b>VARIOUS</b>	<b>VARIOUS</b>
<b>c</b>			
<b>d</b>			
<b>e</b>			

(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)
<b>a</b> 62,050,294.		62,431,213.	<380,919.>
<b>b</b> 103,059,943.		101,377,821.	1,682,122.
<b>c</b>			
<b>d</b>			
<b>e</b>			

(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))
<b>a</b>			<380,919.>
<b>b</b>			1,682,122.
<b>c</b>			
<b>d</b>			
<b>e</b>			

<b>2</b> Capital gain net income or (net capital loss)	2	1,301,203.
<b>3</b> 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))
2009	4,412,775.	117,285,188.	.037624
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

<b>2</b> Total of line 1, column (d)	2	.321682
<b>3</b> 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	.064336
<b>4</b> Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	210,670,878.
<b>5</b> Multiply line 4 by line 3	5	13,553,722.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	6	37,070.
<b>7</b> Add lines 5 and 6	7	13,590,792.
<b>8</b> 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	6,279,594.

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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	74,141.
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	74,141.
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	74,141.
6	Credits/Payments:		
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	36,360.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	67,000.
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	103,360.
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	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	29,219.
11	Enter the amount of line 10 to be: Credited to 2011 estimated tax <input type="checkbox"/> 29,219. Refunded <input type="checkbox"/>	11	0.

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b 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
1c 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. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		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?	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.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <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	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 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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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 <b>N/A</b>				
14	The books are in care of <b>HOLTZ RUBENSTEIN REMINICK LLP</b> Telephone no. <b>(212) 697-6900</b>			
Located at <b>1430 BROADWAY, 17TH FL, NEW YORK, NY</b> ZIP+4 <b>10018</b>				
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	<b>N/A</b>	
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country				X

**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 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here	<b>N/A</b>	
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 2010?		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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
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.)	<b>N/A</b>	
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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
b	If "Yes," did it have excess business holdings in 2010 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 2010.)		X
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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 2010?		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 **N/A** 5b

Organizations relying on a current notice regarding disaster assistance check here ☐ Yes ☒ No

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 **N/A**

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No 6b **X**

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No **N/A** 7b

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

**1 List all officers, directors, trustees, foundation managers and their compensation.**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ANDREW H. WEISS 1430 BROADWAY, 17TH FL NEW YORK, NY 10018	TRUSTEE 20.00	0.	0.	0.
ELISABETH K. ALLISON 69 PINEHURST ROAD BELMONT, MA 02178	TRUSTEE 30.00	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.

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**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	185,710,454.
b	Average of monthly cash balances	1b	26,624,642.
c	Fair market value of all other assets	1c	1,543,968.
d	Total (add lines 1a, b, and c)	1d	213,879,064.
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	213,879,064.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	3,208,186.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	210,670,878.
6	Minimum investment return. Enter 5% of line 5	6	10,533,544.

**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	10,533,544.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	74,141.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	74,141.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	10,459,403.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	10,459,403.
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	10,459,403.

**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	6,279,594.
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	6,279,594.
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	6,279,594.

**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 (2010)

**Part XIII** Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				10,459,403.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			103,100.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ \$ 6,279,594.				
a Applied to 2009, but not more than line 2a			103,100.	
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 2010 distributable amount				6,176,494.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2010 (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		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 2009. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				4,282,909.
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 2005 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010				

## N/A

- b** Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(j)(3) or ☐ 4942(j)(5)

- [illegible]

### 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:**

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





**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

**2010**

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 foundationCheck 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 Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2010)

## Name of organization

THE STANTON FOUNDATION

## Employer identification number

C/O HOLTZ RUBENSTEIN REMINICK, LLP

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	\$ 8,500,000.	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	\$ 1,656,860.	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.)



Name of organization

Employer identification number

THE STANTON FOUNDATION

C/O HOLTZ RUBENSTEIN REMINICK, LLP

13-3598005

**Part II    Noncash Property** (see instructions)[illegible]

<b>Name of organization</b> THE STANTON FOUNDATION C/O HOLTZ RUBENSTEIN REMINICK, LLP	<b>Employer identification number</b> 13-3598005
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**Part III** Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions ) ▶ \$

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	

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

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SOURCE	AMOUNT
CAPITAL GUARDIAN #734500	406,856.
JP MORGAN ACCT# 154477	135.
LESS AMORT OF BOND PREMIUMS	<3,399.>
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	403,592.

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FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CAPITAL GUARDIAN #734500	3,138,932.	0.	3,138,932.
TOTAL TO FM 990-PF, PART I, LN 4	3,138,932.	0.	3,138,932.

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FORM 990-PF OTHER INCOME STATEMENT 3

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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
BROAD STREET FINANCIAL COMPANY	0.	30,545.	
LESS REPORTED ON 990-T	0.	<30,545.>	
BROAD STREET FINANCIAL COMPANY - DEPLETION	0.	<265,799.>	
LESS REPORTED ON 990-T	0.	265,799.	
TOTAL TO FORM 990-PF, PART I, LINE 11	0.	0.	

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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	37,158.	3,716.		33,442.
TO FM 990-PF, PG 1, LN 16A	37,158.	3,716.		33,442.

FORM 990-PF	ACCOUNTING FEES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	45,055.	13,516.		31,539.
AUDIT FEE	23,193.	2,319.		20,874.
TO FORM 990-PF, PG 1, LN 16B	68,248.	15,835.		52,413.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CONSULTING FEE	27,419.	0.		27,419.
TO FORM 990-PF, PG 1, LN 16C	27,419.	0.		27,419.

FORM 990-PF	TAXES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAXES	53,867.	0.		0.
FOREIGN TAXES	128,942.	128,942.		0.
TO FORM 990-PF, PG 1, LN 18	182,809.	128,942.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	8
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MGMT FEE	978,621.	978,620.		0.
FILING FEES	1,500.	0.		1,500.
INSURANCE	10,850.	0.		0.
FILES/PENALTIES	332.	0.		0.
INVESTMENT INTEREST EXPENSE	12,876.	9,581.		0.
TO FORM 990-PF, PG 1, LN 23	1,004,179.	988,201.		1,500.

FORM 990-PF	CORPORATE STOCK	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
COMVERSE TECHNOLOGY, INC.	235,000.	72,600.
CORPORATE STOCKS	87,859,817.	108,549,944.
TOTAL TO FORM 990-PF, PART II, LINE 10B	88,094,817.	108,622,544.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	10
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
AMERICAN MUTUAL FUND	FMV	3,895,423.	3,765,879.
INTERMEDIATE BOND FUND OF AMERICA	FMV	4,779.	4,720.
SHORT TERM BOND FD OF AMERICA	FMV	0.	0.
MUTUAL FUNDS	FMV	100,860,635.	100,117,207.
TOTAL TO FORM 990-PF, PART II, LINE 13		104,760,837.	103,887,806.

**THE STANTON FOUNDATION**  
Account Number: XXXX34500

**Detailed Holdings List by Country**  
As of December 31, 2010  
Reporting Currency: USD

Description	Shares/ Par	Average Cost/ Unit	Total Cost	Current Price	Total Market Value	% of Total Net Assets	Unrealized Gain/(Loss)	Estimated Annual Income Yield(%)
<b>Fixed Income</b>								
<b>AUSTRALIA</b>								
BHP BILLITON FIN USA LTD 5.50% 04/01/14	470,000	110.63	519,947	110.66	520,116	0.2	169	25,850 5.0
WESTPAC BANKING CORP 11.85% 12/09/13	145,000	99.95	144,828	109.27	158,310	0.5	2,302	13,228 8.9
<b>TOTAL AUSTRALIA</b>			<b>664,775</b>		<b>678,426</b>	<b>0.7</b>	<b>2,471</b>	<b>39,078 6.9</b>
<b>CANADA</b>								
CANADIAN NATIONAL RAILWAY 4.95% 01/15/2014	705,000	112.01	789,678	108.68	766,215	0.3	(23,462)	34,898 4.6
<b>TOTAL CANADA</b>			<b>789,678</b>		<b>766,215</b>	<b>0.3</b>	<b>(23,462)</b>	<b>34,898 4.6</b>
<b>FRANCE</b>								
BNP PARIBAS FRN SR UNSEC VAR 04/08/13	525,000	99.51	522,413	99.13	520,438	0.2	(1,976)	3,621 0.7
<b>TOTAL FRANCE</b>			<b>522,413</b>		<b>520,438</b>	<b>0.2</b>	<b>(1,976)</b>	<b>3,621 0.7</b>
<b>NORWAY</b>								
STATOIL 2.9% 10/15/14	500,000	104.47	522,349	103.40	517,005	0.2	(5,344)	14,500 2.8
<b>TOTAL NORWAY</b>			<b>522,349</b>		<b>517,005</b>	<b>0.2</b>	<b>(5,344)</b>	<b>14,500 2.8</b>



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**THE STANTON FOUNDATION**  
Account Number: XXXX34500

**Detailed Holdings List by Country**  
As of December 31, 2010  
Reporting Currency: USD

Description	Shares/ Par	Average Cost/ Unit	Total Cost	Current Price	Total Market Value	% of Total Net Assets	Unrealized Gain/(Loss)	Estimated Annual Income Yield(%)
<b>UNITED KINGDOM</b>								
ROYAL BK OF SCOTLAND SR UNSEC 3.95% 09/21/15	520,000	.99.81	519,002	98.30	511,176	0.2	(7,826)	4.0
<b>TOTAL UNITED KINGDOM</b>			519,002		511,176	0.2	(7,826)	4.0
<b>UNITED STATES</b>								
ALABAMA PWR CO 4.85% 12/15/12	485,000	108.10	524,271	107.26	520,201	0.2	(4,069)	4.5
APACHE CORP SR UNSEC 6.25% 04/15/12	480,000	108.11	518,909	108.15	510,974	0.2	(7,934)	5.9
AT&T INC 5.875% 02/01/12	590,000	106.71	629,570	105.28	621,128	0.3	(8,441)	5.6
BARGAIN BANK PLC 2.5% 11/23/13	510,000	102.16	521,036	102.24	518,282	0.2	(2,754)	2.5
BERKSHIRE HATHAWAY FRN 02/17/13	520,000	100.57	522,948	100.50	522,579	0.2	(369)	0.7
BIOGEN DEC INC 8% 03/01/13	468,000	109.47	512,446	108.35	508,448	0.2	(3,998)	5.6
BURLINGTON NORTH SANTA FE CORP 7% 02/01/2014	450,000	117.11	527,009	114.28	514,256	0.2	(12,753)	6.1
CAROLINA POWER & LIGHT SR UNSEC 6.5% 07/15/12	480,000	109.61	526,147	109.21	519,400	0.2	(6,747)	6.0
CHEVRON CORP 3.95% 03/03/2014	820,000	108.36	888,543	106.76	875,399	0.4	(13,144)	3.7
CITIGROUP INC FRN 4.875% 10/22/12	2,500,000	102.39	2,559,770	102.00	2,550,075	1.3	(9,695)	4.8
CITIGROUP INC SR UNSEC 6.0% 12/13/13	480,000	109.57	525,936	109.35	524,868	0.2	(1,068)	5.5
COMCAST CORP 6.25% 03/15/2014	775,000	107.67	834,408	108.94	842,735	0.2	(8,273)	4.2
COMCAST CORP 5.3% 01-15-14	375,000	110.88	415,796	108.94	408,510	0.2	(7,286)	4.9
CONSUMERS ENERGY CO 5% 02/15/12	500,000	109.22	546,095	109.27	543,378	0.2	(2,717)	4.8
DEVON FINANCING CORP 6.875% 09-30-11	490,000	106.33	521,002	104.97	514,358	0.2	(6,644)	6.6
DISNEY WALT CO SR UNSEC 4.6% 12/15/13	470,000	110.66	519,077	109.21	509,380	0.2	(9,697)	4.1
DUKE ENERGY OHIO INC 2.1% 06/15/13	960,000	102.66	985,502	101.93	978,528	0.4	(6,974)	2.1

**THE STANTON FOUNDATION**  
Account Number: XXXX34500

**Detailed Holdings List by Country**  
As of December 31, 2010  
Reporting Currency: USD

Description	Shares/ Par	Average Cost/ Unit	Total Cost	Current Price	Total Market Value	% of Total Net Assets	Unrealized Gain/(Loss)	Estimated Annual Income	Annual Yield(%)
FHLB 7.5% 08/22/12	2,500,000	102.21	2,555,240	101.92	2,537,950		(17,290)	13,750	1.7
FHLB FEDERAL HOME LOAN BANK	4,350,000	108.08	4,701,576	106.78	4,644,974	2.0	(56,602)	157,688	3.4
YIELD TO MATURITY 3.688 3.625									
10/18/2013									
FNCL 4.0 930636 03/01/2024			1,831,798.81		1,800,254.10				
FNCL 5.5 975123 05-01-38			2,397,366.24		2,355,128.86				
FNCL 6.0 931903 09/01/38			1,468,532.64		1,471,456.64				
FNCL 6.0 959477 12-01-37			2,428,099.71		2,419,847				
FNCL 4.0 931477 03/01/20			2,331,488.56		2,304,646.28				
GENL ELEC CAP CORP 2.2%	2,555,000	102.71	2,624,353	102.24	2,612,206	1.1	(12,147)	56,210	2.2
08/08/2012									
GLAXOSMITHKLINE 4.85% 05/15/2015	570,000	108.91	620,472	108.58	618,905	0.3	(1,567)	27,845	1.5
GMAC FDIC 2.2% 12/19/12	2,530,000	103.17	2,610,280	102.85	2,602,181	1.1	(8,099)	55,660	2.1
GOLDEN STATE BAG CO CAP 2013	200,000	113.15	226,300	113.15	226,300	0.1	(0)	87,000	6.0
SE PREREP 6.75% 06/01/2039									
GOLDMAN SACHS GROUP SR UNSEC	410,000	101.43	415,868	101.69	417,753	0.2	1,885	15,170	3.6
3.7% 08/01/15									
HEWLETT PACKARD CO SR UNSEC	500,000	101.21	506,050	101.40	505,520	0.2	(530)	137,500	2.9
2.95% 08/15/12									
JP MORGAN CHASE SR UNSEC 5.375%	580,000	108.33	628,319	107.30	622,348	0.3	(5,974)	31,175	5.0
10/01/12									
KINDER MORGAN ENERGY PARTNERS	300,000	12.06	3,618,832	11.95	3,585,030	0.2	(33,802)	221,375	5.1
5.625% 02/15/2015									
KROGER CO 7.5% 01/15/2014	355,000	117.96	418,768	115.30	409,297	0.2	(9,471)	26,625	6.5
LOWES COS INC 5.4% 01/15/2013	480,000	116.68	559,774	115.75	553,084	0.2	(6,690)	24,840	4.8
MCDONALD'S CORP SR UNSEC 4.3%	485,000	108.01	523,872	106.61	517,034	0.2	(6,838)	20,855	4.0
03/01/13									
MEDCO HEALTH SOLUTIONS SR	520,000	100.72	523,570	100.52	518,813	0.2	(4,757)	14,300	2.8
UNSEC 2.75% 09/15/2015									
MORGAN STANLEY FDIC 2.25%	2,500,000	102.57	2,564,238	101.98	2,549,500	1.1	(14,738)	56,250	2.2
03/13/12									





**THE STANTON FOUNDATION**  
Account Number: XXXX34500

**Detailed Holdings List by Country**  
As of December 31, 2010  
Reporting Currency: USD

Description	Shares/ Par	Average Cost/ Unit	Total Cost	Current Price	Total Market Value	% of Total Net Assets	Unrealized Gain/(Loss)	Estimated Annual Income Yield(%)
NATIONAL RURAL UTILITIES SECURITIES LIEN 1.25% 1/1/13	625,000	99.97	624,816	98.94	518,931	1.2	(6,885)	5,906
NOVARTIS CAPITAL CORP SR UNSEC 2.9% 04/24/15	600,000	104.83	627,787	102.73	616,368	0.3	(11,419)	17,400
PEPSICO INC SR UNSEC 0.875% 10/25/13	720,000	99.96	719,583	98.66	711,783	0.3	(7,800)	5,300
PFIZER INC 4.45% 3/15/12	595,000	105.52	627,832	104.35	620,859	0.3	(6,973)	26,478
PROCTER & GAMBLE CO SR UNSEC 1.8% 1/15/15	230,000	99.78	228,119	98.94	225,493	0.1	(2,626)	1,140
PROLOGIS 7.625% 8/15/14	440,000	107.60	473,434	112.76	495,153	0.2	22,719	33,550
TIME WARNER CABLE 3.5% 02/03/15	200,000	95.65	191,300	95.75	190,995	0.2	(305)	14,000
TX PFA UNEMPLOYMENT COMP 10C 2.6% 07-01-20	1,050,000	100.00	1,050,000	100.10	1,051,061	0.5	1,061	27,300
US TREASURY NOTE 0.625% 06/30/2012	7,610,000	100.36	7,635,372	100.30	7,631,171	0.2	(4,201)	15,688
US TREASURY NOTE 0.875% 01/31/2011	4,170,000	100.28	4,181,578	100.05	4,172,127	1.8	(9,451)	36,488
US TREASURY NOTE 0.875% 09/30/11	3,170,000	100.74	3,185,512	100.29	3,128,892	1.2	(5,620)	26,300
US TREASURY NOTE 1.0% 09/30/2011	3,115,000	100.73	3,137,884	100.54	3,131,790	1.4	(6,094)	31,150
US TREASURY NOTE 1.25% 12/15/11	3,005,000	100.57	3,024,969	100.15	3,028,172	1.2	3,203	34,311
US TREASURY NOTE 1.375% 01/15/2013	8,220,000	102.02	8,385,801	101.52	8,345,191	3.6	(40,610)	113,025
US TREASURY NOTE 2.375% 09/30/11	3,595,000	104.70	3,761,274	103.58	3,716,497	1.3	(44,777)	83,958
US TREASURY NOTE 2.625% 12/31/2014	2,865,000	105.89	3,139,780	104.27	3,091,694	1.3	(48,086)	77,831
US TREASURY NOTE 3.125% 09/30/2013	2,925,000	107.77	3,153,473	106.99	3,103,076	1.1	(50,397)	91,406
US TREASURY NOTE 3.375% 06/30/2013	2,915,000	107.55	3,135,115	106.48	3,103,805	1.4	(31,310)	98,381
US TREASURY NOTE 3.625% 02/15/20	510,000	102.25	521,487	103.78	529,283	0.2	7,796	16,180
US TREASURY NOTE 4.5% 03/31/12	2,950,000	106.45	3,140,282	105.15	3,101,886	1.4	(38,396)	132,750

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VERIZON WIRELESS CAP PLC SR UNSEC 7.375% 11/15/13	330,000	18.16	5,992,233	15.86	5,210,071	0.3	(12,197)	39,088
WAL-MART STORES SR UNSEC 0.75% 10/25/13	630,000	99.66	627,839	99.10	624,317	0.3	(3,522)	4,725
WALGREEN 4.875% 08/01/13	475,000	10.57	5,025,497	10.22	4,848,143	0.2	(6,383)	23,156
WBCMT 05-C20 A7 VAR 07/15/42	950,000	111.09	1,055,391	107.36	1,019,958	0.4	(35,433)	48,621
WELLS FARGO CO 3.75% 10/01/14	445,000	105.58	469,836	104.39	464,531	0.2	(5,295)	18,988
TOTAL UNITED STATES			97,736,648		97,033,725	47.4	(702,921)	2,662,573
MUTUAL FUNDS - FIXED								

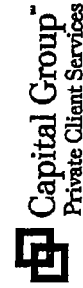
Total Fixed Income 100,860,632.95 100,117,206.57  
**Equity**

**AUSTRALIA**

BHP BILLITON LTD (AUD)	16,076	27.65	444,570	46.28	744,025	0.3	289,455	19,261	2.6
COCA-COLA AMAL LTD	10,373	20.2	209,704	19.11	193,636	0.1	(6,068)	24,639	5.3
CSL LTD	9,326	31.73	295,884	37.12	348,157	0.2	50,273	7,847	2.3
MACQUARIE GROUP LTD	8,445	37.12	313,509	37.85	319,676	0.1	6,166	16,066	5.0
NEWCREST MINING NPV	23,412	22.65	530,180	41.36	968,388	0.4	438,189	5,986	0.8
TELSTAR CORP	17,858	32.37	578,327	28.5	502,063	0.2	(76,264)	13,472	1.3
TOTAL AUSTRALIA			2,492,173		3,448,195	1.5	1,079,781	136,971	3.9

**BERMUDA**

GENPACT LTD	11,900	12.85	152,916	15.20	180,880	0.1	27,964	0	0.0
SEA DRILL LTD	142,000	33.42	4,745,561	58.0	8,273,924	0.1	3,528,363	15,894	1.9
SEADRILL LTD	8,845	32.63	288,645	33.80	298,924	0.1	10,278	3,941	1.3
TOTAL BERMUDA			5,273,116		10,043,728	0.6	3,766,415	19,835	1.5



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<b>BRAZIL</b>								
PETROLEO BRASILEIRO SA PETROBR SP ADR	6,300	41.87	263,806	34.17	215,271	0.1	(48,535)	945 0.4
<b>TOTAL BRAZIL</b>			<b>263,806</b>		<b>215,271</b>	<b>0.1</b>	<b>(48,535)</b>	<b>945 0.4</b>
<b>CANADA</b>								
BARRICK GOLD CORP C\$	11,500	23.33	268,339	53.42	614,382	0.3	346,043	4,626 0.8
CAMECO CORP C\$	44,800	23.21	1,035,743	40.52	1,807,684	0.8	771,941	7,177 0.4
CAMECO CORP US\$	2,700	24.77	66,892	40.38	109,026	0.0	42,134	756 0.7
CANADIAN NATURAL RESOURCES LTD C\$	6,800	18.67	126,931	44.80	303,309	0.1	176,378	1,641 0.5
CENOVUS ENERGY INC	3,500	26.29	92,017	33.24	116,340	0.1	24,323	2,800 2.4
CENOVUS ENERGY INC C\$	13,800	25.76	355,915	33.47	1,338,007	0.5	982,092	0 0.0
INMET MINING CORP C\$	3,800	46.80	177,845	77.70	295,271	0.1	117,426	764 0.3
PENGROW ENERGY TRUST C\$	11,200	13.47	150,864	12.85	143,957	0.0	(6,907)	0 0.0
POTASH CORP OF SASKATCHEWAN INC US\$	1,500	46.91	70,364	154.83	232,245	0.1	161,881	0 0.0
ROGERS COMMUNICATION C\$	7,100	23.85	169,365	33.30	237,068	0.1	77,703	8,283 3.4
SUNCOR ENERGY INC	4,900	22.90	112,232	38.50	188,647	0.1	76,416	0 0.0
TEUSCORP CORPORATION NON VOTE	3,000	38.47	115,422	39.50	130,484	0.0	15,062	0 0.0
TORONTO-DOMINION BANK	3,800	62.09	235,958	74.68	283,767	0.1	47,810	8,408 3.0
<b>TOTAL CANADA</b>			<b>473,483</b>		<b>561,017</b>	<b>2.4</b>	<b>213,574</b>	<b>34,456 0.6</b>
<b>CAYMAN ISLANDS</b>								
TINGYI HOLDING CORP	140,000	2.17	303,444	2.56	358,429	0.2	54,986	618 0.2
<b>TOTAL CAYMAN ISLANDS</b>			<b>303,444</b>		<b>358,429</b>	<b>0.2</b>	<b>54,986</b>	<b>618 0.2</b>

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<b>CHINA</b>								
BANK OF CHINA LTD H	1,138,583	0.38	428,240	0.53	600,580	0.3	172,341	20,508
CHINA LIFE INSURANCE CO LTD H	191,000	4.92	941,726	4.08	774,713	0.2	(167,013)	23,351
CHINA SHENHUA ENERGY	137,500	4.05	557,391	4.19	576,691	0.3	19,299	9,376
<b>TOTAL CHINA</b>			<b>1,933,356</b>		<b>1,851,984</b>	<b>0.7</b>	<b>(115,627)</b>	<b>39,234</b>
<b>DENMARK</b>								
NOVO NORDISK A/S B	7,300	66.91	488,477	112.76	823,173	0.4	334,696	9,815
<b>TOTAL DENMARK</b>			<b>488,477</b>		<b>823,173</b>	<b>0.4</b>	<b>334,696</b>	<b>9,815</b>
<b>FRANCE</b>								
BNP PARIBAS	9,052	46.69	422,597	63.62	575,899	0.3	153,302	18,144
BOUYGUES	1,099	62.42	68,148	49.76	54,005	0.2	(14,143)	23,717
DANONE	10,740	59.92	643,579	62.83	674,825	0.3	31,246	17,222
ESSOR IN THE	5,900	61.08	360,572	64.33	379,820	0.2	19,248	5,519
GDF SUEZ	3,600	38.63	139,055	35.88	129,167	0.1	(9,888)	7,216
LAIRBOUIDE(L)	7,278	132.45	963,794	26.47	320,430	0.1	(643,364)	20,514
L'OREAL	2,700	112.59	303,995	111.02	299,753	0.1	(4,241)	5,412
BERNARDINI RICHARD SA	10,599	39.63	419,916	41.02	436,540	0.2	16,624	18,979
<b>TOTAL FRANCE</b>			<b>1,464,465</b>		<b>1,454,439</b>	<b>0.9</b>	<b>(10,026)</b>	<b>116,718</b>
<b>GERMANY</b>								
BAYER AG	4,200	80.54	338,266	73.56	308,966	0.1	(29,300)	7,857
MUENCHENER RUECKENMAN VINK (REG)	280	14.18	3,971	51.57	14,556	0.1	10,585	9,866
SAP AG	2,500	36.53	91,314	50.68	126,698	0.1	35,384	1,670
SAP AG SPON ADR	7,000	52.34	366,593	50.67	353,537	0.2	(13,056)	18,234
SIEMENS AG NAMEN	8,700	84.20	732,512	124.50	1,083,177	0.5	350,664	31,390
<b>TOTAL GERMANY</b>			<b>1,751,032</b>		<b>1,703,093</b>	<b>0.9</b>	<b>(47,939)</b>	<b>54,017</b>



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<b>HONG KONG</b>									
BANK OF EAST ASIA	59,800	3.15	188,124	4.19	250,423	0.1	62,299	6,616	2.6
BOC HONG KONG HOLDINGS LTD	15,000	2.37	35,550	3.40	51,735	0.2	16,185	1,476	3.7
HONG KONG CHINA GAS	306,630	2.33	714,162	2.36	722,708	0.3	8,546	12,982	1.8
SHANGRI-LA ASIA	38,000	1.09	41,562	2.36	89,884	0.4	48,322	1,881	0.8
SUN HUNG KAI PROP	39,000	10.92	426,020	16.61	647,759	0.3	221,739	13,547	2.1
SWIRE PACIFIC LTD CL A	20,500	1.57	32,189	16.44	336,860	0.1	304,671	18,440	2.5
TELEVISION BROADCAST	39,000	5.43	211,591	5.40	210,735	0.1	(856)	8,530	4.1
<b>TOTAL HONG KONG</b>			<b>2,147,807</b>		<b>2,802,304</b>	<b>1.2</b>	<b>654,498</b>	<b>66,403</b>	<b>2.4</b>
<b>INDIA</b>									
HDFC BANK LTD	1,800	46.96	84,524	187.11	300,798	0.1	216,274	1,345	0.5
ICICI BANK LTD SPON ADR	11,900	39.35	468,343	50.54	602,616	0.2	134,273	6,129	1.0
RELIANCE INDUSTRIES LTD GDR (SEAO)	5,400	46.46	250,892	47.55	256,770	0.1	5,878	1,635	0.6
<b>TOTAL INDIA</b>			<b>803,752</b>		<b>1,160,184</b>	<b>0.5</b>	<b>356,425</b>	<b>9,109</b>	<b>0.8</b>
<b>IRELAND</b>									
CRH PLC	8,321	14.79	123,081	20.91	174,018	0.1	50,937	6,950	4.0
<b>TOTAL IRELAND</b>			<b>123,081</b>		<b>174,018</b>	<b>0.1</b>	<b>50,937</b>	<b>6,950</b>	<b>4.0</b>
<b>ISRAEL</b>									
ISRAEL CHEMICALS LTD ADR UNSPON	31,500	14.85	470,970	17.18	541,044	0.2	70,074	24,066	4.5
<b>TOTAL ISRAEL</b>			<b>470,970</b>		<b>541,044</b>	<b>0.2</b>	<b>70,074</b>	<b>24,066</b>	<b>4.4</b>
<b>ITALY</b>									
LUXOTTICA GRP ADR	10,600	30.66	324,943	30.62	324,572	0.1	(371)	5,841	1.8
<b>TOTAL ITALY</b>			<b>324,943</b>		<b>324,572</b>	<b>0.1</b>	<b>(371)</b>	<b>5,841</b>	<b>1.8</b>

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<b>JAPAN</b>								
CANON INC ADR	12,750	56.54	720,917	51.34	654,585	0.3	(66,332)	15,211 2.3
FANUC CO.	6,500	137.23	892,398	153.59	998,337	0.4	43,939	13,310 1.7
JGC CORP	19,000	11.59	220,286	21.76	413,512	0.2	193,226	7,021 1.7
KEYENCE CORP	4,500	183.80	823,917	289.69	1,396,506	0.5	572,589	33,333 0.3
KURITA WATER INDUSTRIES LTD	32,000	27.28	872,924	31.51	1,008,203	0.4	135,279	14,977 1.5
MURATA MANUFACTURING CO LTD	1,400	194.17	271,838	210.08	294,941	0.1	23,103	14,041 1.8
NINTENDO	3,200	361.19	1,155,798	293.51	939,229	0.4	(216,569)	21,678 2.3
NINTENDO CO LTD ADR UNSSON	2,400	107.3	257,748	107.3	257,748	0.1	0	2,424 2.8
SMC CORP	6,000	99.48	596,909	171.33	1,027,959	0.4	431,050	7,390 0.7
SOFTBANK CORP	29,400	16.25	478,036	16.25	478,036	0.2	0	0 0.2
SYSEMEX CORP	1,100	68.76	75,632	69.34	76,278	0.0	646	759 1.0
TREND MICRO INC	29,800	35.28	1,051,441	35.02	1,049,035	0.4	(2,406)	34,869 3.5
TOTAL JAPAN			7,551,253		10,006,060	2.4	2,245,807	159,084 1.4
<b>KOREA, REPUBLIC OF</b>								
SAMSUNG ELEC GDS NV PF	2,790	199.39	556,308	289.50	807,705	0.4	251,397	15,276 1.9
TOTAL KOREA, REPUBLIC OF			556,308		807,705	0.4	251,397	15,276 1.9
<b>LUXEMBOURG</b>								
SES FDR CL A (PARIS)	6,800	21.98	149,488	23.81	161,882	0.1	12,394	6,633 4.1
TOTAL LUXEMBOURG			149,488		161,882	0.1	12,394	6,633 4.1
<b>MEXICO</b>								
AMERICA MOVIL S.A.B DE C.V.	9,100	61.69	561,337	57.34	521,794	0.2	(39,543)	4,641 0.9
WALMART DE MEXICO S.A.B DE C.V.	17,400	12.18	211,982	29.67	513,621	0.2	301,639	7,643 1.0
TOTAL MEXICO			773,319		1,035,415	0.3	(6,784)	12,284 0.9



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<b>NETHERLANDS</b>								
ASML HOLDING NV	6,523	28.50	185,897	38.62	251,912	0.1	66,016	1,743
KONINKRIJKE REN NV	9,300	17.29	160,562	14.58	134,461	0.3	(26,085)	38,337
ROYAL DUTCH SHELL CL A ADR	29,700	62.42	1,853,928	66.78	1,983,366	0.9	129,438	84,823
<b>TOTAL NETHERLANDS</b>			<b>2,199,387</b>		<b>2,508,759</b>	<b>1.2</b>	<b>89,369</b>	<b>124,904</b>
<b>NETHERLANDS ANTILLES</b>								
SCHLUMBERGER LTD	23,300	60.18	1,402,089	83.50	1,945,550	0.8	543,461	19,572
<b>TOTAL NETHERLANDS ANTILLES</b>			<b>1,402,089</b>		<b>1,945,550</b>	<b>0.8</b>	<b>543,461</b>	<b>19,572</b>
<b>PORTUGAL</b>								
JERONIMO MARTINS SGPS SA	20,100	6.47	130,126	15.23	306,200	0.1	176,074	3,841
<b>TOTAL PORTUGAL</b>			<b>130,126</b>		<b>306,200</b>	<b>0.1</b>	<b>176,074</b>	<b>3,841</b>
<b>SINGAPORE</b>								
DBS GROUP HOLDINGS LTD	43,458	5.85	254,423	11.16	484,917	0.2	230,494	18,963
<b>TOTAL SINGAPORE</b>			<b>254,423</b>		<b>484,917</b>	<b>0.2</b>	<b>230,494</b>	<b>18,963</b>
<b>SWEDEN</b>								
HENNES & MAURITZ AB	20,392	30.33	618,466	33.31	679,182	0.3	60,697	24,256
SANDBIK AB	13,600	19.77	268,807	19.49	265,099	0.1	(3,708)	2,022
<b>TOTAL SWEDEN</b>			<b>751,272</b>		<b>944,261</b>	<b>0.4</b>	<b>19,989</b>	<b>26,278</b>
<b>SWITZERLAND</b>								
NESTLE NAM SPON ADR	11,250	35.55	399,938	58.74	660,803	0.3	260,865	10,091
NESTLE SA REG	15,342	45.44	697,451	58.58	898,368	0.4	200,917	28,254
NOVARTIS AG NAMEN	9,381	49.71	466,370	58.77	551,322	0.2	84,952	21,070
ROCHE MON CLIE FIN	5,955	28.88	171,691	58.82	350,294	0.2	178,603	22,229
SONOVA HOLDING AG	2,597	95.14	247,078	129.09	335,249	0.1	88,171	3,333
SWISSCOM AG REG	499	328.74	163,741	139.88	279,490	0.1	55,659	10,674



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SYNGENTA AG	456	251.76	114,804	292.51	133,386	0.1	18,582	2,926
SYNGENTA AG	2,700	52.14	140,768	52.14	140,768	0.1	24,418	0
WEATHERFORD INTL LTD	24,200	16.62	402,204	22.80	551,760	0.2	149,556	0
TOTAL SWITZERLAND			2,326,922		1,026,562	1.6	192,440	82,465
UNITED KINGDOM								
ANGLO AMERICAN PLC	2,700	43.09	116,350	52.14	140,768	0.1	24,418	0
BAE SYSTEMS PLC	26,098	5.71	149,415	5.71	149,415	0.1	(35,739)	8,080
BG GROUP PLC	59,900	14.94	895,123	20.23	1,211,736	0.5	316,613	13,573
DIAGEO PLC	15,200	16.45	250,440	16.45	250,440	0.1	31,425	10,032
DIXONS GROUP PLC (POST RESTRUCT)	505,300	0.41	205,759	0.36	179,936	0.1	(25,823)	0
HSBC HOLDINGS PLC (UKP IMPERIAL TOBACCO PLC	19,804	30.94	612,676	30.76	609,191	0.3	(3,484)	28,921
LLOYDS TSB GROUP PLC	207,200	3.5	725,200	3.5	725,200	0.1	(24,629)	0
NATIONAL GRID PLC	56,900	8.99	511,443	8.65	491,912	0.2	(19,531)	37,200
RECKITT BENCKISER GROUP PLC	7,800	55.27	431,083	55.07	429,526	0.2	(1,558)	7,458
RIO TINTO PLC ADR SPON	5,200	51.96	270,199	71.66	372,632	0.2	102,434	4,597
RIO TINTO PLC REG	17,265	29.00	500,713	29.02	500,713	0.3	708,168	7,063
SHIRE PLC	57,800	14.18	820,913	24.12	1,396,505	0.6	575,592	7,342
STANDARD CHARTERED	32,754	27.05	886,080	25.90	849,657	0.4	(4,923)	0
TESCO PLC	166,600	7.23	1,204,515	6.64	1,105,738	0.5	(98,777)	39,048
TOTAL UNITED KINGDOM			7,986,307		9,760,073	13	517,3567	265,815
UNITED STATES								
3M COMPANY	8,000	80.12	640,948	86.30	690,400	0.3	49,452	16,800
AGILENT TECHNOLOGIES INC	2,000	31.39	62,780	31.39	62,780	0.0	10,290	0
AIR PRODUCTS & CHEMICALS INC	10,600	70.81	750,613	90.95	964,070	0.4	213,458	20,776
ALLEGHENY TECHNOLOGIES INC	19,400	37.30	723,679	55.18	1,072,646	0.5	348,967	1,181
ALLERGAN INC	17,600	59.71	1,050,944	68.67	1,208,592	0.5	157,648	3,520
ALSTAT CORP (FRENCH)	22,900	28.52	652,395	31.08	712,576	0.3	77,857	18,320
AMERICAN TOWER CORP CL A	17,100	29.78	509,187	51.64	883,044	0.4	373,857	0



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**THE STANTON FOUNDATION**  
Account Number: XXXX34500

**Detailed Holdings List by Country**  
As of December 31, 2010  
Reporting Currency: USD

Description	Shares/ Par	Average Cost/ Unit	Total Cost	Current Price	Total Market Value	Total Net Assets	% of Assets	Unrealized Gain/(Loss)	Estimated Annual Income	Yield(%)
AMERICAN WATER WORKS	28,200	35.26	994,352	75.28	2,118,736	0.3	0.3	170,047	24,816	3.5
AON CORP	3,100	35.39	109,703	46.01	142,831	0.1	0.1	32,928	1,860	1.3
APPLE INC.	3,500	60.36	212,256	222.56	778,960	0.5	0.5	565,609	0	0.0
BEST BUY INC	3,700	42.48	157,177	34.29	126,873	0.1	0.1	(30,304)	2,220	1.8
BOEING CO	3,500	49.35	172,988	65.26	228,416	0.1	0.1	55,427	5,880	2.6
BRISTOL-MYERS SQUIBB CO	30,200	24.13	728,878	26.48	799,696	0.3	0.3	71,020	39,864	5.0
BROADCOM CORP	5,400	17.12	92,408	43.55	235,160	0.1	0.1	141,086	1,728	0.7
CELGENE CORP	10,500	56.74	595,812	59.14	620,970	0.3	0.3	25,158	0	0.0
CERNER CORP	17,400	46.05	801,240	94.74	1,648,416	0.7	0.7	847,136	0	0.0
CHEVRON CORP	4,300	66.27	284,949	91.25	392,375	0.2	0.2	107,427	12,384	3.2
CISCO SYSTEMS INC	360,700	23.04	8,308,639	20.23	7,277,951	0.5	0.5	(1,067,678)	0	0.0
COACH INC	3,600	43.86	157,893	55.31	199,116	0.1	0.1	41,223	2,160	1.1
COMCAST CORP (NEW)	48,050	34.80	1,671,320	32.13	1,555,659	0.5	0.5	(34,639)	8,163	0.7
COSTCO WHOLESALE CORP	3,800	52.23	199,436	72.21	2,743,398	0.1	0.1	76,259	13,116	0.5
DANAHER CORP	10,100	39.22	396,171	47.17	476,417	0.2	0.2	80,246	808	0.2
DAVITA INC	6,950	56.35	391,633	69.45	482,956	0.2	0.2	91,323	0	0.0
DREAMWORKS ANIMATION SKG INC	27,800	38.63	1,073,792	29.47	819,266	0.4	0.4	(254,526)	0	0.0
EBAY INC	22,000	19.49	429,024	27.83	612,260	0.2	0.2	187,656	0	0.0
ECOLAB INC	11,900	32.78	390,101	50.42	599,998	0.3	0.3	209,897	8,330	1.4
EDISON INTERNATIONAL	9,600	32.52	312,238	38.60	370,560	0.2	0.2	58,322	12,288	3.3
EMERSON ELECTRIC CO	9,600	44.26	424,848	57.17	548,832	0.2	0.2	123,984	13,248	2.4
ENERGIZER HOLDINGS INC	2,550	81.62	208,142	72.90	185,895	0.1	0.1	(22,247)	0	0.0
FEDEX CORP	8,800	80.60	709,323	93.01	818,488	0.4	0.4	109,165	4,224	0.5
FIRST SOLAR INC	2,100	104.74	219,955	330.74	2,372,941	0.7	0.7	53,339	0	0.0
FLUOR CORP (NEW)	2,000	41.00	82,003	66.26	132,520	0.1	0.1	50,518	1,000	0.8
GENERAL ELECTRIC CO (USD)	5,900	37.93	223,688	18.29	290,811	0.1	0.1	(67,123)	8,904	3.1
GENERAL MILLS INC	18,800	34.28	644,558	35.59	669,092	0.3	0.3	24,534	21,056	3.2
GOLDMAN SACHS GROUP INC	6,400	78.31	501,054	169.16	1,076,629	0.5	0.5	574,710	8,960	0.9
GOOGLE INC CL A	2,300	377.35	867,897	593.87	1,366,131	0.6	0.6	498,234	0	0.0
HALLIBURTON CO	11,400	28.50	324,902	40.83	467,462	0.2	0.2	142,560	4,104	0.9
HEWLETT-PACKARD CO	4,400	31.33	137,868	42.10	185,240	0.1	0.1	47,372	1,408	0.8

**THE STANTON FOUNDATION**  
Account Number: XXXX34500

**Detailed Holdings List by Country**  
As of December 31, 2010  
Reporting Currency: USD

Description	Shares/ Par	Average Cost/ Unit	Total Cost	Current Price	Total Market Value	% of Total Net Assets	Unrealized Gain/(Loss)	Estimated Annual Income	Yield(%)
ILLINOIS TOOLWORKS INC	18,900	46.57	880,333	53.40	1,009,260	0.4	29,127	25,704	2.6
INTERNATIONAL BUSINESS MACHINES CORP	10,800	102.33	1,105,121	146.76	1,585,008	0.7	479,887	28,080	1.8
INTERNATIONAL GAME TECHNOLOGY	9,400	17.48	164,281	17.69	166,288	0.1	2,005	22,256	1.4
IRON MOUNTAIN INC	22,600	22.01	497,337	25.01	565,226	0.2	67,889	16,950	3.0
JPMORGAN CHASE & CO	23,867	45.43	1,087,869	42.42	926,739	0.4	(61,119)	4,169	0.5
JUNIPER NETWORKS INC	4,200	25.79	108,312	36.92	155,084	0.1	46,752	0	0.0
KLA-TENCOR CORP	6,400	34.67	222,000	38.85	247,026	0.1	25,026	24,860	1.8
KRAFT FOODS INC CL A	10,900	32.94	359,022	31.51	343,459	0.1	(15,563)	12,644	3.7
LOWES COMPANIES INC	56,500	30.44	1,720,003	25.08	1,417,026	0.6	(302,981)	5,000	2.7
MARATHON OIL CORP COM	5,000	51.75	258,738	37.03	185,150	0.1	(73,588)	5,000	3.6
MAXIM INTEGRATED PRODS INC	10,200	12.75	130,021	23.62	240,824	0.1	110,803	8,568	3.2
MCDONALDS CORP	2,300	71.92	165,427	76.76	176,548	0.1	11,121	5,612	3.2
MEDTRONIC INC	6,500	34.44	223,947	37.09	241,085	0.1	17,138	5,850	2.4
MERCK & CO INC	23,500	28.24	663,694	36.04	846,940	0.4	183,246	35,720	4.2
MICROCHIP TECHNOLOGY INC	11,900	31.96	380,338	44.31	527,099	0.2	146,761	6,422	1.2
MICROSOFT CORP	26,300	29.72	781,636	27.91	734,033	0.3	(47,603)	16,832	2.3
MONSANTO CO NEW COM	10,700	74.33	795,739	89.84	951,118	0.4	155,379	1,984	1.6
NATIONAL INSTRUMENTS CORP	12,900	27.01	348,397	37.64	485,556	0.2	137,159	6,708	1.4
NEW YORK TIMES CO CL A	1,600	9.84	15,744	9.80	13,880	0.1	(1,864)	0	0.0
NOBLE ENERGY INC	9,400	74.00	695,612	86.08	809,152	0.4	113,540	6,768	0.8
NORSTROM INC	2,800	23.17	64,887	22.98	64,887	0.1	0	2,740	1.9
NORFOLK SOUTHERN CORP	3,000	36.36	109,075	62.82	188,480	0.1	79,385	4,320	2.3
NUCOR CORP	11,700	35.84	419,328	43.82	512,634	0.2	93,363	16,955	3.3
OMNICOM GROUP INC	4,200	51.58	216,615	45.80	192,360	0.1	(24,255)	3,360	1.8
ORACLE CORP	28,000	27.79	779,495	34.30	968,510	0.4	189,015	5,740	0.6
PEPSICO INC	17,500	63.34	1,108,519	65.33	1,143,275	0.5	34,756	33,600	2.9
PHILIP MORRIS INTERNATIONAL INC	8,400	50.90	425,575	58.99	491,652	0.2	66,077	21,504	4.4
POLYCOM INC	5,300	22.42	118,802	38.98	206,594	0.1	87,792	0	0.0
PROCTER & GAMBLE CO	8,800	53.09	467,152	46.31	244,454	0.1	(222,698)	223	0.0
PROGRESSIVE CORP OHIO	32,200	15.68	505,034	19.87	639,814	0.3	134,780	5,184	0.8
QUALCOMM INC	18,400	38.78	711,938	29.49	539,616	0.2	(172,322)	13,984	1.5



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**THE STANTON FOUNDATION**  
Account Number: XXXX34500

**Detailed Holdings List by Country**  
As of December 31, 2010  
Reporting Currency: USD

Description	Shares/ Par	Average Cost/ Unit	Total Cost	Current Price	Total Market Value	Total Assets	% of Assets	Unrealized Gain/(Loss)	Estimated Annual Income	Yield(%)
REPUBLIC SERVICES INC	5,400	30.16	162,848	29.86	161,244		0.1	(1,604)	4,320	2.7
SCHWAB CHARLES NEW	82,700	17.67	1,460,863	17.61	1,446,791		0.6	(14,072)	19,704	1.4
SCRIPPS NETWORKS INTERACTIVE CL A	10,400	43.10	448,288	51.75	539,200		0.2	89,912	3,120	0.6
SPECTRA ENERGY CORP	3,250	27.40	89,075	24.99	80,375		0.1	(8,700)	13,250	1.6
STANLEY BLACK & DECKER INC	3,700	56.63	209,517	68.87	247,419		0.1	37,902	5,032	2.0
STRATTEC INC	2,000	155.75	311,500	152.22	304,440		0.0	(7,060)	2,800	0.9
SYNTHES INC	1,517	136.01	206,322	135.08	204,917		0.1	(1,405)	2,190	1.1
TARGET CORP	18,400	57.29	1,054,227	58.10	1,068,992		0.5	14,765	18,400	1.7
THE WALT DISNEY CO	24,100	22.95	553,195	37.51	903,991		0.4	350,796	9,640	1.1
TIFFANY & CO NEW	12,400	42.85	531,204	62.27	770,329		0.3	239,125	12,700	1.6
TIME WARNER CABLE INC	2,500	54.80	136,995	66.03	165,075		0.1	28,080	4,000	2.4
UNION PACIFIC CORP	9,200	45.11	414,892	44.66	410,112		0.1	(4,780)	13,980	3.4
UNITED PARCEL SERVICE INC CL B	2,800	74.00	207,195	72.58	203,224		0.1	(3,971)	5,284	2.6
UNITED TECHNOLOGIES CORP	5,100	67.50	344,175	67.27	342,702		0.2	(1,473)	8,670	2.5
UNITEDHEALTH GROUP INC	14,700	27.91	410,294	36.11	530,817		0.2	120,523	7,350	1.4
URBAN OUTFITTERS INC	27,100	27.35	742,105	35.81	970,451		0.4	228,346	10	0.0
VERIZON COMMUNICATIONS	5,600	29.76	166,555	35.78	200,368		0.1	33,713	10,920	5.5
VISA INC CL A	13,100	78.26	1,036,143	70.39	943,982		0.4	(92,161)	18,040	0.9
VULCAN MATERIALS CO	6,600	59.23	390,894	44.36	292,776		0.1	(98,118)	6,600	2.3
TOTAL UNITED STATES			9,551,487		15,181,650		22.6	8,290,161	791,052	1.5
<b>MUTUAL FUNDS - EQUITY</b>										
Total Equity			87,859,817		108,549,944					

FORM 990-PF	OTHER ASSETS	STATEMENT	11
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
BROAD STREET FINANCIAL COMPANY	0.	1,653,565.	1,653,565.
ACCRUED INTEREST RECEIVABLE	0.	51,059.	51,059.
PREPAID BOND INTEREST	0.	112,949.	112,949.
SALES OF INVESTMENTS NOT YET SETTLED - DUE FROM CAPITAL GUARDIAN	0.	440,301.	440,301.
TO FORM 990-PF, PART II, LINE 15	0.	2,257,874.	2,257,874.

FORM 990-PF	GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR	STATEMENT	12
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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)	915,278.
BELFER CENTER FOR SCIENCE AND INTL. AFFAIRS - NUCLEAR SECURITY FELLOWS - 79 JFK ST. CAMBRIDGE, MA 02138	NONE CHARITABLE CONTRIBUTION	501(C)(3)	637,500.
REPORTERS COMMITTEE FOR FREEDOM OF THE PRESS 1101 WILSON BLVD - STE 1100 ARLINGTON, VA 22209	NONE CHARITABLE CONTRIBUTION	501(C)(3)	75,000.
COUNCIL ON FOREIGN RELATIONS 58 EAST 68TH STREET NEW YORK, NY 10065	NONE CHARITABLE CONTRIBUTION	501(C)(3)	337,500.
CARNAGIE ENDOWMENT FOR INTERNATIONAL PEACE 1779 MASSACHUSETTS AVE, NW WASHINGTON, DC 20036	NONE CHARITABLE CONTRIBUTION	501(C)(3)	637,500.

AMERICAN RED CROSS 139 MAIN STREET CAMBRIDGE, MA 02142	NONE CHARITABLE CONTRIBUTION	501(C)(3)	50,000.
HOMELESS PETS FOUNDATION 1343 GRESHAM ROAD MARIETTA, GA 30062	NONE CHARITABLE CONTRIBUTION	501(C)(3)	160,000.
NEW ENGLAND WILDLIFE CENTER 500 COLUMBIAN STREET SOUTH WEYMOUTH, MA 02190	NONE CHARITABLE CONTRIBUTION	501(C)(3)	65,000.
PRESIDENT AND FELLOWS OF HARVARD MASSACHUSETTS HALL CAMBRIDGE, MA 02138	NONE CHARITABLE CONTRIBUTION	501(C)(3)	2000000.
RAND CORPORATION 1776 MAIN STREET SANTA MONICA, CA 90401	NONE CHARITABLE CONTRIBUTION	501(C)(3)	337,500.
STANFORD UNIVERSITY 450 SERRA MALL STANDFORD, CA 94305	NONE CHARITABLE CONTRIBUTION	501(C)(3)	337,500.
WIKIMEDIA FOUNDATION C/O CT CORP SYSTEM, 818 W7TH ST LOS ANGELES, CA 90017	NONE CHARITABLE CONTRIBUTION	501(C)(3)	606,530.

TOTAL TO FORM 990-PF, PART XV, LINE 3A

6,159,308.

Form **990-W**

**Estimated Tax on Unrelated Business Taxable  
Income for Tax-Exempt Organizations**

OMB No. 1545-0976

(WORKSHEET)  
Department of the Treasury  
Internal Revenue Service

(and on Investment Income for Private Foundations) FORM 990-T  
(Keep for your records. Do not send to the Internal Revenue Service.)

**2011**

1	Unrelated business taxable income expected in the tax year	1	
2	Tax on the amount on line 1. See instructions for tax computation	2	
3	Alternative minimum tax (see instructions)	3	
4	Total. Add lines 2 and 3	4	
5	Estimated tax credits (see instructions)	5	
6	Subtract line 5 from line 4	6	
7	Other taxes (see instructions)	7	
8	Total. Add lines 6 and 7	8	
9	Credit for federal tax paid on fuels (see instructions)	9	
10a	Subtract line 9 from line 8. <b>Note.</b> If less than \$500, the organization is not required to make estimated tax payments. Private foundations, see instructions	10a	
b	Enter the tax shown on the 2010 return (see instructions). <b>Caution.</b> If zero or the tax year was for less than 12 months, skip this line and enter the amount from line 10a on line 10c	10b	
c	<b>2011 Estimated Tax.</b> Enter the smaller of line 10a or line 10b. If the organization is required to skip line 10b, enter the amount from line 10a on line 10c	10c	

	(a)	(b)	(c)	(d)
11	11			
12	12			
13	13			
14	14			

LHA For Paperwork Reduction Act Notice, see instructions.

Form **990-W** (2011)

# 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 ☒ **X**
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

**Do not complete Part II** unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

**Electronic filing (e-file).** You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit [www.irs.gov/efile](http://www.irs.gov/efile) and click on *e-file for Charities & Nonprofits*.

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

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

Part I only ☐

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

<b>Type or print</b>	Name of exempt organization <b>THE STANTON FOUNDATION C/O HOLTZ RUBENSTEIN REMINICK, LLP</b>	Employer identification number <b>13-3598005</b>
	Number, street, and room or suite no. If a P.O. box, see instructions. <b>1430 BROADWAY, 17TH FL</b>	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. <b>NEW YORK, NY 10018</b>	

Enter the Return code for the return that this application is for (file a separate application for each return)

**04**

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

**HOLTZ RUBENSTEIN REMINICK LLP**

- The books are in the care of ► **1430 BROADWAY, 17TH FL - NEW YORK, NY 10018**  
Telephone No. ► **(212) 697-6900** FAX No. ►

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐ . If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2011** to file the exempt organization return for the organization named above. The extension is for the organization's return for:  
► ☒ calendar year **2010** or  
► ☐ tax year beginning , and ending

- 2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return  
☐ Change in accounting period

<b>3a</b> 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.	<b>3a</b>	\$	<b>103,360.</b>
<b>b</b> If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	<b>3b</b>	\$	<b>36,360.</b>
<b>c</b> <b>Balance due.</b> Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	<b>3c</b>	\$	<b>67,000.</b>

**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.

LHA For Paperwork Reduction Act Notice, see Instructions.

Form 8868 (Rev. 1-2011)

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box ☒ **X**

**Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1).

<b>Part II</b>	<b>Additional (Not Automatic) 3-Month Extension of Time.</b> Only file the original (no copies needed).	
Type or print  File by the extended due date for filing your return. See instructions.	Name of exempt organization <b>THE STANTON FOUNDATION C/O HOLTZ RUBENSTEIN REMINICK, LLP</b>	Employer identification number <b>13-3598005</b>
	Number, street, and room or suite no. If a P.O. box, see instructions. <b>1430 BROADWAY, 17TH FL</b>	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. <b>NEW YORK, NY 10018</b>	

Enter the Return code for the return that this application is for (file a separate application for each return)

**04**

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

**STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.**

**HOLTZ RUBENSTEIN REMINICK LLP**

- The books are in the care of **1430 BROADWAY, 17TH FL - NEW YORK, NY 10018**

Telephone No. **(212) 697-6900**

FAX No.

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

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

4 I request an additional 3-month extension of time until **NOVEMBER 15, 2011.**

5 For calendar year **2010**, or other tax year beginning , and ending .

6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return  
☐ Change in accounting period

7 State in detail why you need the extension

**ALL INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN IS NOT YET AVAILABLE**

<b>8a</b> 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.	<b>8a</b>	\$ <b>103,360.</b>
<b>b</b> If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	<b>8b</b>	\$ <b>103,360.</b>
<b>c</b> Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	<b>8c</b>	\$ <b>0.</b>

### Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature

Title **TRUSTEE**

Date

Form 8868 (Rev. 1-2011)