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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

2011

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 2011 or tax year beginning

, and ending

Name of foundation THE STANTON FOUNDATION C/O HRR LLP		A Employer identification number 13-3598005
Number and street (or P O box number if mail is not delivered to street address) ONE PENN PLAZA	Room/suite 3000	B Telephone number 212-697-6900
City or town, state, and ZIP code NEW YORK, NY 10119		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☒ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 215,833,942.	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	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	1,059,459.		N/A	
2	Check ☐ if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	157.	157.		STATEMENT 2
4	Dividends and interest from securities	5,091,998.	5,050,944.		STATEMENT 3
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	<999,567.>			STATEMENT 1
b	Gross sales price for all assets on line 6a	95,111,011.			
7	Capital gain net income (from Part IV, line 2)		0.		
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	<1,384.>	<1,384.>		STATEMENT 4
12	Total. Add lines 1 through 11	5,150,663.	5,049,717.		
13	Compensation of officers, directors, trustees, etc.	65,000.	6,500.		58,500.
14	Other employee salaries and wages	14,167.	0.		14,167.
15	Pension plans, employee benefits				
16a	Legal fees STMT 5	7,816.	782.		7,034.
b	Accounting fees STMT 6	67,133.	16,311.		50,822.
c	Other professional fees STMT 7	34,489.	0.		34,489.
17	Interest				
18	Taxes STMT 8	276,880.	131,567.		1,522.
19	Depreciation and depletion	82.	0.		
20	Occupancy				
21	Travel, conferences, and meetings	181,551.	0.		181,551.
22	Printing and publications				
23	Other expenses STMT 9	1,070,034.	1,046,486.		23,548.
24	Total operating and administrative expenses. Add lines 13 through 23	1,717,152.	1,201,646.		371,633.
25	Contributions, gifts, grants paid	9,876,324.			9,876,324.
26	Total expenses and disbursements. Add lines 24 and 25	11,593,476.	1,201,646.		10,247,957.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	<6,442,813.>			
b	Net investment income (if negative, enter -0-)		3,848,071.		
c	Adjusted net income (if negative, enter -0-)			N/A	

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LHA For Paperwork Reduction Act Notice, see instructions.

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing		314,649.	906,919.	906,919.
	2	Savings and temporary cash investments		16,047,510.	7,472,559.	7,472,559.
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations				
	b	Investments - corporate stock STMT 11		88,094,817.	89,240,824.	100,916,723.
	c	Investments - corporate bonds				
Liabilities	11	Investments - land, buildings, and equipment: basis ▶				
		Less: accumulated depreciation ▶				
	12	Investments - mortgage loans				
	13	Investments - other STMT 12		104,760,837.	105,564,514.	104,689,683.
	14	Land, buildings, and equipment: basis 1,224.				
		Less: accumulated depreciation STMT 10 ▶ 82.		0.	1,142.	1,142.
	15	Other assets (describe STATEMENT 13)		2,257,874.	1,846,916.	1,846,916.
	16	Total assets (to be completed by all filers)		211,475,687.	205,032,874.	215,833,942.
	17	Accounts payable and accrued expenses				
	18	Grants payable				
Net Assets or Fund Balances	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶)				
	23	Total liabilities (add lines 17 through 22)		0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐					
	and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ ☒					
	and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds		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		211,475,687.	205,032,874.		
30	Total net assets or fund balances		211,475,687.	205,032,874.		
31	Total liabilities and net assets/fund balances		211,475,687.	205,032,874.		

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	211,475,687.
2	Enter amount from Part I, line 27a	2	<6,442,813.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	205,032,874.
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	205,032,874.

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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.)
1a CAPITAL GUARDIAN - SEE ATTACHED	P	VARIOUS	VARIOUS
b 10,000 SHS COMVERSE TECHNOLOGY INC.	D	VARIOUS	VARIOUS
c CAPITAL GUARDIAN - SEE ATTACHED	P	VARIOUS	VARIOUS
d CAPITAL GAINS DIVIDENDS			
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 59,642,462.		61,278,249.	<1,635,787.>
b 63,549.		32,052.	31,497.
c 35,404,719.		34,597,329.	807,390.
d 281.			281.
e			

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			<1,635,787.>
b			31,497.
c			807,390.
d			281.
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	<796,619.>
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	6,279,594.	210,670,878.	.029808
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

2 Total of line 1, column (d)	2	.329557
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	.065911
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	225,830,374.
5 Multiply line 4 by line 3	5	14,884,706.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	38,481.
7 Add lines 5 and 6	7	14,923,187.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	10,247,957.

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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 ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b	1	76,961.
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	76,961.
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	76,961.
6	Credits/Payments:		
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	99,155.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	10,000.
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	109,155.
8	Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	32,194.
11	Enter the amount of line 10 to be: Credited to 2012 estimated tax ☐ 32,194. Refunded ☐ 0.	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?		
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) ☐ NY		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	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 2011 or the taxable year beginning in 2011 (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

N/A

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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 make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>HOLTZ RUBENSTEIN REMINICK LLP</u> Telephone no. ► <u>(212) 697-6900</u> Located at ► <u>ONE PENN PLAZA, SUITE 3000, NEW YORK, NY</u> ZIP+4 ► <u>10119</u>			
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 ► <u>15</u> <u>N/A</u>			
16	At any time during calendar year 2011, 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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No 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? ☐ Yes ☒ No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here N/A ☒	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☒ No If "Yes," list the years ►		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☒ Yes ☐ No		
b	If "Yes," did it have excess business holdings in 2011 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 2011.)	3b	X
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b	X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

X

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ANDREW H. WEISS C/O HRR LLP; ONE PENN PLAZA, STE 3000 NEW YORK, NY 10119	TRUSTEE 20.00	20,000.	0.	0.
ELISABETH K. ALLISON 69 PINEHURST ROAD BELMONT, MA 02178	TRUSTEE 30.00	45,000.	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

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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	

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	

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	208,928,323.
b	Average of monthly cash balances	1b	18,715,889.
c	Fair market value of all other assets	1c	1,625,203.
d	Total (add lines 1a, b, and c)	1d	229,269,415.
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	229,269,415.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	3,439,041.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	225,830,374.
6	Minimum investment return. Enter 5% of line 5	6	11,291,519.

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	11,291,519.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	76,961.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	76,961.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	11,214,558.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	11,214,558.
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	11,214,558.

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	10,247,957.
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	10,247,957.
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	10,247,957.

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 (2011)

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				11,214,558.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			4,282,909.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ \$ 10,247,957.				
a Applied to 2010, but not more than line 2a			4,282,909.	
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 2011 distributable amount				5,965,048.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (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 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				5,249,510.
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 2006 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

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N/A

- ☐ 4942(i)(3) or ☐ 4942(i)(5)

- (4) Gross investment income**

[illegible]

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

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

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.

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

THE STANTON FOUNDATION

Form 990-PF (2011)

C/O HRR LLP

13-3598005 Page 11

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
ANIMAL RESCUE LEAGUE OF BOSTON 10 CHANDLER ST BOSTON, MA 02116	NONE	501(C)(3)	CHARITABLE CONTRIBUTION	1,406,503.
BELFER CENTER FOR SCIENCE AND INTL. AFFAIRS - NUCLEAR SECURITY FELLOWS 79 JFK ST. CAMBRIDGE, MA 02138	NONE	501(C)(3)	CHARITABLE CONTRIBUTION	2,250,000.
CARNEGIE ENDOWMENT FOR INTERNATIONAL PEACE 1779 MASSACHUSETTS AVE, NW WASHINGTON, DC 20036	NONE	501(C)(3)	CHARITABLE CONTRIBUTION	337,500.
COUNCIL ON FOREIGN RELATIONS 58 EAST 68TH STREET NEW YORK, NY 10065	NONE	501(C)(3)	CHARITABLE CONTRIBUTION	612,803.
HARVARD UNIVERSITY MASSACHUSETTS HALL CAMBRIDGE, MA 02138	NONE	501(C)(3)	CHARITABLE CONTRIBUTION	325,000.
Total			SEE CONTINUATION SHEET(S)	9,876,324.
b Approved for future payment				
NONE				
Total				0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	157.	
4 Dividends and interest from securities			14	5,091,998.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			01	<1,384.>	
8 Gain or (loss) from sales of assets other than inventory			18	<999,567.>	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e)		0.		4,091,204.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13 4,091,204.	

(See worksheet in line 13 instructions to verify calculations.)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

[illegible]

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

		Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a	Transfers from the reporting foundation to a noncharitable exempt organization of:		
	(1) Cash	1a(1)	X
	(2) Other assets	1a(2)	X
b	Other transactions:		
	(1) Sales of assets to a noncharitable exempt organization	1b(1)	X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)	X
	(3) Rental of facilities, equipment, or other assets	1b(3)	X
	(4) Reimbursement arrangements	1b(4)	X
	(5) Loans or loan guarantees	1b(5)	X
	(6) Performance of services or membership or fundraising solicitations	1b(6)	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.		
(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Sign Here        

Signature of officer or trustee _____ Date 11/18/16 Title **TRUSTEE**

May the IRS discuss this return with the preparer shown below (see instr.)? ☒ Yes ☐ No

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
	RANDI A. SCHUSTER	<i>Randi A. Schuster</i>	11/12/12		P00747022
	Firm's name ▶ HOLTZ RUBENSTEIN REMINICK LLP				Firm's EIN ▶ 11-2355064
	Firm's address ▶ ONE PENN PLAZA - SUITE 3000 NEW YORK, NY 10119			Phone no. 212-697-6900	

Form **990-PF** (2011)

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

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

OMB No 1545-0047

2011

Name of the organization

THE STANTON FOUNDATION
C/O HRR 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, total 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 total 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 Part I, 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) (2011)

Name of organization THE STANTON FOUNDATION C/O HRR LLP	Employer identification number 13-3598005
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Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<u>1</u>	<u>THE FRANK STANTON 2002 TRUST</u> <u>C/O HRR, 1430 BROADWAY 17TH FLOOR</u> <u>NEW YORK, NY 10018</u>	\$ <u>955,126.</u>	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
<u>2</u>	<u>THE FRANK STANTON 2002 TRUST</u> <u>C/O HRR, 1430 BROADWAY 17TH FLOOR</u> <u>NEW YORK, NY 10018</u>	\$ <u>40,122.</u>	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
<u>3</u>	<u>THE FRANK STANTON 2002 TRUST</u> <u>C/O HRR, 1430 BROADWAY 17TH FLOOR</u> <u>NEW YORK, NY 10018</u>	\$ <u>12,967.</u>	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
<u>4</u>	<u>THE FRANK STANTON 2002 TRUST</u> <u>C/O HRR, 1430 BROADWAY 17TH FLOOR</u> <u>NEW YORK, NY 10018</u>	\$ <u>6,058.</u>	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
<u>5</u>	<u>THE FRANK STANTON 2002 TRUST</u> <u>C/O HRR, 1430 BROADWAY 17TH FLOOR</u> <u>NEW YORK, NY 10018</u>	\$ <u>538.</u>	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
<u>6</u>	<u>THE FRANK STANTON 2002 TRUST</u> <u>C/O HRR, 1430 BROADWAY 17TH FLOOR</u> <u>NEW YORK, NY 10018</u>	\$ <u>44,648.</u>	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)

Name of organization

THE STANTON FOUNDATION
C/O HRR LLP

Employer identification number

13-3598005

Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	PARTNERSHIP INTEREST - AEA INVESTORS LQ LLC	\$ 40,122.	01/01/11
3	PARTNERSHIP INTEREST - AEA DENMARK LP	\$ 12,967.	01/01/11
4	PARTNERSHIP INTEREST - AEA FINLAND LP	\$ 6,058.	01/01/11
5	PARTNERSHIP INTEREST - MBI INVESTORS LP	\$ 538.	01/01/11
6	PARTNERSHIP INTEREST - AEA SCANDINAVIA II LP	\$ 44,648.	01/01/11
		\$	

Name of organization

Employer identification number

THE STANTON FOUNDATION

13-3598005

C/O HRR LLP

Part III

Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total 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) ▶ \$

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

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

THE STANTON FOUNDATION
C/O HRR LLP

13-3598005

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
RAND CORPORATION 1776 MAIN STREET SANTA MONICA, CA 90401	NONE	501(C)(3)	CHARITABLE CONTRIBUTION	232,959.
REPORTERS COMMITTEE FOR FREEDOM OF THE PRESS 1101 WILSON BLVD - STE 1100 ARLINGTON, VA 22209	NONE	501(C)(3)	CHARITABLE CONTRIBUTION	50,000.
STANFORD UNIVERSITY 450 SERRA MALL STANDFORD, CA 94305	NONE	501(C)(3)	CHARITABLE CONTRIBUTION	375,000.
WIKIMEDIA FOUNDATION C/O CT CORP SYSTEM, 818 W7TH ST LOS ANGELES, CA 90017	NONE	501(C)(3)	CHARITABLE CONTRIBUTION	2,428,470.
MASSACHUSETTS INSTITUTE OF TECHNOLOGY 77 MASSACHUSETTS AVENUE CAMBRIDGE, MA 02139	NONE	501(C)(3)	CHARITABLE CONTRIBUTION	1,068,652.
HIGH SCHOOL CIVICS - SEE ATTACHED LIST SEE ATTACHED	NONE	501(C)(3)	CHARITABLE CONTRIBUTION	145,000.
CENTER FOR CIVIC EDUCATION 21600 OXNARD STREET, SUITE 500 WOODLAND HILLS, CA 91367	NONE	501(C)(3)	CHARITABLE CONTRIBUTION	35,000.
PIONEER INSTITUTE 85 DEVONSHIRE STREET, 8TH FLOOR BOSTON, MA 02109	NONE	501(C)(3)	CHARITABLE CONTRIBUTION	57,500.
SUNLIGHT FOUNDATION 1818 N STREET NWSUITE 300 WASHINGTON, DC 20036	NONE	501(C)(3)	CHARITABLE CONTRIBUTION	93,077.
ASPEN STRATEGY GROUP ONE DUPONT CIRCLE, NW WASHINGTON, DC 20036	NONE	501(C)(3)	CHARITABLE CONTRIBUTION	100,000.
Total from continuation sheets				4,944,518.

School	Contact	School Address	Nominee 1	Nominee 2	Nominee 3	Check
1 Falmouth Academy	David Faus	7 Highfield Drive, Falmouth, MA 02540	Lalise Melillo			\$ 5,000
2 The Roxbury Latin School	Kerry Brennan	101 St. Theresa Avenue, West Roxbury, MA 02132-3496	Stewart Thomsen	Carol Kirchick		\$ 10,000
3 Notre Dame Academy	Barbara Barry	1073 Main Street, Hingham, MA 02043	Susanne Beldotti			\$ 5,000
4 Eagle Hill School	Peter McDonald	PO Box 116, 242 Old Petersham Rd, Hardwick, MA 01037	Mary Ann Riendeau			\$ 5,000
5 Cape Cod Academy	Clark Daggett	50 Osterville-W. Barnstable Rd, Osterville, MA 02635	Keith Lewison	Scott Andrews		\$ 10,000
6 Berkshire School	Clay Splawn	245 Undermountain Rd, Sheffield, MA 01257	Jason Gappa			\$ 5,000
7 The Academy at Charlemont	Todd Sumner	The Mohawk Trail, Charlemont, MA 01339	David Perry			\$ 5,000
8 The Providence Country Day School	Susan Haberlandt	660 Waterman Avenue, East Providence, RI 02914-1724	Stephen Robinson	Christopher Dodd		\$ 10,000
9 Northfield Mount Hermon	Hugh Silbaugh	One Lampighter Way, Mount Hermon, MA 01354	Jim Shea			\$ 5,000
10 Belmont Hill School	Richard Melvin	350 Prospect Street, Belmont, MA 02478	Kara Buckley			\$ 5,000
11 St. Marks School	John Warren	25 Marlboro Rd, PO Box 9105, Southborough, MA 01772	Laura Appel-Warren	Rob Calagione		\$ 10,000
12 Waldorf High School of Massachusetts Bay	Mara White	160 Lexington Street, Belmont, MA 02478	Ellie Delaney			\$ 5,000
13 Beaver Country Day School	Nancy Caruso	791 Hammond Street, Chestnut Hill, MA 02467-2300	Kader Adjout			\$ 5,000
14 Maimonides School	Judith Boroschek	34 Philbrick Rd, Brookline, MA 02445	Roberta Wright			\$ 5,000
15 Brooks School	John Haile	1160 Great Pond Rd, North Andover, MA 01845	Susanna Whitaker-Rahilly			\$ 5,000
16 Miss Hall's School	Jennifer Chandler	492 Holmes Rd, PO Box 1166, Pittsfield, MA 01202-1166	Matt Rutledge			\$ 5,000
17 Mount Alvernia High School	Joan Sullivan	790 Centre Street, Newton, MA 02458	Melissa Lewis Heim			\$ 5,000
18 Middlesex	Kathleen Giles	1400 Lowell Road, Concord, MA 01742-9122	Alan Proctor			\$ 5,000
19 Newton Country Day School of the Sacred Heart	Barbara Rogers	785 Centre Street, Newton, MA 02458-2599	John Tierney	Dana Comi	Charles Berman	\$ 15,000
20 Concord Academy	Peter Lalipson	166 Main Street, Concord, MA 01742	Kim Frederick	Stephanie Manzella		\$ 10,000
21 Mystic Valley Regional Charter School	Joseph McCleary	45 Lebanon Street, Malden, MA 02148	Timothy Jones			\$ 5,000
22 Martha's Vineyard Public Charter School	Bob Moore	PO Box 1150, West Tisbury, MA 02575	Jonah Maidoff			\$ 5,000
						\$ 145,000

13-3598005

3 Grants and Contributions Paid During the Year (Continuation)**Total from continuation sheets**

2011 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

Asset No	Description	Date Acquired	Method	Life	C o n v	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	* Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
1	COMPUTER EQUIPMENT	08/31/11	SL	5.00		16	1,224.				1,224.			82.	82.
	* TOTAL 990-PF PG 1 DEPR						1,224.				1,224.	0.		82.	82.

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CAPITAL GUARDIAN - SEE ATTACHED	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
59,642,462.	61,278,249.	0.	0.	<1,635,787.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
10,000 SHS COMVERSE TECHNOLOGY INC.	DONATED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
63,549.	235,000.	0.	0.	<171,451.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CAPITAL GUARDIAN - SEE ATTACHED	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
35,404,719.	34,597,329.	0.	0.	807,390.

CAPITAL GAINS DIVIDENDS FROM PART IV 281.

TOTAL TO FORM 990-PF, PART I, LINE 6A <999,567.>

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 2

SOURCE	AMOUNT
JPMORGAN CHASE	157.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	157.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 3

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CAPITAL GUARDIAN - AMORTIZATION ON T/E INTEREST	<13,260.>	0.	<13,260.>
CAPITAL GUARDIAN - DIVIDEND	2,276,404.	281.	2,276,123.
CAPITAL GUARDIAN - INTEREST	2,815,256.	0.	2,815,256.
CAPITAL GUARDIAN - REVERSED PY NONDIVIDEND INCOME	<21,585.>	0.	<21,585.>
CAPITAL GUARDIAN - TAX EXEMPT INCOME	35,464.	0.	35,464.
TOTAL TO FM 990-PF, PART I, LN 4	5,092,279.	281.	5,091,998.

FORM 990-PF OTHER INCOME STATEMENT 4

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
BROAD STREET FINANCIAL COMPANY	0.	165,067.	
LESS REPORTED ON 990-T	0.	<165,067.>	
BROAD STREET FINANCIAL COMPANY - DEPLETION	0.	<220,005.>	
LESS REPORTED ON 990-T	0.	220,005.	
NET INCOME FROM PASSTHROUGH K-1S	<2,036.>	<2,036.>	
OTHER INVESTMENT INCOME	652.	652.	
TOTAL TO FORM 990-PF, PART I, LINE 11	<1,384.>	<1,384.>	

FORM 990-PF

LEGAL FEES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	7,816.	782.		7,034.
TO FM 990-PF, PG 1, LN 16A	7,816.	782.		7,034.

FORM 990-PF

ACCOUNTING FEES

STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	47,985.	14,396.		33,589.
AUDIT FEE	19,148.	1,915.		17,233.
TO FORM 990-PF, PG 1, LN 16B	67,133.	16,311.		50,822.

FORM 990-PF

OTHER PROFESSIONAL FEES

STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CONSULTING FEE	33,428.	0.		33,428.
OTHER PROFESSIONAL FEE	1,061.	0.		1,061.
TO FORM 990-PF, PG 1, LN 16C	34,489.	0.		34,489.

FORM 990-PF

TAXES

STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAXES	137,667.	0.		0.
FOREIGN TAXES	131,567.	131,567.		0.
STATE TAX	6,124.	0.		0.
PAYROLL TAX	1,522.	0.		1,522.
TO FORM 990-PF, PG 1, LN 18	276,880.	131,567.		1,522.

FORM 990-PF

OTHER EXPENSES

STATEMENT 9

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MGMT FEE	998,003.	998,003.		0.
FILING FEES	1,500.	0.		1,500.
INSURANCE	11,139.	0.		11,139.
INVESTMENT INTEREST EXPENSE	48,483.	48,483.		0.
TRUSTEE EXP	8,161.	0.		8,161.
STORAGE	593.	0.		593.
DUES	1,725.	0.		1,725.
OFFICE EXP	430.	0.		430.
TO FORM 990-PF, PG 1, LN 23	1,070,034.	1,046,486.		23,548.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 10

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE	FAIR MARKET VALUE
COMPUTER EQUIPMENT	1,224.	82.	1,142.	1,142.
TO 990-PF, PART II, LN 14	1,224.	82.	1,142.	1,142.

FORM 990-PF CORPORATE STOCK STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
COMVERSE TECHNOLOGY, INC.	0.	0.
CORPORATE STOCKS	89,240,824.	100,916,723.
TOTAL TO FORM 990-PF, PART II, LINE 10B	89,240,824.	100,916,723.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	12
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
AMERICAN MUTUAL FUND	FMV	0.	0.
INTERMEDIATE BOND FUND OF AMERICA	FMV	0.	0.
MUTUAL FUNDS	FMV	105,465,089.	104,590,258.
AEA INVESTORS LQ LLC	FMV	37,058.	37,058.
AEA DENMARK LP	FMV	12,730.	12,730.
AEA FINLAND LP	FMV	5,122.	5,122.
AEA SCANDINAVIA II LP	FMV	44,515.	44,515.
TOTAL TO FORM 990-PF, PART II, LINE 13		105,564,514.	104,689,683.

FORM 990-PF	OTHER ASSETS	STATEMENT	13
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
BROAD STREET FINANCIAL COMPANY	1,653,565.	1,653,565.	1,653,565.
ACCRUED INTEREST RECEIVABLE	51,059.	52,290.	52,290.
PREPAID BOND INTEREST	112,949.	23,732.	23,732.
SALES OF INVESTMENTS NOT YET SETTLED - DUE FROM CAPITAL GUARDIAN	440,301.	117,329.	117,329.
TO FORM 990-PF, PART II, LINE 15	2,257,874.	1,846,916.	1,846,916.

2011 Tax Information Statement

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Account Number: 70-734500
 Recipient's Tax ID Number: XX-XXX8005
 Recipient's Name and Address:
 THE STANTON FOUNDATION
 C/O ANDREW WEISS, TRUSTEE
 HOLTZ RUBENSTEIN REMINICK LLP
 1430 BROADWAY 17TH FLOOR
 NEW YORK, NY 10018

☐ Corrected ☐ 2nd TIN notice

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

2011 Proceeds from Broker and Barter Exchange Transactions

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

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks, Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
Short Term Sales								
600.0000	88579Y101	3M COMPANY	11/03/2010	10/27/2011	49,168.81	50,999.40	-1,830.59	0.00
1200.0000	01741R102	ALLEGHENY TECHNOLOGIES INC	08/31/2011	11/11/2011	59,734.85	59,891.04	-156.19	0.00
7000.0000	020002101	ALLSTATE CORP (THE)	Various	09/06/2011	171,140.42	217,570.04	-46,429.63	0.00
4155.8670	027681824	AMERICAN MUTUAL FUND CL F2	Various	02/01/2011	108,343.45	99,175.45	9,168.00	0.00
6300.0000	011827904	AUTONOMY CORPORATION PLC	03/31/2011	08/22/2011	258,417.52	162,550.69	95,866.83	0.00
1800.0000	011827904	AUTONOMY CORPORATION PLC	03/31/2011	08/22/2011	73,687.68	46,443.06	27,244.62	0.00
5000.0000	054303102	AVON PRODUCTS INC	Various	11/17/2011	85,945.33	141,180.38	-55,235.05	0.00
700.0000	054303102	AVON PRODUCTS INC	04/15/2011	11/17/2011	12,191.17	19,871.32	-7,680.15	0.00
4600.0000	054303102	AVON PRODUCTS INC	Various	11/18/2011	78,229.31	128,861.24	-50,631.93	0.00
2900.0000	054303102	AVON PRODUCTS INC	Various	11/21/2011	48,519.25	80,811.54	-32,292.29	0.00
10000.0000	054303102	AVON PRODUCTS INC	Various	12/20/2011	168,239.77	239,735.82	-71,496.05	0.00
79400.0000	313486904	BARCLAYS PLC	Various	07/12/2011	287,945.35	385,103.64	-97,158.29	0.00
63500.0000	313486904	BARCLAYS PLC	01/13/2011	09/02/2011	176,925.37	306,853.61	-129,928.24	0.00
32300.0000	313486904	BARCLAYS PLC	01/13/2011	09/05/2011	79,962.23	156,084.60	-76,122.37	0.00
470000.0000	055451AG3	BHP BILLITON FIN USA LTD 5.50% 04/01/14	12/15/2010	07/27/2011	525,657.40	519,946.90	5,710.50	0.00
1433.0000	730968906	BNP PARIBAS	09/30/2010	01/05/2011	93,592.33	102,546.88	-8,954.55	0.00

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2011 Tax Information Statement

Page 9 of 61

Account Number: 70-734500
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☐ Corrected ☐ 2nd TIN notice

Recipient's Name and Address:

THE STANTON FOUNDATION
 C/O ANDREW WEISS, TRUSTEE
 HOLTZ RUBENSTEIN REMINICK LLP
 1430 BROADWAY 17TH FLOOR
 NEW YORK, NY 10018

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

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks, Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
455000.0000	05567LS57	BNP PARIBAS FRN SR UNSEC VAR	04/01/2011	08/24/2011	437,942.05	456,009.19	-18,067.14	0.00
525000.0000	05567LH75	BNP PARIBAS FRN SR UNSEC VAR	09/20/2010	04/01/2011	521,939.25	522,997.42	-1,058.17	0.00
3162.0000	400212908	BOUYGUES	Various	11/16/2011	128,013.58	150,223.53	-22,209.97	0.00
4700.0000	110122108	BRISTOL-MYERS SQUIBB CO	02/24/2010	02/18/2011	119,346.68	115,935.37	3,411.31	0.00
4800.0000	13321L959	CAMECO CORP C\$	Various	04/12/2011	135,383.82	130,146.60	5,237.22	0.00
17200.0000	13321L959	CAMECO CORP C\$	Various	04/13/2011	489,686.77	441,876.98	47,809.79	0.00
2100.0000	13321L959	CAMECO CORP C\$	Various	11/08/2011	42,469.30	46,581.69	-4,112.39	0.00
4900.0000	13321L959	CAMECO CORP C\$	Various	11/09/2011	96,475.05	107,331.16	-10,856.11	0.00
1600.0000	151020104	CELGENE CORP	Various	02/07/2011	81,738.11	90,051.12	-8,313.01	0.00
4100.0000	15135U950	CENOVUS ENERGY INC C\$	Various	10/07/2011	137,252.32	161,611.32	-24,359.00	0.00
91000.0000	671897908	CHINA LIFE INSURANCE CO LTD H	04/12/2010	01/13/2011	381,110.24	447,725.60	-66,615.36	0.00
41000.0000	B09N7M905	CHINA SHENHUA ENERGY	09/27/2010	01/28/2011	167,217.12	166,470.13	746.99	0.00
48500.0000	B09N7M905	CHINA SHENHUA ENERGY	Various	01/31/2011	195,389.85	196,723.44	-1,333.59	0.00
11000.0000	B09N7M905	CHINA SHENHUA ENERGY	03/25/2010	02/01/2011	44,236.13	44,558.72	-322.59	0.00
4000.0000	B09N7M905	CHINA SHENHUA ENERGY	03/25/2010	02/02/2011	16,282.32	16,203.17	79.15	0.00
28000.0000	B09N7M905	CHINA SHENHUA ENERGY	Various	02/07/2011	114,524.98	113,236.30	1,288.68	0.00
5000.0000	B09N7M905	CHINA SHENHUA ENERGY	09/27/2010	02/09/2011	19,774.36	20,199.29	-424.93	0.00
5400.0000	17275R102	CISCO SYSTEMS INC	Various	03/30/2011	93,625.01	107,311.26	-13,686.25	0.00
4000.0000	17275R102	CISCO SYSTEMS INC	02/08/2011	03/30/2011	69,351.86	87,450.80	-18,098.94	0.00

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2011 Tax Information Statement

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Account Number: 70-734500
 Recipient's Tax ID Number: XX-XXX8005
 Recipient's Name and Address:
 THE STANTON FOUNDATION
 C/O ANDREW WEISS, TRUSTEE
 HOLTZ RUBENSTEIN REMINICK LLP
 1430 BROADWAY 17TH FLOOR
 NEW YORK, NY 10018

☐ Corrected ☐ 2nd TIN notice

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

Number of Shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks, Bonds, etc.	Cost or Other Basis	Net Gain or Loss	Federal Income Tax Withheld
2500000.0000	17313YAL5	CITIGROUP INC FDIC 1.875% 10/22/12	09/02/2010	01/06/2011	2,547,990.00	2,559,770.00	-11,780.00	0.00
1559.7008	612345900	COCA-COLA AMATIL LTD	04/06/2010	01/05/2011	16,854.23	15,921.84	932.39	0.00
1290.0000	552902900	DAIMLER AG	02/18/2011	08/18/2011	68,993.67	92,772.90	-23,779.23	0.00
1828.0000	552902900	DAIMLER AG	02/18/2011	08/19/2011	93,528.06	131,464.24	-37,936.18	0.00
7763.617520903	DBS GROUP HOLDINGS LTD		07/05/2011	10/18/2011	7.17	8.75	-1.58	0.00
1400.0000	664038007	DENSO CORP	07/19/2011	11/24/2011	36,976.87	50,899.29	-13,922.42	0.00
900.0000	664038007	DENSO CORP	07/19/2011	11/25/2011	23,446.73	32,720.98	-9,274.25	0.00
500.0000	664038007	DENSO CORP	07/19/2011	11/28/2011	13,382.94	18,178.32	-4,795.38	0.00
700.0000	664038007	DENSO CORP	07/19/2011	11/29/2011	19,129.25	25,449.65	-6,320.40	0.00
500.0000	664038007	DENSO CORP	07/19/2011	11/30/2011	13,668.14	18,178.32	-4,510.18	0.00
500.0000	664038007	DENSO CORP	07/19/2011	12/01/2011	13,969.48	18,178.32	-4,208.84	0.00
1300.0000	004724902	DIXONS GROUP PLC (POST RESTRUCT)	11/29/2010	05/27/2011	389.24	538.28	-149.04	0.00
78500.0000	004724902	DIXONS GROUP PLC (POST RESTRUCT)	Various	05/27/2011	23,465.00	32,487.42	-9,022.42	0.00
72800.0000	004724902	DIXONS GROUP PLC (POST RESTRUCT)	Various	05/27/2011	21,554.22	30,005.42	-8,451.20	0.00
23400.0000	004724902	DIXONS GROUP PLC (POST RESTRUCT)	11/29/2010	11/07/2011	4,098.20	9,633.00	-5,534.80	0.00
159000.0000	004724902	DIXONS GROUP PLC (POST RESTRUCT)	Various	11/08/2011	28,550.63	63,832.14	-35,281.51	0.00
125000.0000	004724902	DIXONS GROUP PLC (POST RESTRUCT)	Various	11/08/2011	22,342.13	51,241.72	-28,899.59	0.00
45300.0000	004724902	DIXONS GROUP PLC (POST RESTRUCT)	11/24/2010	11/09/2011	8,089.54	18,021.26	-9,931.72	0.00
82600.0000	004724902	DIXONS GROUP PLC (POST RESTRUCT)	Various	11/09/2011	14,750.44	28,841.53	-14,091.09	0.00
15000.0000	004724902	DIXONS GROUP PLC (POST RESTRUCT)	02/22/2011	11/10/2011	2,703.67	5,022.59	-2,318.92	0.00

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2011 Tax Information Statement

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Account Number: 70-734500
 Recipient's Tax ID Number: XX-XXX8005
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 THE STANTON FOUNDATION
 C/O ANDREW WEISS, TRUSTEE
 HOLTZ RUBENSTEIN REMINICK LLP
 1430 BROADWAY 17TH FLOOR
 NEW YORK, NY 10018

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

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks, Bonds, etc.	Cost or Other Basis	Net Gain or Loss	Federal Income Tax Withheld
15600.0000	004724902	DIXONS GROUP PLC (POST RESTRUCT)	Various	11/11/2011	2,832.77	5,116.65	-2,283.88	0.00
14300.0000	004724902	DIXONS GROUP PLC (POST RESTRUCT)	02/25/2011	11/14/2011	2,668.93	4,648.03	-1,979.10	0.00
15400.0000	004724902	DIXONS GROUP PLC (POST RESTRUCT)	Various	11/25/2011	2,478.56	5,000.39	-2,521.83	0.00
2500000.0000	3133XUE41	FHLB 1.75% 08/22/12	09/02/2010	08/15/2011	2,541,912.50	2,555,240.00	-13,327.50	0.00
275000.0000	3137EACV3	FHLMC 0.75% 11/25/14	10/05/2011	12/15/2011	275,551.52	274,906.50	645.02	0.00
547940.9870	3137AEV69	FHMS K703 A1 1.873% 01/25/18	08/24/2011	10/25/2011	2,059.01	2,079.58	-20.57	0.00
546103.7945	3137AEV69	FHMS K703 A1 1.873% 01/25/18	08/24/2011	11/25/2011	1,837.19	1,855.54	-18.35	0.00
544028.2430	3137AEV69	FHMS K703 A1 1.873% 01/25/18	08/24/2011	12/27/2011	2,075.55	2,096.28	-20.73	0.00
1711525.8667	31412N4V5	FNCL 4.0 930636 03/01/2024	09/16/2010	02/25/2011	33,909.73	35,393.28	-1,483.55	0.00
1681420.1980	31412N4V5	FNCL 4.0 930636 03/01/2024	09/16/2010	03/25/2011	30,105.67	31,422.79	-1,317.12	0.00
1658564.0636	31412N4V5	FNCL 4.0 930636 03/01/2024	09/16/2010	04/25/2011	22,856.13	23,856.09	-999.96	0.00
1637413.1933	31412N4V5	FNCL 4.0 930636 03/01/2024	09/16/2010	05/25/2011	21,150.87	22,076.22	-925.35	0.00
1616606.2867	31412N4V5	FNCL 4.0 930636 03/01/2024	09/16/2010	06/27/2011	20,806.91	21,717.21	-910.30	0.00
1583799.9379	31412N4V5	FNCL 4.0 930636 03/01/2024	09/16/2010	07/25/2011	32,806.35	34,241.63	-1,435.28	0.00
1549018.5435	31412N4V5	FNCL 4.0 930636 03/01/2024	09/16/2010	08/25/2011	34,781.39	36,303.08	-1,521.69	0.00
4346000.0000	314145YU1	FNCL 5.5 975123 05-01/38	11/05/2010	01/05/2011	2,343,003.89	2,387,366	-44,362	0.00
1305109.1776	31368HNG4	FNCL 6.0 190391 09/01/38	12/02/2010	02/25/2011	47,977.72	52,070.82	-4,093.10	0.00
1268383.8136	31368HNG4	FNCL 6.0 190391 09/01/38	12/02/2010	03/25/2011	36,725.36	39,858.50	-3,133.14	0.00
1230598.9485	31368HNG4	FNCL 6.0 190391 09/01/38	12/02/2010	04/25/2011	37,784.87	41,008.39	-3,223.52	0.00
1198892.3346	31368HNG4	FNCL 6.0 190391 09/01/38	12/02/2010	05/25/2011	31,706.61	34,411.58	-2,704.97	0.00

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2011 Tax Information Statement

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Account Number: 70-734500
 Recipient's Tax ID Number: XX-XXX8005
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 THE STANTON FOUNDATION
 C/O ANDREW WEISS, TRUSTEE
 HOLTZ RUBENSTEIN REMINICK LLP
 1430 BROADWAY 17TH FLOOR
 NEW YORK, NY 10018

☐ Corrected ☐ 2nd TIN notice

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

Number of Shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks, Bonds, etc.	Cost or Other Basis	Net Gain or Loss	Federal Income Tax Withheld
1165974.0916	31368HNG4	FNCL 6.0 190391 09/01/38	12/02/2010	06/27/2011	32,918.24	35,726.58	-2,808.34	0.00
1136523.2381	31368HNG4	FNCL 6.0 190391 09/01/38	12/02/2010	07/25/2011	29,450.85	31,963.38	-2,512.53	0.00
1106964.6403	31368HNG4	FNCL 6.0 190391 09/01/38	12/02/2010	08/25/2011	29,558.60	32,080.32	-2,521.72	0.00
1073337.0103	31368HNG4	FNCL 6.0 190391 09/01/38	12/02/2010	09/26/2011	33,627.63	36,496.49	-2,868.86	0.00
1044369.5788	31368HNG4	FNCL 6.0 190391 09/01/38	12/02/2010	10/25/2011	28,967.43	31,438.72	-2,471.29	0.00
1019288.5317	31368HNG4	FNCL 6.0 190391 09/01/38	12/02/2010	11/25/2011	25,081.05	27,220.77	-2,139.72	0.00
4961336.8200	31413EBZ7	FNCL 6.0 942956 09/01/37	01/05/2011	02/25/2011	139,129.10	150,889.85	-11,760.75	0.00
4847835.7500	31413EBZ7	FNCL 6.0 942956 09/01/37	01/05/2011	03/25/2011	113,501.07	123,095.46	-9,594.39	0.00
4735050.8350	31413EBZ7	FNCL 6.0 942956 09/01/37	01/05/2011	04/25/2011	112,784.92	122,318.76	-9,533.84	0.00
4627234.0550	31413EBZ7	FNCL 6.0 942956 09/01/37	01/05/2011	05/25/2011	107,816.78	116,930.67	-9,113.89	0.00
4503385.6400	31413EBZ7	FNCL 6.0 942956 09/01/37	01/05/2011	08/27/2011	123,848.42	134,317.48	-10,469.06	0.00
4382484.3500	31413EBZ7	FNCL 6.0 942956 09/01/37	01/05/2011	07/25/2011	120,901.29	131,121.23	-10,219.94	0.00
4275410.8400	31413EBZ7	FNCL 6.0 942956 09/01/37	01/05/2011	08/25/2011	107,073.51	116,124.57	-9,051.06	0.00
4159261.9250	31413EBZ7	FNCL 6.0 942956 09/01/37	01/05/2011	09/26/2011	116,148.92	125,967.13	-9,818.21	0.00
4045412.5650	31413EBZ7	FNCL 6.0 942956 09/01/37	01/05/2011	10/25/2011	113,849.36	123,473.19	-9,623.83	0.00
3974236.1250	31413EBZ7	FNCL 6.0 942956 09/01/37	01/05/2011	11/25/2011	71,176.44	77,193.07	-6,016.63	0.00
3861486.0100	31413EBZ7	FNCL 6.0 942956 09/01/37	01/05/2011	12/27/2011	112,750.12	122,281.02	-9,530.90	0.00
2147607.6783	31413YM24	FNCL 6.0 959477 12-01-37	11/05/2010	02/25/2011	76,181.47	83,180.65	-6,999.18	0.00
2092019.4420	31413YM24	FNCL 6.0 959477 12-01-37	11/05/2010	03/25/2011	55,588.24	60,695.41	-5,107.17	0.00
2020360.1299	31413YM24	FNCL 6.0 959477 12-01-37	11/05/2010	04/25/2011	71,659.31	78,243.01	-6,583.70	0.00

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2011 Tax Information Statement

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

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 THE STANTON FOUNDATION
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 1430 BROADWAY 17TH FLOOR
 NEW YORK, NY 10018

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

Number of Shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks, Bonds, etc.	Cost or Other Basis	Net Gain or Loss	Federal Income Tax Withheld
1942781.6101	31413YM24	FNCL 6.0 959477 12-01-37	11/05/2010	05/25/2011	77,578.52	84,706.05	-7,127.53	0.00
1918497.5315	31413YM24	FNCL 6.0 959477 12-01-37	11/05/2010	06/27/2011	24,284.08	26,515.18	-2,231.10	0.00
1876295.8232	31413YM24	FNCL 6.0 959477 12-01-37	11/05/2010	07/25/2011	42,201.71	46,078.99	-3,877.28	0.00
1800148.0992	31413YM24	FNCL 6.0 959477 12-01-37	11/05/2010	08/25/2011	76,147.72	83,143.80	-6,996.08	0.00
1773909.9967	31413YM24	FNCL 6.0 959477 12-01-37	11/05/2010	09/26/2011	26,238.10	28,648.73	-2,410.63	0.00
1741192.9872	31413YM24	FNCL 6.0 959477 12-01-37	11/05/2010	10/25/2011	32,717.01	35,722.88	-3,005.87	0.00
2171680.2830	31416WS78	FNCN 4.0 AB1441 09/01/20	09/03/2010	02/25/2011	30,758.71	32,560.98	-1,802.27	0.00
2104864.6339	31416WS78	FNCN 4.0 AB1441 09/01/20	09/03/2010	03/25/2011	66,815.65	70,730.63	-3,914.98	0.00
2079100.5525	31416WS78	FNCN 4.0 AB1441 09/01/20	09/03/2010	04/25/2011	25,764.08	27,273.70	-1,509.62	0.00
2037332.5819	31416WS78	FNCN 4.0 AB1441 09/01/20	09/03/2010	05/25/2011	41,767.97	44,215.31	-2,447.34	0.00
1996335.6632	31416WS78	FNCN 4.0 AB1441 09/01/20	09/03/2010	06/27/2011	40,996.92	43,399.08	-2,402.16	0.00
1920882.9499	31416WS78	FNCN 4.0 AB1441 09/01/20	09/03/2010	07/25/2011	75,452.71	79,873.77	-4,421.06	0.00
1896553.0302	31416WS78	FNCN 4.0 AB1441 09/01/20	09/03/2010	08/25/2011	24,329.92	25,755.50	-1,425.58	0.00
2750000.0000	3135G08R3	FNMA 0.5% 08/09/13	06/15/2011	10/19/2011	2,753,401.37	2,746,044.23	7,357.14	0.00
1089747.6810	3138AYYK9	FNMA POOL #AJ7013 ARH5 2.469% 12/01/41	11/17/2011	12/27/2011	10,252.32	10,567.90	-315.58	0.00
600.0000	37033A104	GENERAL MILLS INC.	12/30/2010	04/06/2011	21,907.38	21,323.82	583.56	0.00
2555000.0000	36967HAH0	GENL ELEC CAP CORP 2.2% 08/08/2012	Various	01/06/2011	2,612,400.63	2,624,353.26	-11,952.63	0.00
1250000.0000	36186CBF9	GMAC FDIC 2.2% 12/19/12	03/10/2011	11/18/2011	1,275,951.25	1,283,400.00	-7,448.75	0.00
1200000.0000	38122NA05	GOLDEN STATE TOBACCO CA 2003A SF PREF 6.75% 06/01/2039	12/17/2010	03/10/2011	1,348,236.00	1,344,576.00	3,660.00	0.00

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2011 Tax Information Statement

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Recipient's Name and Address:
THE STANTON FOUNDATION
C/O ANDREW WEISS, TRUSTEE
HOLTZ RUBENSTEIN REMINICK LLP
1430 BROADWAY 17TH FLOOR
NEW YORK, NY 10018

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

☐ Corrected ☐ 2nd TIN notice

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

Number of Shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks, Bonds, etc.	Cost or Other Basis	Net Gain or Loss	Federal Income Tax Withheld
410000.0000	38141EA74	GOLDMAN SACHS GROUP SR UNSEC 3.7% 08/01/15	Various	02/02/2011	416,080.30	415,868.20	212.10	0.00
500000.0000	428236AY9	HEWLETT-PACKARD CO SR UNSEC 2.95% 08/15/12	Various	05/26/2011	513,640.00	521,224.00	-7,584.00	0.00
24842.0000	054052907	HSBC HOLDINGS PLC UKP	01/25/2011	06/13/2011	251,416.80	276,957.45	-25,540.65	0.00
3900.0000	452308109	ILLINOIS TOOL WORKS INC	Various	08/10/2011	167,903.07	187,132.78	-19,229.71	0.00
351.4860	458809829	INTERMEDIATE BOND FUND OF AMERICA CL F2	Various	02/01/2011	4,716.93	4,779.18	-62.25	0.00
.7420	458809829	INTERMEDIATE BOND FUND OF AMERICA CL F2	01/28/2011	02/03/2011	9.92	9.98	-0.06	0.00
6200.0000	465038200	ISRAEL CHEMICALS LTD ADR UNSPON	Various	03/15/2011	90,597.62	97,140.76	-6,543.14	0.00
11100.0000	465038200	ISRAEL CHEMICALS LTD ADR UNSPON	Various	03/16/2011	165,171.48	167,537.23	-2,365.75	0.00
555000.0000	46623EJH3	JP MORGAN CHASE FRN SR UNSEC 05/02/14	04/27/2011	08/12/2011	549,769.68	555,000.00	-5,230.32	0.00
555000.0000	46623EJF7	JP MORGAN CHASE FRN SR UNSEC VAR 01/24/14	01/14/2011	04/27/2011	557,131.20	555,000.00	2,131.20	0.00
580000.0000	46625HGT1	JP MORGAN CHASE SR UNSEC 5.375% 10/01/12	Various	01/14/2011	621,214.80	628,319.35	-7,104.55	0.00
380000.0000	494550BA3	KINDER MORGAN ENERGY PARTNERS 5.825% 02/15/2015	09/27/2010	02/24/2011	420,226.80	425,831.80	-5,605.00	0.00
460000.0000	548661CK1	LOWES COS INC 5.4% 10/15/2016	11/17/2010	09/14/2011	534,423.40	536,774.00	-2,350.60	0.00
8445.0000	B28YTC906	MACQUARIE GROUP LTD	12/16/2010	08/01/2011	255,560.99	313,509.44	-57,948.45	0.00
700.0000	580135101	MCDONALDS CORP	12/30/2010	07/22/2011	62,001.87	53,696.86	8,305.01	0.00

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Account Number: 70-734500
 Recipient's Tax ID Number: XX-XXX8005
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 THE STANTON FOUNDATION
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 HOLTZ RUBENSTEIN REMINICK LLP
 1430 BROADWAY 17TH FLOOR
 NEW YORK, NY 10018

☐ Corrected ☐ 2nd TIN notice

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

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks, Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
520000.0000	58405UAF9	MEDCO HEALTH SOLUTIONS SR UNSEC 2.75% 09/15/2015	Various	03/24/2011	515,184.80	523,756.55	-8,571.75	0.00
565000.0000	61747WAD1	MORGAN STANLEY SR UNSEC 2.875% 01/24/14	02/02/2011	11/22/2011	533,614.25	565,045.20	-31,430.95	0.00
1400.0000	650111107	NEW YORK TIMES CO CL A	12/20/2010	11/07/2011	10,259.98	13,837.60	-3,577.62	0.00
7100.0000	650111107	NEW YORK TIMES CO CL A	Various	11/08/2011	52,336.64	69,845.17	-17,508.53	0.00
2200.0000	650111107	NEW YORK TIMES CO CL A	12/17/2010	11/10/2011	15,356.58	21,625.34	-6,268.76	0.00
3900.0000	650111107	NEW YORK TIMES CO CL A	12/17/2010	11/11/2011	27,926.58	38,335.83	-10,409.25	0.00
100.0000	663955003	NINTENDO	01/19/2010	01/13/2011	28,683.81	28,342.86	340.95	0.00
1100.0000	670346105	NUCOR CORP	09/27/2010	01/14/2011	48,566.49	41,335.80	7,230.69	0.00
1600.0000	713448108	PEPSICO INC	12/29/2010	02/18/2011	101,440.13	104,871.04	-3,430.91	0.00
720000.0000	713448BQ0	PEPSICO INC SR UNSEC 0.875% 10/25/13	10/19/2010	05/03/2011	717,458.40	719,744.80	-2,286.40	0.00
6300.0000	71654V101	PETROLEO BRASILEIRO SA PETROBR SP ADR	Various	01/12/2011	213,799.48	263,806.07	-50,006.59	0.00
100.0000	71715N106	PHARMASSET INC	09/30/2011	12/01/2011	12,908.26	8,185.56	4,722.70	0.00
600.0000	71715N106	PHARMASSET INC	Various	12/02/2011	77,384.23	47,842.20	29,542.03	0.00
700.0000	71715N106	PHARMASSET INC	10/03/2011	12/05/2011	90,007.77	55,074.39	34,933.38	0.00
400.0000	71715N106	PHARMASSET INC	10/03/2011	12/05/2011	51,445.13	31,471.08	19,974.05	0.00
700.0000	71715N106	PHARMASSET INC	10/03/2011	12/06/2011	89,802.60	55,074.39	34,728.21	0.00
440000.0000	743410AU6	PROLOGIS 7.625% 8/15/14	Various	02/02/2011	507,122.00	473,433.60	33,688.40	0.00
1100.0000	071887004	RIO TINTO PLC REG	Various	10/10/2011	54,771.42	73,978.93	-19,207.51	0.00

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Account Number: 70-734500
 Recipient's Tax ID Number: XX-XXX8005
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 THE STANTON FOUNDATION
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 1430 BROADWAY 17TH FLOOR
 NEW YORK, NY 10018

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

Number of Shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks, Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
2000.0000	071887004	RIO TINTO PLC REG	03/10/2011	10/10/2011	99,584.40	128,093.65	-28,509.25	0.00
520000.0000	78010XAG6	ROYAL BK OF SCOTLAND SR UNSEC 3.95% 09/21/15	Various	01/04/2011	511,076.80	519,070.80	-7,994.00	0.00
24300.0000	808513105	SCHWAB CHARLES NEW	Various	10/11/2011	297,056.93	404,372.64	-107,315.71	0.00
4700.0000	808513105	SCHWAB CHARLES NEW	Various	10/11/2011	57,455.45	87,359.86	-29,904.41	0.00
3194.0000	572797900	SIEMENS AG NAMEN	Various	03/15/2011	385,146.31	386,088.70	-942.39	0.00
106.0000	572797900	SIEMENS AG NAMEN	12/03/2010	06/13/2011	13,669.79	12,813.21	856.58	0.00
846.0000	715603908	SONOVA HOLDING AG	03/08/2011	03/30/2011	116,211.84	114,023.02	2,188.82	0.00
3000.0000	040828907	STANDARD CHARTERED	11/03/2010	03/23/2011	77,431.66	89,506.09	-12,074.43	0.00
400.0000	863236105	STRAYER ED INC	Various	11/07/2011	36,773.29	54,373.61	-17,600.32	0.00
2800.0000	088470000	TESCO PLC	12/30/2010	02/07/2011	18,109.91	18,928.55	-818.64	0.00
5600.0000	088470000	TESCO PLC	12/30/2010	02/07/2011	36,298.80	37,857.09	-1,558.29	0.00
2300.0000	088470000	TESCO PLC	12/30/2010	02/08/2011	14,772.33	15,548.45	-776.12	0.00
6500.0000	612528901	TREND MICRO INC	Various	03/23/2011	175,803.61	189,968.89	-14,165.28	0.00
1100.0000	612528901	TREND MICRO INC	07/16/2010	03/24/2011	29,761.82	32,107.09	-2,345.27	0.00
1400.0000	612528901	TREND MICRO INC	07/16/2010	03/25/2011	37,715.93	40,863.57	-3,147.64	0.00
305000.0000	882756S83	TX PFA UNEMPLOYMENT COMP 10C 2.6% 07-01-20	12/08/2010	07/01/2011	305,000.00	305,000.00	0.00	0.00
7310000.0000	912828NS5	US TREASURY NOTE 0.625% 06/30/2012	Various	02/03/2011	7,325,395.05	7,336,472.92	-11,077.87	0.00
4170000.0000	912828JY7	US TREASURY NOTE 0.875% 01/31/2011	Various	01/31/2011	4,170,000.00	4,181,578.03	-11,578.03	0.00
3120000.0000	912828KU3	US TREASURY NOTE 0.875% 05/31/11	09/02/2010	05/31/2011	3,120,000.00	3,134,513.58	-14,513.58	0.00

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

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 THE STANTON FOUNDATION
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 1430 BROADWAY 17TH FLOOR
 NEW YORK, NY 10018

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

Number	Description	Date Acquired	Date of Sale	Stocks, Bonds, etc.	Cost or Other Basis	Net Gain or Loss	Federal Income Tax Withheld
3410000.0000	912828KA7 US TREASURY NOTE 1.125% 12/15/11	Various	06/03/2011	3,427,971.00	3,441,637.79	-13,666.79	0.00
2500000.0000	912828MB3 US TREASURY NOTE 1.125% 12/15/12	02/03/2011	11/21/2011	2,525,577.56	2,520,711.50	4,866.06	0.00
2700000.0000	912828ME7 US TREASURY NOTE 2.625% 12/31/2014	09/02/2010	06/20/2011	285,945.97	285,916.14	29.83	0.00
2915000.0000	912828JD3 US TREASURY NOTE 3.375% 06/30/2013	09/02/2010	02/03/2011	3,089,776.37	3,135,115.04	-45,338.67	0.00
5100000.0000	912828MP2 US TREASURY NOTE 3.625% 02/15/20	12/16/2010	05/26/2011	542,171.79	521,496.96	20,674.83	0.00
4300.0000	92826C839 VISA INC CL A	04/14/2010	02/01/2011	304,129.28	405,056.56	-100,927.28	0.00
445000.0000	94974BET3 WELLS FARGO CO 3.75% 10/01/14	Various	09/07/2011	474,298.80	469,825.75	4,473.05	0.00
2000.0000	643557002 WHARF HLDGS LTD	07/20/2011	11/23/2011	9,570.62	14,070.55	-4,499.93	0.00
3000.0000	643557002 WHARF HLDGS LTD	07/20/2011	11/24/2011	14,274.85	21,105.83	-6,830.98	0.00
1000.0000	643557002 WHARF HLDGS LTD	07/20/2011	11/25/2011	4,692.31	7,035.28	-2,342.97	0.00
2000.0000	643557002 WHARF HLDGS LTD	07/20/2011	11/28/2011	9,502.06	14,070.55	-4,568.49	0.00
2000.0000	643557002 WHARF HLDGS LTD	07/20/2011	11/29/2011	9,618.65	14,070.55	-4,451.90	0.00
1000.0000	643557002 WHARF HLDGS LTD	07/20/2011	11/30/2011	4,692.19	7,035.28	-2,343.09	0.00
4000.0000	643557002 WHARF HLDGS LTD	07/20/2011	12/01/2011	19,805.04	28,141.10	-8,336.06	0.00
1000.0000	643557002 WHARF HLDGS LTD	07/20/2011	12/02/2011	4,967.81	7,035.28	-2,067.47	0.00
1000.0000	643557002 WHARF HLDGS LTD	07/20/2011	12/05/2011	4,975.73	7,035.28	-2,059.55	0.00
1000.0000	643557002 WHARF HLDGS LTD	07/20/2011	12/06/2011	4,904.33	7,035.28	-2,130.95	0.00
1000.0000	643557002 WHARF HLDGS LTD	07/20/2011	12/07/2011	4,851.16	7,035.27	-2,184.11	0.00
1000.0000	643557002 WHARF HLDGS LTD	07/20/2011	12/09/2011	4,662.92	7,035.28	-2,372.36	0.00
1000.0000	643557002 WHARF HLDGS LTD	07/20/2011	12/12/2011	4,655.43	7,035.27	-2,379.84	0.00

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2011 Tax Information Statement

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Account Number: 70-734500
 Recipient's Tax ID Number: XX-XXX8005
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 HOLTZ RUBENSTEIN REMINICK LLP
 1430 BROADWAY 17TH FLOOR
 NEW YORK, NY 10018

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

Number of Shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks, Bonds, etc.	Cost or Other Basis	Net Gain or Loss	Federal Income Tax Withheld
1000.0000	643557002	WHARF HLDGS LTD	07/20/2011	12/15/2011	4,334.36	7,035.28	-2,700.92	0.00
1000.0000	643557002	WHARF HLDGS LTD	07/20/2011	12/19/2011	4,291.48	7,035.27	-2,743.79	0.00
		Total Short Term Sales			59,642,462.02	61,278,249	-1,635,786.98	0.00
Long Term 15% Sales								
1300.0000	88579Y101	3M COMPANY	Various	10/27/2011	106,532.43	107,980.06	-1,447.63	0.00
2600.0000	018490102	ALLERGAN INC	12/24/2006	01/03/2011	183,200.44	155,253.15	27,947.29	0.00
10000.0000	020002101	ALLSTATE CORP (THE)	Various	09/06/2011	244,486.31	282,596.20	-38,109.89	0.00
2000.0000	02364W105	AMERICA MOVIL S.A.B DE C.V.	04/08/2008	03/21/2011	108,527.91	129,014.40	-20,486.49	0.00
3400.0000	02364W105	AMERICA MOVIL S.A.B DE C.V.	Various	03/22/2011	184,782.70	217,398.59	-32,615.89	0.00
3700.0000	02364W105	AMERICA MOVIL S.A.B DE C.V.	05/15/2008	05/27/2011	193,422.29	214,924.12	-21,501.83	0.00
144634.2880	027881824	AMERICAN MUTUAL FUND CL F2	Various	02/01/2011	3,770,615.90	3,796,247.78	-25,631.88	0.00
2200.0000	030420103	AMERICAN WATER WORKS	Various	02/04/2011	58,799.59	43,002.67	15,796.92	0.00
3800.0000	030420103	AMERICAN WATER WORKS	08/13/2009	02/04/2011	101,446.65	73,150.00	28,296.65	0.00
3900.0000	030420103	AMERICAN WATER WORKS	08/13/2009	02/07/2011	80,305.15	57,750.00	22,555.15	0.00
400.0000	030420103	AMERICAN WATER WORKS	08/13/2009	02/08/2011	10,688.71	7,700.00	2,988.71	0.00
500.0000	030420103	AMERICAN WATER WORKS	08/13/2009	02/08/2011	13,371.54	9,625.00	3,746.54	0.00
1000.0000	030420103	AMERICAN WATER WORKS	08/13/2009	02/09/2011	26,580.18	19,250.00	7,330.18	0.00
600.0000	030420103	AMERICAN WATER WORKS	08/13/2009	02/10/2011	15,912.17	11,550.00	4,362.17	0.00
2100.0000	030420103	AMERICAN WATER WORKS	08/13/2009	02/11/2011	55,630.66	40,425.00	15,205.66	0.00

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 IRVINE, CA 92618

Number of shares (CUSIP)	Description	Date Acquired	Date of Sale	Stocks Bonds etc	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
1700.0000 030420103	AMERICAN WATER WORKS	08/13/2009	02/14/2011	45,749.18	32,725.00	13,024.18	0.00
3300.0000 030420103	AMERICAN WATER WORKS	08/13/2009	02/14/2011	88,961.66	63,525.00	25,436.66	0.00
900.0000 030420103	AMERICAN WATER WORKS	08/13/2009	02/15/2011	24,448.20	17,325.00	7,123.20	0.00
300.0000 030420103	AMERICAN WATER WORKS	08/13/2009	03/04/2011	8,299.79	5,775.00	2,524.79	0.00
400.0000 030420103	AMERICAN WATER WORKS	08/13/2009	03/07/2011	11,088.14	7,700.00	3,388.14	0.00
800.0000 030420103	AMERICAN WATER WORKS	08/13/2009	03/08/2011	22,285.25	15,400.00	6,885.25	0.00
800.0000 030420103	AMERICAN WATER WORKS	08/13/2009	03/09/2011	22,286.05	15,400.00	6,886.05	0.00
200.0000 030420103	AMERICAN WATER WORKS	08/13/2009	03/10/2011	5,499.97	3,850.00	1,649.97	0.00
700.0000 030420103	AMERICAN WATER WORKS	08/13/2009	03/11/2011	19,185.23	13,475.00	5,710.23	0.00
400.0000 030420103	AMERICAN WATER WORKS	08/13/2009	03/14/2011	10,981.90	7,700.00	3,281.90	0.00
200.0000 030420103	AMERICAN WATER WORKS	08/13/2009	03/15/2011	5,393.49	3,850.00	1,543.49	0.00
1000.0000 030420103	AMERICAN WATER WORKS	Various	03/16/2011	27,266.07	19,206.39	8,059.68	0.00
200.0000 030420103	AMERICAN WATER WORKS	08/14/2009	03/17/2011	5,387.77	3,837.54	1,550.23	0.00
300.0000 030420103	AMERICAN WATER WORKS	08/14/2009	03/18/2011	8,125.58	5,756.31	2,369.27	0.00
300.0000 030420103	AMERICAN WATER WORKS	08/14/2009	03/21/2011	8,261.72	5,756.31	2,505.41	0.00
400.0000 030420103	AMERICAN WATER WORKS	08/14/2009	03/21/2011	10,965.78	7,675.08	3,290.70	0.00
100.0000 030420103	AMERICAN WATER WORKS	08/14/2009	03/22/2011	2,745.33	1,918.77	826.56	0.00
700.0000 030420103	AMERICAN WATER WORKS	08/14/2009	03/22/2011	19,324.87	13,431.39	5,893.48	0.00
100.0000 030420103	AMERICAN WATER WORKS	08/14/2009	03/23/2011	2,744.56	1,918.77	825.79	0.00
700.0000 030420103	AMERICAN WATER WORKS	08/14/2009	03/24/2011	19,377.37	13,431.39	5,945.98	0.00

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2011 Tax Information Statement

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Account Number: 70-734500
 Recipient's Tax ID Number: XX-XXX8005
 Recipient's Name and Address:
 THE STANTON FOUNDATION
 C/O ANDREW WEISS, TRUSTEE
 HOLTZ RUBENSTEIN REMINICK LLP
 1430 BROADWAY 17TH FLOOR
 NEW YORK, NY 10018

☐ Corrected ☐ 2nd TIN notice

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

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks, Bonds, etc.	Cost or Other Basis	Net Gain or Loss	Federal Income Tax Withheld
200.0000	030420103	AMERICAN WATER WORKS	08/14/2009	03/25/2011	5,574.89	3,837.54	1,737.35	0.00
100.0000	030420103	AMERICAN WATER WORKS	08/14/2009	03/28/2011	2,781.59	1,918.77	862.82	0.00
300.0000	030420103	AMERICAN WATER WORKS	Various	03/29/2011	8,268.23	5,742.08	2,526.15	0.00
500.0000	030420103	AMERICAN WATER WORKS	08/17/2009	03/30/2011	13,937.98	9,522.70	4,415.28	0.00
2700.0000	B1XZS8907	ANGLO AMERICAN PLC	Various	08/10/2011	106,325.62	116,349.98	-10,024.36	0.00
1000.0000	037833100	APPLE INC.	Various	01/18/2011	340,893.46	159,270.05	181,623.41	0.00
590000.0000	78387GAH6	AT&T INC 5.875% 02/01/12	Various	11/28/2011	595,846.90	629,569.50	-33,722.60	0.00
10574.0000	026349902	BAE SYSTEMS PLC	Various	02/07/2011	57,995.90	60,379.72	-2,383.82	0.00
5079.0000	026349902	BAE SYSTEMS PLC	11/03/2008	02/07/2011	27,887.75	29,002.14	-1,114.39	0.00
12445.0000	026349902	BAE SYSTEMS PLC	11/03/2008	02/08/2011	68,741.12	71,063.51	-2,322.39	0.00
0452	B15458906	BANK OF CHINA LTD H	05/22/2009	01/04/2011	0.02	0.02	0.00	0.00
356000.0000	B15458906	BANK OF CHINA LTD H	05/22/2009	07/04/2011	176,169.39	134,718.18	41,451.21	0.00
500.0000	086516101	BEST BUY INC	04/08/2008	11/03/2011	13,459.04	21,240.10	-7,781.06	0.00
3200.0000	086516101	BEST BUY INC	04/08/2008	11/03/2011	86,070.98	135,936.62	-49,865.64	0.00
2300.0000	087628905	BG GROUP PLC	03/11/2009	03/10/2011	52,499.31	31,892.22	20,607.09	0.00
5400.0000	087628905	BG GROUP PLC	Various	03/11/2011	124,569.72	81,135.53	43,434.19	0.00
7600.0000	087628905	BG GROUP PLC	04/15/2010	10/10/2011	157,164.27	136,678.80	20,485.47	0.00
1198.0000	730968906	BNP PARIBAS	04/20/2009	01/05/2011	78,243.97	60,165.83	18,078.14	0.00
61500.0000	653611905	BOC HONG KONG HOLDINGS LTD	Various	06/27/2011	174,988.50	148,015.20	26,973.30	0.00
4700.0000	110122108	BRISTOL-MYERS SQUIBB CO	Various	02/14/2011	119,872.12	113,857.08	6,015.04	0.00

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Account Number: 70-734500
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 THE STANTON FOUNDATION
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 HOLTZ RUBENSTEIN REMINICK LLP
 1430 BROADWAY 17TH FLOOR
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CAPITAL GUARDIAN TRUST COMPANY
 C/O PCS TAX, 6455 IRVINE CENTER DR, C-2B
 IRVINE, CA 92618

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks, Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
10900.0000	110122108	BRISTOL-MYERS SQUIBB CO	Various	02/15/2011	278,032.94	262,582.84	15,450.10	0.00
9900.0000	110122108	BRISTOL-MYERS SQUIBB CO	Various	02/18/2011	251,389.83	236,301.11	15,088.72	0.00
22800.0000	13321L959	CAMECO CORP CS	Various	04/12/2011	637,432.11	463,119.78	174,312.33	0.00
2700.0000	13321L108	CAMECO CORP US\$	Various	04/12/2011	76,221.15	66,891.96	9,329.19	0.00
5000.0000	136385952	CANADIAN NATURAL RESOURCES LTD CS	Various	07/11/2011	202,796.02	93,331.45	109,464.57	0.00
1800.0000	136385952	CANADIAN NATURAL RESOURCES LTD CS	Various	07/12/2011	73,611.40	33,599.33	40,012.07	0.00
300.0000	151020104	CELGENE CORP	07/30/2008	02/07/2011	15,325.89	22,030.95	-6,705.06	0.00
1000.0000	151020104	CELGENE CORP	Various	02/08/2011	51,139.61	68,948.71	-17,809.10	0.00
700.0000	151020104	CELGENE CORP	10/06/2008	02/08/2011	35,818.31	40,429.90	-4,611.59	0.00
1800.0000	151020104	CELGENE CORP	10/06/2008	02/09/2011	91,148.44	103,962.60	-12,814.16	0.00
2700.0000	151020104	CELGENE CORP	Various	02/10/2011	138,761.13	148,383.21	-9,622.08	0.00
2400.0000	151020104	CELGENE CORP	01/08/2009	02/11/2011	124,454.64	122,005.68	2,448.96	0.00
400.0000	156782104	CERNER CORP	12/24/2006	05/04/2011	47,772.48	18,471.00	29,301.48	0.00
1400.0000	156782104	CERNER CORP	12/24/2006	05/05/2011	164,915.01	64,648.50	100,266.51	0.00
1700.0000	156782104	CERNER CORP	12/24/2006	05/08/2011	203,610.87	78,501.75	125,109.12	0.00
1100.0000	156782104	CERNER CORP	12/24/2006	07/27/2011	68,807.63	25,397.63	43,410.00	0.00
900.0000	156782104	CERNER CORP	12/24/2006	07/27/2011	55,815.12	20,779.87	35,035.25	0.00
4300.0000	156782104	CERNER CORP	12/24/2006	08/09/2011	241,321.68	99,281.63	142,040.05	0.00
4700.0000	17275R102	CISCO SYSTEMS INC	12/24/2006	03/30/2011	81,488.44	127,518.64	-46,030.20	0.00

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 NEW YORK, NY 10018

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

Number of Shares	CUSIP	Descriptions	Date Acquired	Date of Sale	Stocks, Bonds, etc.	Cost or Other Basis	Net Gain or Loss	Federal Income Tax Withheld
13100.0000	17275R102	CISCO SYSTEMS INC	12/24/2006	03/30/2011	227,147.01	355,424.29	-128,277.28	0.00
15100.0000	17275R102	CISCO SYSTEMS INC	Various	04/05/2011	281,238.55	380,171.07	-118,932.52	0.00
5200.0000	17275R102	CISCO SYSTEMS INC	04/08/2008	04/08/2011	92,138.06	123,735.34	-31,597.28	0.00
17200.0000	17275R102	CISCO SYSTEMS INC	Various	07/08/2011	288,705.26	304,478.79	-35,773.53	0.00
2457.2992	612345900	COCA-COLA AMATIL LTD	Various	01/05/2011	26,553.75	18,288.73	8,265.02	0.00
7808.0000	612345900	COCA-COLA AMATIL LTD	04/28/2009	01/05/2011	83,946.47	49,641.85	34,304.62	0.00
58548.0000	612345900	COCA-COLA AMATIL LTD	Various	06/20/2011	680,012.30	409,851.33	270,160.97	0.00
1905.0000	018270009	CRH PLC	03/18/2009	04/11/2011	44,758.95	20,836.20	23,922.75	0.00
2593.0000	618549901	CSL LTD	Various	06/28/2011	85,375.90	86,979.58	-1,603.68	0.00
1511.0000	618549901	CSL LTD	Various	06/29/2011	51,841.37	49,213.75	2,627.62	0.00
5232.0000	618549901	CSL LTD	Various	08/26/2011	157,652.86	159,690.36	-2,037.50	0.00
2081.617520903	DBS GROUP HOLDINGS LTD		01/07/2009	07/26/2011	2.57	1.38	1.19	0.00
490000.0000	25179SAC4	DEVON FINANCING CORP 6.875% 09-30-11	09/17/2010	09/30/2011	490,000.00	521,002.30	-31,002.30	0.00
460000.0000	254687AW6	DISNEY WALT CO SR UNSEC 4.5% 12/15/13	Various	11/29/2011	495,226.80	509,017.20	-13,790.40	0.00
600.0000	26153C103	DREAMWORKS ANIMATION SKG INC	01/22/2010	06/09/2011	13,178.74	24,538.68	-11,359.94	0.00
2600.0000	26153C103	DREAMWORKS ANIMATION SKG INC	Various	06/10/2011	55,375.04	105,736.23	-50,361.19	0.00
500.0000	26153C103	DREAMWORKS ANIMATION SKG INC	01/26/2010	06/10/2011	10,607.49	20,219.45	-9,611.96	0.00
1100.0000	26153C103	DREAMWORKS ANIMATION SKG INC	Various	06/13/2011	23,385.78	44,454.02	-21,068.24	0.00

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Account Number: 70-734500
 Recipient's Tax ID Number: XX-XXX8005
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 THE STANTON FOUNDATION
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 HOLTZ RUBENSTEIN REMINICK LLP
 1430 BROADWAY 17TH FLOOR
 NEW YORK, NY 10018

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

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks, Bonds, etc.	Cost or Other Basis	Net Gain or Loss	Federal Income Tax Withheld
500.0000	26153C103	DREAMWORKS ANIMATION SKG INC	Various	06/13/2011	10,616.09	20,183.46	-9,567.37	0.00
1100.0000	26153C103	DREAMWORKS ANIMATION SKG INC	Various	06/14/2011	23,566.70	44,356.20	-20,789.50	0.00
600.0000	26153C103	DREAMWORKS ANIMATION SKG INC	Various	06/15/2011	12,838.67	24,173.90	-11,335.23	0.00
1100.0000	26153C103	DREAMWORKS ANIMATION SKG INC	Various	06/15/2011	23,534.04	44,312.67	-20,778.63	0.00
300.0000	26153C103	DREAMWORKS ANIMATION SKG INC	01/19/2010	06/17/2011	6,473.72	12,085.05	-5,611.33	0.00
200.0000	26153C103	DREAMWORKS ANIMATION SKG INC	01/19/2010	06/17/2011	4,302.93	8,056.70	-3,753.77	0.00
200.0000	26153C103	DREAMWORKS ANIMATION SKG INC	01/19/2010	06/20/2011	4,299.49	8,056.70	-3,757.21	0.00
400.0000	26153C103	DREAMWORKS ANIMATION SKG INC	01/19/2010	06/21/2011	8,596.35	16,113.40	-7,517.05	0.00
500.0000	26153C103	DREAMWORKS ANIMATION SKG INC	Various	06/22/2011	10,737.29	20,108.58	-9,371.29	0.00
300.0000	26153C103	DREAMWORKS ANIMATION SKG INC	01/12/2010	06/22/2011	6,439.37	12,061.89	-5,622.52	0.00
300.0000	26153C103	DREAMWORKS ANIMATION SKG INC	Various	06/22/2011	6,448.34	12,079.14	-5,630.80	0.00
200.0000	26153C103	DREAMWORKS ANIMATION SKG INC	01/12/2010	06/27/2011	4,038.20	8,041.26	-4,003.06	0.00
400.0000	26153C103	DREAMWORKS ANIMATION SKG INC	Various	06/27/2011	8,061.84	16,080.87	-8,019.03	0.00
200.0000	26153C103	DREAMWORKS ANIMATION SKG INC	01/20/2010	06/28/2011	3,998.38	8,040.16	-4,041.78	0.00
100.0000	26153C103	DREAMWORKS ANIMATION SKG INC	01/27/2010	06/28/2011	1,996.62	4,007.12	-2,010.50	0.00
5900.0000	26153C103	DREAMWORKS ANIMATION SKG INC	Various	11/02/2011	103,371.91	234,593.26	-131,221.35	0.00
1900.0000	26153C103	DREAMWORKS ANIMATION SKG INC	Various	11/09/2011	35,131.46	74,714.19	-39,582.73	0.00
1800.0000	26153C103	DREAMWORKS ANIMATION SKG INC	Various	11/10/2011	33,034.22	70,251.93	-37,217.71	0.00
600.0000	26153C103	DREAMWORKS ANIMATION SKG INC	02/01/2010	11/10/2011	10,989.02	23,301.12	-12,312.10	0.00
2800.0000	26153C103	DREAMWORKS ANIMATION SKG INC	Various	11/11/2011	52,525.58	106,145.92	-53,620.34	0.00

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

Recipient's Name and Address:
 THE STANTON FOUNDATION
 C/O ANDREW WEISS, TRUSTEE
 HOLTZ RUBENSTEIN REMINICK LLP
 1430 BROADWAY 17TH FLOOR
 NEW YORK, NY 10018

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

Number of Shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks, Bonds, etc.	Cost or Other Basis	Net Gain or Loss	Federal Income Tax Withheld
1300.0000	26153C103	DREAMWORKS ANIMATION SKG INC	05/25/2010	11/14/2011	23,696.33	40,473.29	-16,776.96	0.00
2300.0000	26153C103	DREAMWORKS ANIMATION SKG INC	05/25/2010	11/15/2011	41,831.36	71,606.59	-29,775.23	0.00
13200.0000	278642103	EBAY INC	Various	03/30/2011	418,016.16	293,680.54	124,335.62	0.00
1200.0000	281020107	EDISON INTERNATIONAL	Various	06/22/2011	46,840.61	39,208.46	7,632.15	0.00
600.0000	281020107	EDISON INTERNATIONAL	01/20/2009	06/22/2011	23,414.55	19,552.74	3,861.81	0.00
2800.0000	281020107	EDISON INTERNATIONAL	01/20/2009	06/23/2011	107,189.50	91,246.12	15,943.38	0.00
1400.0000	281020107	EDISON INTERNATIONAL	01/20/2009	06/23/2011	53,684.48	45,623.06	8,061.42	0.00
200.0000	29266R108	ENERGIZER HOLDINGS INC	05/22/2008	11/08/2011	14,296.46	16,332.26	-2,035.80	0.00
300.0000	29266R108	ENERGIZER HOLDINGS INC	05/22/2008	11/09/2011	20,868.34	24,498.39	-3,630.05	0.00
2050.0000	29266R108	ENERGIZER HOLDINGS INC	Various	11/10/2011	142,191.21	167,311.74	-25,120.53	0.00
900.0000	635693005	FANUC CO	12/09/2008	01/05/2011	136,481.24	54,632.21	81,849.03	0.00
700.0000	635693005	FANUC CO	02/01/2010	10/11/2011	105,593.54	69,947.20	35,646.34	0.00
1200.0000	31428X106	FEDEX CORP	12/24/2006	07/18/2011	108,554.83	129,264.00	-20,709.17	0.00
700.0000	31428X106	FEDEX CORP	12/24/2006	07/19/2011	64,079.98	75,404.00	-11,324.02	0.00
2200.0000	31428X106	FEDEX CORP	Various	10/06/2011	158,763.91	211,252.60	-52,488.69	0.00
900.0000	31428X106	FEDEX CORP	02/19/2010	10/07/2011	64,359.56	73,789.74	-9,430.18	0.00
2100.0000	336433107	FIRST SOLAR INC	02/26/2009	02/04/2011	331,704.59	219,955.26	111,749.33	0.00
1506850.7635	31412N4V5	FNCI 4.0 930636 03/01/2024	09/16/2010	09/26/2011	42,167.78	44,012.62	-1,844.84	0.00
1424742.4840	31412N4V5	FNCI 4.0 930636 03/01/2024	09/16/2010	10/25/2011	82,108.28	85,700.52	-3,592.24	0.00
1322057.1099	31412N4V5	FNCI 4.0 930636 03/01/2024	09/16/2010	11/25/2011	102,685.37	107,177.86	-4,492.49	0.00

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 IRVINE, CA 92618

Number of Shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks, Bonds, etc.	Cost or Other Basis	Net Gain or Loss	Federal Income Tax Withheld
2513804.0000	31412N4V5	FNCL 4.0 930636 03/01/2024	09/16/2010	12/12/2011	1,309,771.90	1,299,559.82	10,212.08	0.00
993071.3865	31368HNG4	FNCL 6.0 190391 09/01/38	12/02/2010	12/27/2011	26,217.15	28,453.80	-2,236.65	0.00
967713.7174	31368HNG4	FNCL 6.0 190391 09/01/38	12/02/2010	12/31/2011	25,357.67	27,520.99	-2,163.32	0.00
3830057.6950	31413EBZ7	FNCL 6.0 942956 09/01/37	01/05/2011	12/31/2011	31,428.32	34,084.99	-2,656.67	0.00
1686284.6819	31413YM24	FNCL 6.0 959477 12-01-37	11/05/2010	11/25/2011	54,908.31	59,953.01	-5,044.70	0.00
1639056.6285	31413YM24	FNCL 6.0 959477 12-01-37	11/05/2010	12/27/2011	47,228.05	51,567.13	-4,339.08	0.00
1611582.1349	31413YM24	FNCL 6.0 959477 12-01-37	11/05/2010	12/31/2011	27,474.49	29,998.71	-2,524.22	0.00
1855052.8325	31416WS78	FNCL 4.0 AB1441 09/01/20	09/03/2010	09/26/2011	41,500.20	43,931.85	-2,431.65	0.00
1790380.2532	31416WS78	FNCL 4.0 AB1441 09/01/20	09/03/2010	10/25/2011	64,692.57	68,483.15	-3,790.58	0.00
1738679.2951	31416WS78	FNCL 4.0 AB1441 09/01/20	09/03/2010	11/25/2011	51,680.97	54,709.15	-3,028.18	0.00
1666281.5056	31416WS78	FNCL 4.0 AB1441 09/01/20	09/03/2010	12/27/2011	72,397.79	76,639.85	-4,242.06	0.00
1633213.3580	31416WS78	FNCL 4.0 AB1441 09/01/20	09/03/2010	12/31/2011	33,068.15	35,005.73	-1,937.58	0.00
3500.0000	370334104	GENERAL MILLS INC	Various	03/30/2011	128,492.68	118,601.57	9,891.11	0.00
1900.0000	370334104	GENERAL MILLS INC	11/16/2009	03/31/2011	69,686.10	64,296.28	5,389.82	0.00
2100.0000	370334104	GENERAL MILLS INC	Various	04/01/2011	76,666.58	71,060.71	5,605.87	0.00
1900.0000	370334104	GENERAL MILLS INC	Various	04/04/2011	69,394.65	64,013.08	5,381.57	0.00
400.0000	370334104	GENERAL MILLS INC	11/19/2009	04/05/2011	14,597.47	13,406.28	1,191.19	0.00
2800.0000	370334104	GENERAL MILLS INC	Various	04/06/2011	102,234.43	93,782.23	8,452.20	0.00
1800.0000	370334104	GENERAL MILLS INC	04/09/2010	07/08/2011	66,226.12	63,629.91	2,596.21	0.00
3100.0000	428236103	HEWLETT-PACKARD CO	Various	07/15/2011	108,837.96	95,305.80	13,532.16	0.00

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1300.0000	428236103	HEWLETT-PACKARD CO	11/18/2008	07/15/2011	45,511.34	42,562.65	2,948.69	0.00
448.0000	054052907	HSBC HOLDINGS PLC UKP	04/08/2008	06/13/2011	4,534.04	7,514.31	-2,980.27	0.00
400.0000	452308109	ILLINOIS TOOL WORKS INC	12/24/2006	08/02/2011	19,622.62	18,480.00	1,142.62	0.00
4800.0000	452308109	ILLINOIS TOOL WORKS INC	12/24/2006	08/03/2011	234,152.46	221,760.00	12,392.46	0.00
400.0000	452308109	ILLINOIS TOOL WORKS INC	12/24/2006	08/11/2011	17,515.34	18,480.00	-964.66	0.00
7999.0000	045449907	IMPERIAL TOBACCO PLC	Various	01/13/2011	243,824.46	299,610.07	-55,785.61	0.00
1645.0000	045449907	IMPERIAL TOBACCO PLC	03/16/2009	01/13/2011	50,145.07	38,362.30	11,782.77	0.00
1845.0000	045449907	IMPERIAL TOBACCO PLC	03/16/2009	01/14/2011	55,966.91	43,026.42	12,940.49	0.00
1300.0000	462846106	IRON MOUNTAIN INC	11/04/2008	01/12/2011	32,364.38	32,168.50	195.88	0.00
700.0000	462846106	IRON MOUNTAIN INC	Various	01/13/2011	17,412.20	16,451.50	960.70	0.00
1000.0000	462846106	IRON MOUNTAIN INC	10/20/2008	01/14/2011	24,773.78	22,904.70	1,869.08	0.00
2000.0000	462846106	IRON MOUNTAIN INC	10/20/2008	01/18/2011	49,859.64	45,809.40	4,050.24	0.00
700.0000	462846106	IRON MOUNTAIN INC	10/20/2008	01/21/2011	17,223.44	16,033.29	1,190.15	0.00
1100.0000	462846106	IRON MOUNTAIN INC	10/20/2008	01/21/2011	27,025.93	25,195.17	1,830.76	0.00
1600.0000	462846106	IRON MOUNTAIN INC	Various	01/24/2011	39,579.87	36,468.13	3,111.74	0.00
700.0000	462846106	IRON MOUNTAIN INC	10/21/2008	01/25/2011	17,386.26	15,923.46	1,462.80	0.00
14200.0000	465036200	ISRAEL CHEMICALS LTD ADR UNSPON	Various	11/14/2011	159,930.09	206,292.11	-46,362.02	0.00
1536.0000	B1Y1SQ901	JERONIMO MARTINS SGPS SA	05/19/2009	01/13/2011	24,002.03	10,075.52	13,926.51	0.00
660.0000	B1Y1SQ901	JERONIMO MARTINS SGPS SA	Various	01/13/2011	10,316.83	4,329.32	5,987.51	0.00
1002.0000	B1Y1SQ901	JERONIMO MARTINS SGPS SA	05/22/2009	01/17/2011	15,486.84	6,607.94	8,878.90	0.00

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 Recipient's Tax ID Number: XX-XXX8005
 Recipient's Name and Address:
 THE STANTON FOUNDATION
 C/O ANDREW WEISS, TRUSTEE
 HOLTZ RUBENSTEIN REMINICK LLP
 1430 BROADWAY 17TH FLOOR
 NEW YORK, NY 10018

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

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks, Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
1685.0000	B1Y1SQ901	JERONIMO MARTINS SGPS SA	Various	01/18/2011	26,002.15	10,999.74	15,002.41	0.00
976.0000	B1Y1SQ901	JERONIMO MARTINS SGPS SA	05/13/2009	01/18/2011	15,152.35	6,253.90	8,898.45	0.00
1677.0000	B1Y1SQ901	JERONIMO MARTINS SGPS SA	Various	01/24/2011	25,492.03	10,745.67	14,746.36	0.00
1360.0000	B1Y1SQ901	JERONIMO MARTINS SGPS SA	Various	01/25/2011	20,776.00	8,988.32	11,787.68	0.00
2035.0000	B1Y1SQ901	JERONIMO MARTINS SGPS SA	Various	01/26/2011	31,219.68	13,179.39	18,040.29	0.00
1416.0000	B1Y1SQ901	JERONIMO MARTINS SGPS SA	07/10/2009	01/26/2011	21,744.33	9,126.50	12,617.83	0.00
1781.0000	B1Y1SQ901	JERONIMO MARTINS SGPS SA	07/10/2009	01/31/2011	27,094.43	11,479.02	15,615.41	0.00
1020.0000	B1Y1SQ901	JERONIMO MARTINS SGPS SA	07/10/2009	02/04/2011	15,275.99	6,574.17	8,701.82	0.00
1366.0000	B1Y1SQ901	JERONIMO MARTINS SGPS SA	07/10/2009	02/07/2011	20,486.33	8,804.24	11,682.09	0.00
3586.0000	B1Y1SQ901	JERONIMO MARTINS SGPS SA	Various	02/08/2011	54,416.39	22,962.23	31,454.16	0.00
1000.0000	647345006	JGC CORP	08/10/2010	09/21/2011	27,820.77	16,294.90	11,525.87	0.00
3000.0000	647345006	JGC CORP	08/10/2010	09/26/2011	74,542.99	48,884.71	25,658.28	0.00
12700.0000	595607904	KONINKLIJKE KPN NV	04/08/2008	01/24/2011	200,466.32	224,853.33	-24,387.01	0.00
2500.0000	50075N104	KRAFT FOODS INC CL A	12/24/2006	08/22/2011	83,992.13	89,831.25	-5,839.12	0.00
4700.0000	50075N104	KRAFT FOODS INC CL A	Various	08/23/2011	158,264.75	152,561.69	5,703.06	0.00
51000.0000	087061008	LLOYDS TSB GROUP PLC	07/28/2010	08/15/2011	28,032.15	58,558.71	-30,526.56	0.00
37100.0000	087061008	LLOYDS TSB GROUP PLC	07/28/2010	08/15/2011	20,660.02	42,598.59	-21,938.57	0.00
31700.0000	087061008	LLOYDS TSB GROUP PLC	07/28/2010	08/16/2011	17,314.77	36,398.26	-19,083.49	0.00
30700.0000	087061008	LLOYDS TSB GROUP PLC	Various	08/17/2011	16,874.28	35,149.86	-18,275.58	0.00
44300.0000	087061008	LLOYDS TSB GROUP PLC	07/28/2010	08/31/2011	23,154.89	50,434.77	-27,279.88	0.00

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 THE STANTON FOUNDATION
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 NEW YORK, NY 10018

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

Number of Shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks, Bonds, etc.	Cost or Other Basis	Net Gain or Loss	Federal Income Tax Withheld
7400.0000	087061008	LLOYDS TSB GROUP PLC	07/28/2010	08/31/2011	3,987.87	8,424.77	-4,436.90	0.00
4200.0000	087061008	LLOYDS TSB GROUP PLC	07/28/2010	09/01/2011	2,404.87	4,781.62	-2,376.75	0.00
400.0000	087061008	LLOYDS TSB GROUP PLC	07/28/2010	09/02/2011	219.47	455.40	-235.93	0.00
400.0000	087061008	LLOYDS TSB GROUP PLC	07/28/2010	09/05/2011	201.38	455.39	-254.01	0.00
2200.0000	548661107	LOWES COMPANIES INC	12/24/2006	09/13/2011	42,080.35	66,973.50	-24,893.15	0.00
1400.0000	548661107	LOWES COMPANIES INC	12/24/2006	09/14/2011	26,984.48	42,619.50	-15,635.02	0.00
13100.0000	548661107	LOWES COMPANIES INC	12/24/2006	09/14/2011	255,187.02	398,796.75	-143,609.73	0.00
10500.0000	548661107	LOWES COMPANIES INC	12/24/2006	09/19/2011	209,969.71	319,646.25	-109,676.54	0.00
21900.0000	548661107	LOWES COMPANIES INC	12/24/2006	09/20/2011	441,059.70	666,690.75	-225,631.05	0.00
1100.0000	565849106	MARATHON OIL CORP COM	07/01/2008	04/11/2011	56,795.64	57,389.64	-594.00	0.00
3100.0000	565849106	MARATHON OIL CORP COM	Various	04/12/2011	155,333.67	160,158.25	-4,824.58	0.00
800.0000	565849106	MARATHON OIL CORP COM	06/02/2008	04/12/2011	40,150.66	41,189.68	-1,039.02	0.00
1600.0000	580135101	MCDONALDS CORP	07/20/2010	07/22/2011	141,718.55	111,729.92	29,988.63	0.00
500.0000	585055106	MEDTRONIC INC	Various	03/16/2011	18,254.54	24,274.73	-6,020.19	0.00
2300.0000	585055106	MEDTRONIC INC	Various	03/16/2011	84,421.48	97,411.99	-12,990.51	0.00
3100.0000	585055106	MEDTRONIC INC	Various	03/17/2011	114,896.50	85,880.49	29,016.01	0.00
600.0000	585055106	MEDTRONIC INC	03/12/2009	03/17/2011	22,273.37	16,279.86	5,993.51	0.00
13700.0000	58933Y105	MERCK & CO INC	Various	01/25/2011	458,147.97	411,284.63	46,863.34	0.00
7000.0000	58933Y105	MERCK & CO INC	05/19/2009	02/03/2011	229,759.38	180,304.60	49,454.78	0.00
2800.0000	58933Y105	MERCK & CO INC	Various	02/03/2011	91,980.75	72,104.56	19,876.19	0.00

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 THE STANTON FOUNDATION
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 1430 BROADWAY 17TH FLOOR
 NEW YORK, NY 10018

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

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
1284.0000	529412900	MUENCHENER RUECK NAMEN VINK (REG)	12/05/2008	01/05/2011	190,407.94	185,940.86	4,467.08	0.00
800.0000	641089406	NESTLE NAM SPON ADR	12/24/2006	01/03/2011	47,439.35	28,440.00	18,999.35	0.00
2500.0000	641089406	NESTLE NAM SPON ADR	12/24/2006	01/04/2011	143,793.81	88,875.00	54,918.81	0.00
400.0000	663955003	NINTENDO	Various	01/24/2011	108,639.25	222,569.89	-113,930.64	0.00
400.0000	663955003	NINTENDO	04/08/2008	10/18/2011	62,838.98	216,561.02	-153,722.04	0.00
400.0000	663955003	NINTENDO	Various	10/19/2011	62,513.68	158,821.05	-96,307.37	0.00
1000.0000	663955003	NINTENDO	Various	10/20/2011	153,466.05	283,399.55	-129,933.50	0.00
900.0000	663955003	NINTENDO	Various	11/07/2011	139,237.45	246,103.30	-106,865.85	0.00
200.0000	654445303	NINTENDO CO LTD ADR UNSPON	12/03/2008	10/17/2011	3,894.22	8,269.42	-4,375.20	0.00
100.0000	654445303	NINTENDO CO LTD ADR UNSPON	12/03/2008	10/18/2011	1,956.72	4,134.71	-2,177.99	0.00
200.0000	654445303	NINTENDO CO LTD ADR UNSPON	12/03/2008	10/21/2011	3,873.52	8,269.42	-4,395.90	0.00
200.0000	654445303	NINTENDO CO LTD ADR UNSPON	12/03/2008	10/24/2011	3,877.30	8,269.42	-4,392.12	0.00
100.0000	654445303	NINTENDO CO LTD ADR UNSPON	12/03/2008	10/26/2011	1,822.22	4,134.71	-2,312.49	0.00
200.0000	654445303	NINTENDO CO LTD ADR UNSPON	12/03/2008	10/27/2011	3,588.93	8,269.42	-4,680.49	0.00
100.0000	654445303	NINTENDO CO LTD ADR UNSPON	12/04/2008	10/28/2011	1,931.46	4,099.79	-2,168.33	0.00
100.0000	654445303	NINTENDO CO LTD ADR UNSPON	12/04/2008	10/28/2011	1,921.46	4,099.79	-2,178.33	0.00
100.0000	654445303	NINTENDO CO LTD ADR UNSPON	12/04/2008	10/31/2011	1,896.46	4,099.79	-2,203.33	0.00
100.0000	654445303	NINTENDO CO LTD ADR UNSPON	12/04/2008	11/03/2011	1,866.46	4,099.79	-2,233.33	0.00
1000.0000	654445303	NINTENDO CO LTD ADR UNSPON	Various	11/07/2011	19,134.83	40,001.52	-20,866.69	0.00

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 Recipient's Tax ID Number: XX-XXX8005
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 THE STANTON FOUNDATION
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 NEW YORK, NY 10018

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

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds etc	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
6600.0000	670346105	NUCOR CORP	Various	01/14/2011	291,398.92	227,677.26	63,721.66	0.00
6300.0000	70706P955	PENGROWTH ENERGY CORP C\$	Various	11/08/2011	64,953.87	71,422.00	-6,468.13	0.00
4000.0000	70706P955	PENGROWTH ENERGY CORP C\$	Various	11/09/2011	40,353.43	45,418.76	-5,065.34	0.00
900.0000	70706P955	PENGROWTH ENERGY CORP C\$	03/15/2010	11/10/2011	9,124.78	10,219.23	-1,094.45	0.00
2300.0000	713448108	PEPSICO INC	12/24/2006	02/18/2011	145,820.18	145,181.75	638.43	0.00
2200.0000	713448108	PEPSICO INC	12/24/2006	04/06/2011	144,633.58	138,869.50	5,764.08	0.00
900.0000	713448108	PEPSICO INC	12/24/2006	04/07/2011	59,187.45	56,810.25	2,377.20	0.00
595000.0000	717081C24	Pfizer Inc 4.45% 3/15/12	Various	12/08/2011	601,293.08	627,831.95	-26,538.87	0.00
1500.0000	73755L107	POTASH CORP OF SASKATCHEWAN INC US\$	12/24/2006	01/25/2011	243,731.66	70,363.75	173,367.91	0.00
1000.0000	742718109	PROCTER & GAMBLE CO	05/19/2009	07/25/2011	63,565.07	53,119.40	10,445.67	0.00
400.0000	742718109	PROCTER & GAMBLE CO	05/19/2009	07/26/2011	25,377.99	21,247.76	4,130.23	0.00
100.0000	742718109	PROCTER & GAMBLE CO	05/19/2009	07/28/2011	6,217.55	5,311.94	905.61	0.00
100.0000	742718109	PROCTER & GAMBLE CO	05/19/2009	07/29/2011	6,207.44	5,311.94	895.50	0.00
200.0000	742718109	PROCTER & GAMBLE CO	05/19/2009	08/01/2011	12,283.94	10,623.88	1,660.06	0.00
600.0000	742718109	PROCTER & GAMBLE CO	05/19/2009	08/02/2011	36,677.95	31,871.64	4,806.31	0.00
1400.0000	742718109	PROCTER & GAMBLE CO	Various	08/03/2011	84,947.00	74,267.20	10,679.80	0.00
1000.0000	747525103	QUALCOMM INC	07/16/2008	05/23/2011	56,273.91	47,001.70	9,272.21	0.00
1300.0000	747525103	QUALCOMM INC	Various	06/09/2011	72,771.56	59,848.85	12,922.71	0.00
3300.0000	747525103	QUALCOMM INC	Various	06/10/2011	180,548.44	149,421.90	31,126.54	0.00

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

Number of Shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks, Bonds, etc.	Cost or Other Basis	Net Gain or Loss	Federal Income Tax Withheld
700.0000	B24CGK904	RECKITT BENCKISER GROUP PLC	04/08/2008	04/19/2011	36,415.01	38,686.96	-2,271.95	0.00
200.0000	B24CGK904	RECKITT BENCKISER GROUP PLC	04/08/2008	04/20/2011	10,577.93	11,053.42	-475.49	0.00
2000.0000	B24CGK904	RECKITT BENCKISER GROUP PLC	04/08/2008	07/08/2011	111,121.65	110,534.18	587.47	0.00
2258.0000	B16CYP903	RELIANCE INDUSTRIES LTD GDR (SEAO)	Various	10/05/2011	69,967.40	105,859.95	-35,892.55	0.00
2032.0000	B16CYP903	RELIANCE INDUSTRIES LTD GDR (SEAO)	Various	10/06/2011	64,301.95	94,086.52	-29,784.57	0.00
1110.0000	B16CYP903	RELIANCE INDUSTRIES LTD GDR (SEAO)	Various	10/07/2011	36,022.92	50,945.05	-14,922.13	0.00
7100.0000	775109960	ROGERS COMMUNICATION	Various	01/14/2011	256,244.73	169,365.52	86,879.21	0.00
8752.0000	B1VQ25903	SANDVIK AB	Various	03/10/2011	164,275.52	85,756.22	78,519.30	0.00
4848.0000	B1VQ25903	SANDVIK AB	08/04/2009	03/14/2011	88,742.16	47,050.29	41,691.87	0.00
1415.0000	484628904	SAP AG	12/09/2008	12/09/2011	82,442.28	51,683.58	30,758.70	0.00
250.0000	484628904	SAP AG	12/09/2008	12/12/2011	14,191.68	9,131.38	5,060.30	0.00
674.0000	484628904	SAP AG	12/09/2008	12/13/2011	38,545.01	24,618.18	13,926.83	0.00
3100.0000	803054204	SAP AG SPON ADR	12/24/2006	01/05/2011	155,383.63	162,246.25	-6,862.62	0.00
300.0000	806857108	SCHLUMBERGER LTD	10/19/2009	03/09/2011	26,653.19	21,258.24	5,394.95	0.00
7333.0000	983JWR907	SHANGRI-LA ASIA LTD RTS EXP 02/07/2011	Various	01/28/2011	703.91	0.00	703.91	0.00
4100.0000	B2QKY0906	SHIRE PLC	02/04/2009	10/10/2011	129,397.92	61,187.40	68,210.52	0.00
1300.0000	B2QKY0906	SHIRE PLC	02/04/2009	10/10/2011	41,123.09	19,400.88	21,722.21	0.00
1100.0000	B2QKY0906	SHIRE PLC	02/04/2009	10/11/2011	34,670.56	16,416.13	18,254.43	0.00
1200.0000	B2QKY0906	SHIRE PLC	02/04/2009	10/12/2011	37,719.23	17,908.51	19,810.72	0.00

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 IRVINE, CA 92618

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks, Bonds, etc.	Cost or Other Basis	Net Gain or Loss	Federal Income Tax Withheld
527.0000	572797900	SIEMENS AG NAMEN	Various	06/13/2011	67,962.06	43,678.63	24,283.43	0.00
2932.0000	572797900	SIEMENS AG NAMEN	Various	08/05/2011	320,358.91	183,248.91	137,110.00	0.00
737.0000	572797900	SIEMENS AG NAMEN	02/20/2009	08/05/2011	79,051.29	40,507.58	38,543.71	0.00
1204.0000	572797900	SIEMENS AG NAMEN	02/20/2009	12/02/2011	121,989.08	66,175.21	55,793.87	0.00
5000.0000	677062903	SOFTBANK CORP	04/08/2008	01/05/2011	173,202.17	96,135.53	77,066.64	0.00
2200.0000	677062903	SOFTBANK CORP	Various	03/10/2011	90,742.69	51,534.94	39,207.75	0.00
3900.0000	677062903	SOFTBANK CORP	04/08/2008	06/02/2011	145,018.02	74,985.72	70,032.30	0.00
3600.0000	677062903	SOFTBANK CORP	Various	06/10/2011	136,798.35	68,034.33	68,764.02	0.00
2300.0000	677062903	SOFTBANK CORP	09/17/2008	06/14/2011	85,649.62	35,150.73	50,498.89	0.00
8100.0000	040828907	STANDARD CHARTERED	05/15/2008	03/23/2011	209,065.47	248,499.11	-39,433.64	0.00
700.0000	863236105	STRAYER ED INC	Various	11/08/2011	63,764.29	137,022.54	-73,258.25	0.00
10000.0000	685992000	SUN HUNG KAI PROP	10/06/2009	01/05/2011	171,074.86	140,823.91	30,250.95	0.00
213.0000	801463908	SYNTHES INC	Various	03/09/2011	28,675.10	28,964.23	-289.13	0.00
765.0000	801463908	SYNTHES INC	Various	03/09/2011	102,484.89	104,037.32	-1,552.43	0.00
381.0000	801463908	SYNTHES INC	06/30/2008	03/09/2011	51,040.25	51,826.72	-786.47	0.00
158.0000	801463908	SYNTHES INC	06/27/2008	03/10/2011	21,290.71	21,493.65	-202.94	0.00
2500.0000	87612E106	TARGET CORP	12/24/2006	11/17/2011	132,294.45	143,223.75	-10,929.30	0.00
2700.0000	87612E106	TARGET CORP	12/24/2006	11/18/2011	142,673.90	154,681.65	-12,007.75	0.00
7600.0000	088470000	TESCO PLC	11/12/2009	02/08/2011	48,812.90	53,181.25	-4,368.35	0.00
600.0000	088470000	TESCO PLC	11/12/2009	02/08/2011	3,817.51	4,198.52	-381.01	0.00

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

2011 Tax Information Statement

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Account Number: 70-734500
 Recipient's Tax ID Number: XX-XXX8005
☐ Corrected ☐ 2nd TIN notice

Recipient's Name and Address:
 THE STANTON FOUNDATION
 C/O ANDREW WEISS, TRUSTEE
 HOLTZ RUBENSTEIN REMINICK LLP
 1430 BROADWAY 17TH FLOOR
 NEW YORK, NY 10018

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

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks, Bonds, etc	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
13700.0000	088470000	TESCO PLC	Various	09/21/2011	78,427.07	105,392.43	-26,965.36	0.00
14300.0000	088470000	TESCO PLC	04/08/2008	09/21/2011	81,672.54	114,108.54	-32,436.00	0.00
3100.0000	088470000	TESCO PLC	11/12/2009	09/21/2011	17,289.69	21,692.35	-4,402.66	0.00
14400.0000	088470000	TESCO PLC	Various	09/23/2011	80,826.43	114,398.37	-33,571.94	0.00
18400.0000	088470000	TESCO PLC	Various	09/23/2011	103,865.53	141,904.05	-38,038.52	0.00
4000.0000	088470000	TESCO PLC	07/23/2008	09/26/2011	23,114.81	30,848.71	-7,733.90	0.00
4800.0000	088470000	TESCO PLC	Various	09/26/2011	27,820.61	35,864.49	-8,043.88	0.00
4700.0000	088470000	TESCO PLC	08/19/2008	09/27/2011	27,836.53	33,535.45	-5,698.92	0.00
7500.0000	088470000	TESCO PLC	Various	09/29/2011	44,375.16	53,514.00	-9,138.84	0.00
2300.0000	088470000	TESCO PLC	08/19/2008	09/29/2011	13,610.24	16,410.96	-2,800.72	0.00
1200.0000	088470000	TESCO PLC	08/19/2008	10/03/2011	6,873.24	8,562.24	-1,689.00	0.00
300.0000	088470000	TESCO PLC	08/19/2008	10/05/2011	1,774.38	2,140.56	-366.18	0.00
200.0000	088470000	TESCO PLC	08/19/2008	10/05/2011	1,181.11	1,427.04	-245.93	0.00
10100.0000	254687106	THE WALT DISNEY CO	Various	01/21/2011	400,747.16	270,371.54	130,375.62	0.00
54000.0000	690355904	TINGYI HOLDING CORP	Various	02/21/2011	126,438.09	121,988.44	4,449.65	0.00
2000.0000	612528901	TREND MICRO INC	04/08/2008	03/28/2011	52,769.17	75,193.84	-22,424.67	0.00
1900.0000	612528901	TREND MICRO INC	04/08/2008	03/29/2011	49,579.57	71,434.15	-21,854.58	0.00
1700.0000	612528901	TREND MICRO INC	04/08/2008	03/30/2011	44,634.42	63,914.76	-19,280.34	0.00
1000.0000	612528901	TREND MICRO INC	04/08/2008	03/31/2011	26,402.81	37,596.92	-11,194.11	0.00
1300.0000	907818108	UNION PACIFIC CORP	12/24/2006	01/26/2011	122,432.42	59,031.38	63,401.04	0.00

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2011 Tax Information Statement

Page 34 of 61

Account Number: 70-734500
 Recipient's Tax ID Number: XX-XXX8005
 Recipient's Name and Address:
 THE STANTON FOUNDATION
 C/O ANDREW WEISS, TRUSTEE
 HOLTZ RUBENSTEIN REMINICK LLP
 1430 BROADWAY 17TH FLOOR
 NEW YORK, NY 10018

☐ Corrected ☐ 2nd TIN notice

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

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks, Bonds, etc	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
600.0000	907818108	UNION PACIFIC CORP	12/24/2006	01/27/2011	56,899.30	27,245.25	29,654.05	0.00
4300.0000	907818108	UNION PACIFIC CORP	12/24/2006	08/09/2011	385,617.88	195,257.62	190,360.26	0.00
4700.0000	917047102	URBAN OUTFITTERS INC	Various	06/10/2011	136,381.97	171,515.27	-35,133.30	0.00
3900.0000	917047102	URBAN OUTFITTERS INC	Various	06/13/2011	112,705.50	139,337.38	-26,631.88	0.00
2000.0000	917047102	URBAN OUTFITTERS INC	Various	06/13/2011	57,728.89	72,679.38	-14,950.49	0.00
3115000.0000	912828LW8	US TREASURY NOTE 1.0% 09/30/2011	Various	09/30/2011	3,115,000.00	3,137,884.26	-22,884.26	0.00
1200.0000	929160109	VULCAN MATERIALS CO	Various	12/14/2011	45,582.08	86,933.74	-41,351.66	0.00
5400.0000	929160109	VULCAN MATERIALS CO	Various	12/15/2011	209,071.03	303,960.10	-94,889.07	0.00
1900.0000	H27013103	WEATHERFORD INTL LTD US\$	04/21/2010	12/19/2011	25,336.01	31,637.47	-6,301.46	0.00
3000.0000	H27013103	WEATHERFORD INTL LTD US\$	04/21/2010	12/19/2011	39,294.14	49,953.90	-10,659.76	0.00
12800.0000	H27013103	WEATHERFORD INTL LTD US\$	Various	12/20/2011	173,267.71	212,857.34	-39,589.63	0.00
6500.0000	H27013103	WEATHERFORD INTL LTD US\$	02/24/2010	12/20/2011	88,835.08	107,755.70	-18,920.62	0.00
Total Long Term 15% Sales						35,404,719	34,597,329	807,390

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

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.

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

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

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

Part I only ☒

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

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions. THE STANTON FOUNDATION C/O HOLTZ RUBENSTEIN REMINICK, LLP	Employer identification number (EIN) or ☒ 13-3598005
	Number, street, and room or suite no. If a P.O. box, see instructions. 1430 BROADWAY, 17TH FL	Social security number (SSN) ☐
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. NEW YORK, NY 10018	

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

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	01	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 **NOVEMBER 15, 2012**, to file the exempt organization return for the organization named above. The extension is for the organization's return for.
► ☒ calendar year **2011** or
► ☐ tax year beginning _____, and ending _____

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

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	0.
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.	3b	\$	0.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0.

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 Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form 8868 (Rev. 1-2012)