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Form 990-PF

Department of the Treasury
Internal Revenue ServiceReturn of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

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

OMB No 1545-0052

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation

THE STANTON FOUNDATION
C/O BAKER TILLY

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☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name changeD 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 foundationE 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)

\$ 221,311,214.

J Accounting method: ☒ Cash ☐ Accrual☐ Other (specify)

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

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)

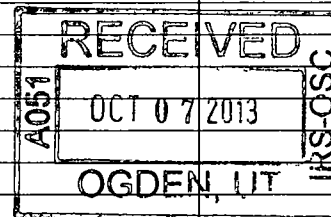
(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

Revenue	1	Contributions, gifts, grants, etc., received	50,000.		N/A	
	2	Check ☐ if the foundation is not required to attach Sch. B				
	3	Interest on savings and temporary cash investments	58.	58.		STATEMENT 1
	4	Dividends and interest from securities	5,872,455.	5,801,420.		STATEMENT 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	1,789,124.			
	b	Gross sales price for all assets on line 6a	124,950,086.			
	7	Capital gain net income (from Part IV, line 2)		1,789,124.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
Operating and Administrative Expenses	b	Less: Cost of goods sold				
	c	Gross profit or (loss)				
	11	Other income	<1,225.>	<1,225.>		STATEMENT 3
	12	Total. Add lines 1 through 11	7,710,412.	7,589,377.		
	13	Compensation of officers, directors, trustees, etc.	325,000.	65,000.		260,000.
	14	Other employee salaries and wages	43,333.	0.		43,333.
	15	Pension plans, employee benefits				
	16a	Legal fees STMT 4	3,049.	305.		2,744.
	b	Accounting fees STMT 5	76,675.	18,966.		57,709.
	c	Other professional fees STMT 6	24,750.	0.		24,750.
	17	Interest				
	18	Taxes STMT 7	294,796.	203,555.		3,718.
	19	Depreciation and depletion	245.	0.		
	20	Occupancy	9,790.	0.		9,790.
	21	Travel, conferences, and meetings	108,341.	0.		108,341.
	22	Printing and publications				
	23	Other expenses STMT 8	1,079,773.	1,044,989.		25,624.
	24	Total operating and administrative expenses. Add lines 13 through 23	1,965,752.	1,332,815.		536,009.
	25	Contributions, gifts, grants paid	12,558,266.			12,558,266.
	26	Total expenses and disbursements. Add lines 24 and 25	14,524,018.	1,332,815.		13,094,275.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	<6,813,606.>			
	b	Net investment income (if negative, enter -0-)		6,256,562.		
	c	Adjusted net income (if negative, enter -0-)			N/A	



POSTMARK DATE OCT 03 2013

SCANNED OCT 7 2013 Administrative Expenses

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	906,919.	439,232.	439,232.
2 Savings and temporary cash investments	7,472,559.	6,247,326.	6,247,326.
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 10	89,240,824.	87,083,246.	110,730,014.
c Investments - corporate bonds			
11 Investments - land, buildings, and equipment basis ▶			
Less: accumulated depreciation ▶			
12 Investments - mortgage loans			
13 Investments - other STMT 11	105,564,514.	102,543,966.	101,989,123.
14 Land, buildings, and equipment: basis ▶ 1,224.			
Less: accumulated depreciation STMT 9 ▶ 306.	1,163.	918.	918.
15 Other assets (describe ▶ STATEMENT 12)	1,846,916.	1,904,601.	1,904,601.
16 Total assets (to be completed by all filers)	205,032,895.	198,219,289.	221,311,214.
Liabilities			
17 Accounts payable and accrued expenses			
18 Grants payable			
19 Deferred revenue			
20 Loans from officers, directors, trustees and other disqualified persons			
21 Mortgages and other notes payable			
22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances			
Foundations that follow SFAS 117, check here ▶ ☐			
and complete lines 24 through 26 and lines 30 and 31.			
24 Unrestricted			
25 Temporarily restricted			
26 Permanently restricted			
Foundations that do not follow SFAS 117, check here ▶ ☒			
and complete lines 27 through 31			
27 Capital stock, trust principal, or current funds	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	205,032,895.	198,219,289.	
30 Total net assets or fund balances	205,032,895.	198,219,289.	
31 Total liabilities and net assets/fund balances	205,032,895.	198,219,289.	

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	205,032,895.
2 Enter amount from Part I, line 27a	2	<6,813,606.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	198,219,289.
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	198,219,289.

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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	12/31/12
b CAPITAL GUARDIAN (SEE ATTACHED)	P	VARIOUS	12/31/12
c RETURN OF CAPITAL			
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 63,141,147.		63,582,722.	<441,575.>
b 61,806,618.		59,565,852.	2,240,766.
c		12,388.	<12,388.>
d 2,321.			2,321.
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			<441,575.>
b			2,240,766.
c			<12,388.>
d			2,321.
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	1,789,124.
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	If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	10,247,957.	225,830,374.	.045379
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

2 Total of line 1, column (d)	2	.334555
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	.066911
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	217,621,766.
5 Multiply line 4 by line 3	5	14,561,290.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	62,566.
7 Add lines 5 and 6	7	14,623,856.
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	13,094,275.

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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	125,131.
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	125,131.
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	125,131.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	81,964.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	75,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	156,964.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	150.	
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	31,683.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax ☐ 31,683. Refunded ☐	11	0.	

Part VII-A Statements Regarding Activities

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?		Yes	No
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? <i>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</i>			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? <i>If "Yes," attach a detailed description of the activities</i>	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV.</i>	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ <u>NY</u>			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i>	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10		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?	13	X	

Website address ► N/A

14 The books are in care of ► BAKER-TILLY Telephone no. ► (212) 697-6900
 Located at ► ONE PENN PLAZA, SUITE 3000, NEW YORK, NY ZIP+4 ► 10119

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ☐
 and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A

16 At any time during calendar year 2012, 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? ☐ Yes ☒ No
 See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►

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)?	<u>N/A</u>	
Organizations relying on a current notice regarding disaster assistance check here ☐		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?		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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	☐ 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.)	<u>N/A</u>	
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 2012 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 2012.)		X
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?		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

6b

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

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	TRUSTEE			
C/O BTVK; ONE PENN PLAZA, STE 3000				
NEW YORK, NY 10119	20.00	100,000.	0.	0.
ELISABETH K. ALLISON	TRUSTEE			
69 PINEHURST ROAD				
BELMONT, MA 02178	30.00	225,000.	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	
2	
3	
4	

Part IX-B**Summary of Program-Related Investments**

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

	Amount
1 N/A	
2	
All other program-related investments See instructions	
3	

Total. Add lines 1 through 3

0.

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	213,854,202.
b	Average of monthly cash balances	1b	5,106,182.
c	Fair market value of all other assets	1c	1,975,419.
d	Total (add lines 1a, b, and c)	1d	220,935,803.
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	220,935,803.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	3,314,037.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	217,621,766.
6	Minimum investment return. Enter 5% of line 5	6	10,881,088.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	10,881,088.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	125,131.
b	Income tax for 2012 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	125,131.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	10,755,957.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	10,755,957.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	10,755,957.

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	13,094,275.
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	13,094,275.
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	13,094,275.

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 (2012)

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				10,755,957.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 13,094,275.				
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				10,755,957.
e Remaining amount distributed out of corpus	2,338,318.			
5 Excess distributions carryover applied to 2012 (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	2,338,318.			
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 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
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 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	2,338,318.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012	2,338,318.			

N/A

▶

☐ 4942(1)(3) or ☐ 4942(1)(5)

(4) Gross investment income

[illegible]

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 (2012)

C/O BAKER TILLY

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	165,221.
ASPEN STRATEGY GROUP ONE DUPONT CIRCLE, NW WASHINGTON, DC 20036	NONE	501(C)(3)	CHARITABLE CONTRIBUTION	100,000.
COUNCIL ON FOREIGN RELATIONS 58 EAST 68TH STREET NEW YORK, NY 10065	NONE	501(C)(3)	CHARITABLE CONTRIBUTION	375,000.
HARVARD UNIVERSITY MASSACHUSETTS HALL CAMBRIDGE, MA 02138	NONE	501(C)(3)	CHARITABLE CONTRIBUTION	2,512,500.
HIGH SCHOOL CIVICS - SEE ATTACHED LIST SEE ATTACHED	NONE	501(C)(3)	CHARITABLE CONTRIBUTION	175,000.
Total			SEE CONTINUATION SHEET(S) ▶ 3a	12,558,266.
b Approved for future payment				
NONE				
Total			▶ 3b	0

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	58.		
4 Dividends and interest from securities			14	5,872,455.		
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			14	<1,225.>		
8 Gain or (loss) from sales of assets other than inventory			18	1,789,124.		
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.		7,660,412.		0.
13 Total Add line 12, columns (b), (d), and (e)					13	7,660,412.

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

Line No ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).
--------------	---

[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		

**Sign
Here**

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

Signature of officer or trustee

9/27/13
Date

TRUSTEE
Title

May the IRS discuss this return with the preparer shown below (see instr)?

☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

RANDI A. SCHUSTER

Preparer's signature

Preparer's signature
Rene F Krau
VIRCHOW KRAU

Date _____

09/26/13

Check ☐ self-employed

PTIN

P00747022

Firm's name ► **BAKER TILLY VIRCHOW KRAUSE, LLP**

Firm's EIN ▶ 39-0859910

Firm's address ► ONE PENN PLAZA - SUITE 3000
NEW YORK, NY 10119

Phone no. 212-697-6900

Form **990-PF** (2012)

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

2012

Name of the organization

THE STANTON FOUNDATION
C/O BAKER TILLY

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) (2012)

Name of organization

THE STANTON FOUNDATION

C/O BAKER TILLY

Employer identification number

13-3598005

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	THE FRANK STANTON 2002 TRUST C/O BTVK, ONE PENN PLAZA, SUITE 3000 NEW YORK, NY 10119	\$ 50,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization

THE STANTON FOUNDATION

C/O BAKER TILLY

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
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization

Employer identification number

THE STANTON FOUNDATION

C/O BAKER TILLY

13-3598005

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

2012 Tax Information Statement

Page 8 of 105

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
 ONE PENN PLAZA 30TH FLOOR
 NEW YORK, NY 10119

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

2012 Proceeds from Broker and Barter Exchange Transactions

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

Quantity Sold	Cusip	Description	Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol	Bonds, etc	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
Short Term Sales											
G1151C101	1400.0000	ACCENTURE PLC US\$	08/17/2012	Various	ACN		77,687.62	0.00	7,827.78	0.00	0.00
G1151C101	1600.0000	ACCENTURE PLC US\$	08/20/2012	Various	ACN		86,585.42	0.00	10,797.35	0.00	0.00
009158106	100.0000	AIR PRODUCTS & CHEMICALS INC	11/21/2012	10/19/2012	APD		8,219.15	0.00	-25.71	0.00	0.00
01741R102	800.0000	ALLEGHENY TECHNOLOGIES INC	01/18/2012	08/31/2011	ATI		39,927.36	0.00	-37.57	0.00	0.00
01741R102	3400.0000	ALLEGHENY TECHNOLOGIES INC	05/24/2012	Various	ATI		117,540.46	0.00	-51,418.22	0.00	0.00
01741R102	600.0000	ALLEGHENY TECHNOLOGIES INC	05/25/2012	08/30/2011	ATI		20,584.58	0.00	-8,994.64	0.00	0.00
067901959	5800.0000	BARRICK GOLD CORP C\$	03/30/2012	Various	ABX.CN		295,515.44	0.00	-42,575.09	0.00	0.00
067901959	3000.0000	BARRICK GOLD CORP C\$	05/24/2012	Various	ABX.CN		117,489.50	0.00	-32,000.33	0.00	0.00
055451AJ7	25000.0000	BHP BILLITON FIN USA LTD 1.125% 11/21/14	02/21/2012	11/16/2011			24,918.65	0.00	305.85	0.00	0.00

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

2012 Tax Information Statement

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Account Number: 70-734500
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 ONE PENN PLAZA 30TH FLOOR
 NEW YORK, NY 10119

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

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

Cusip	Description	Date of Sale or Exchange	Quantity Sold	Stock or Other Symbol	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
055451AJ7	BHP BILLITON FIN USA LTD 1 125% 11/21/14								
465000.0000	02/21/2012 11/16/2011			468,799.05	463,486.81	0.00	5,312.24	0.00	0.00
05567L668	BNP PARIBAS 3 25% 03/11/2015								
335000.0000	02/23/2012 08/24/2011			338,021.70	323,181.51	0.00	14,840.19	0.00	0.00
110122108	BRISTOL-MYERS SQUIBB CO			BMJ					
7700.0000	11/23/2012 Various			250,369.12	267,424.64	0.00	-17,055.52	0.00	0.00
110122108	BRISTOL-MYERS SQUIBB CO			BMJ					
1300.0000	11/26/2012 01/10/2012			42,151.55	45,022.12	0.00	-2,870.57	0.00	0.00
110122108	BRISTOL-MYERS SQUIBB CO			BMJ					
3700.0000	11/26/2012 01/10/2012			120,063.41	128,139.88	0.00	-8,076.47	0.00	0.00
124765959	CAE INC			CAE CN					
3300.0000	11/14/2012 Various			32,117.58	36,083.07	0.00	-3,965.49	0.00	0.00
124765959	CAE INC			CAE CN					
4200.0000	11/15/2012 Various			39,728.72	43,244.10	0.00	-3,515.38	0.00	0.00
124765959	CAE INC			CAE CN					
3500.0000	11/15/2012 Various			33,236.69	35,390.07	0.00	-2,153.38	0.00	0.00
124765959	CAE INC			CAE CN					
2700.0000	11/15/2012 Various			25,535.07	26,904.84	0.00	-1,369.77	0.00	0.00

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

2012 Tax Information Statement

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Account Number:

70-734500

Recipient's Tax ID Number:

XX-XX8005

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

☐ Corrected

☐ 2nd TIN notice

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THE STANTON FOUNDATION
C/O ANDREW WEISS, TRUSTEE
HOLTZ RUBENSTEIN REMINICK LLP
ONE PENN PLAZA 30TH FLOOR
NEW YORK, NY 10119

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

Quantity Sold	Cusip	Description	Date of Sale or Exchange	Stock or Other Symbol	Stocks, Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
124765959	CAE INC			CAE.CN						
2900.0000		11/16/2012 Various		27,418.34		28,477.18	0.00	-1,058.84	0.00	0.00
124765959	CAE INC			CAE.CN						
3200.0000		11/19/2012 Various		30,606.88		31,593.39	0.00	-986.51	0.00	0.00
124765959	CAE INC			CAE.CN						
3500.0000		11/19/2012 Various		33,586.52		33,982.15	0.00	-395.63	0.00	0.00
124765959	CAE INC			CAE.CN						
400.0000		11/20/2012 12/08/2011		3,762.77		3,892.44	0.00	-129.67	0.00	0.00
124765959	CAE INC			CAE.CN						
2400.0000		11/20/2012 Various		22,541.37		23,354.66	0.00	-813.29	0.00	0.00
15135U950	CENOVUS ENERGY INC C\$			CVE.CN						
508.0000		01/24/2012 Various		18,510.56		19,980.80	0.00	-1,470.24	0.00	0.00
15135U950	CENOVUS ENERGY INC C\$			CVE.CN						
1492.0000		01/25/2012 Various		53,972.50		58,286.52	0.00	-4,314.02	0.00	0.00
15135U950	CENOVUS ENERGY INC C\$			CVE.CN						
2500.0000		04/16/2012 Various		84,522.89		93,686.62	0.00	-9,163.73	0.00	0.00
15135U950	CENOVUS ENERGY INC C\$			CVE.CN						
200.0000		04/17/2012 07/11/2011		6,806.38		7,494.93	0.00	-688.55	0.00	0.00

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2012 Tax Information Statement

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THE STANTON FOUNDATION
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ONE PENN PLAZA 30TH FLOOR
NEW YORK, NY 10119

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

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

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

Cusip	Description	Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
235851102	DANAHER CORP				DHR					
1000.0000	01/24/2012	04/01/2011			52,521.09	52,673.40	0.00	-152.31	0.00	0.00
235851AK8	DANAHER CORP SR UNSEC 1.3% 06/23/14									
345000.0000	03/27/2012	06/20/2011			350,288.85	344,787.83	0.00	5,501.02	0.00	0.00
B1Y9TB906	DANONE				BN.FP					
1282.0000	02/06/2012	12/05/2011			81,260.32	83,565.19	0.00	-2,304.87	0.00	0.00
617520903	DBS GROUP HOLDINGS LTD				DBS.SP					
11000.0000	11/22/2012	09/28/2012			123,800.01	129,448.59	0.00	-5,648.58	0.00	0.00
023740905	DIAGEO PLC				DGE.LN					
4300.0000	09/13/2012	07/13/2012			116,531.16	112,769.62	0.00	3,761.54	0.00	0.00
278058102	EATON CORP									
25300.0000	12/13/2012	Various			1,306,871.50	1,215,277.48	0.00	91,594.02	0.00	0.00
292505955	ENCANA CORP				ECA.CN					
4600.0000	11/12/2012	08/15/2012			95,346.25	102,954.06	0.00	-7,607.81	0.00	0.00
30303M102	FACEBOOK INC-A				FB					
15800.0000	06/25/2012	Various			510,252.72	567,434.16	0.00	-57,181.44	0.00	0.00
31428X106	FEDEX CORP				FDX					
400.0000	06/14/2012	01/24/2012			34,921.21	36,362.28	0.00	-1,441.07	0.00	0.00

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

2012 Tax Information Statement

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Account Number: 70-734500
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 C/O ANDREW WEISS, TRUSTEE
 HOLTZ RUBENSTEIN REMINICK LLP
 ONE PENN PLAZA 30TH FLOOR
 NEW YORK, NY 10119

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

Cusip	Description	Date of Sale or Exchange	Stocks or Other Symbol	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
31428X106	FEDEX CORP							
600.0000	06/14/2012	01/24/2012	52,067.55	54,543.42	0.00	-2,475.87	0.00	0.00
3129415G8	FGLMC 4.5 A93547	08/01/40						
2113232.6266	05/15/2012	04/09/2012	54,783.21	58,463.96	0.00	-3,680.75	0.00	0.00
3129415G8	FGLMC 4.5 A93547	08/01/40						
2067087.8504	06/15/2012	04/09/2012	46,144.78	49,245.13	0.00	-3,100.35	0.00	0.00
3129415G8	FGLMC 4.5 A93547	08/01/40						
1978170.0295	07/16/2012	04/09/2012	88,917.82	94,891.99	0.00	-5,974.17	0.00	0.00
3129415G8	FGLMC 4.5 A93547	08/01/40						
1936752.5291	08/15/2012	04/09/2012	41,417.50	44,200.24	0.00	-2,782.74	0.00	0.00
3129415G8	FGLMC 4.5 A93547	08/01/40						
1849530.7522	09/17/2012	04/09/2012	87,221.78	93,081.99	0.00	-5,860.21	0.00	0.00
3129415G8	FGLMC 4.5 A93547	08/01/40						
1759712.7437	10/15/2012	04/09/2012	89,818.01	95,852.66	0.00	-6,034.65	0.00	0.00
3129415G8	FGLMC 4.5 A93547	08/01/40						
1718404.4733	11/15/2012	04/09/2012	41,308.27	44,083.67	0.00	-2,775.40	0.00	0.00
3129415G8	FGLMC 4.5 A93547	08/01/40						
1668229.5404	12/17/2012	04/09/2012	50,174.93	53,546.06	0.00	-3,371.13	0.00	0.00

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Account Number: 70-734500

Recipient's Tax ID Number: XX-XXX8005

CAPITAL GUARDIAN TRUST COMPANY
C/O PCS TAX, 6455 IRVINE CENTER DR, C-28
IRVINE, CA 92618

☐ Corrected ☐ 2nd TIN notice

Recipient's Name and Address:
THE STANTON FOUNDATION
C/O ANDREW WEISS, TRUSTEE
HOLTZ RUBENSTEIN REMINICK LLP
ONE PENN PLAZA 30TH FLOOR
NEW YORK, NY 10119

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

Cusip	Description	Date of Sale or Exchange	Date of Acquisition	Stocks, Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
02R042637	FGLMC 4.5 TBA 03/12 03/01/42								
2075000 0000	02/29/2012	01/12/2012		2,205,984.38	2,200,391.60	0.00	5,592.78	0.00	0.00
02R042645	FGLMC 4.5 TBA 04/12 04/01/42								
2075000 0000	04/09/2012	02/29/2012		2,211,171.88	2,202,742.19	0.00	8,429.69	0.00	0.00
02R042645	FGLMC 4.5 TBA 04/12 04/01/42								
2075000 0000	04/09/2012	04/09/2012		2,210,685.55	2,210,685.55	0.00	0.00	0.00	0.00
3128UHLJL0	FHLMC POOL #1B8916 ARH5 MHA VAR 10/1/41								
1017949 7790	07/16/2012	05/02/2012		1,874.82	1,992.58	0.00	-117.76	0.00	0.00
3128UHLJL0	FHLMC POOL #1B8916 ARH5 MHA VAR 10/1/41								
1016124 0600	08/15/2012	05/02/2012		1,825.72	1,940.40	0.00	-114.68	0.00	0.00
3128UHLJL0	FHLMC POOL #1B8916 ARH5 MHA VAR 10/1/41								
1014467 1495	09/17/2012	05/02/2012		1,656.91	1,760.99	0.00	-104.08	0.00	0.00
3128UHLJL0	FHLMC POOL #1B8916 ARH5 MHA VAR 10/1/41								
1012625 2290	10/15/2012	05/02/2012		1,841.92	1,957.62	0.00	-115.70	0.00	0.00
3128UHLJL0	FHLMC POOL #1B8916 ARH5 MHA VAR 10/1/41								
1010891 8260	11/15/2012	05/02/2012		1,733.40	1,842.28	0.00	-108.88	0.00	0.00
3128UHLJL0	FHLMC POOL #1B8916 ARH5 MHA VAR 10/1/41								
1007251 2030	11/30/2012	05/02/2012		1,817.22	1,931.37	0.00	-114.15	0.00	0.00

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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
 ONE PENN PLAZA 30TH FLOOR
 NEW YORK, NY 10119

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Cusip	Description	Date of Sale or Exchange	Quantity Sold	Stock or Other Symbol	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
3128UJUL0	FHLMC POOL #188916 ARH5 MHA VAR 10/1/41								
1009088.4275	12/17/2012 05/02/2012			1,823.40	1,937.93	0.00	-114.53	0.00	0.00
3137AEV69	FHMS K703 A1 1.873% 01/25/18								
542173.9070	01/25/2012 08/24/2011			1,854.34	1,872.86	0.00	-18.52	0.00	0.00
3137AEV69	FHMS K703 A1 1.873% 01/25/18								
540311.4530	02/27/2012 08/24/2011			1,862.45	1,881.06	0.00	-18.61	0.00	0.00
3137AEV69	FHMS K703 A1 1.873% 01/25/18								
537811.4995	03/26/2012 08/24/2011			2,499.95	2,524.93	0.00	-24.98	0.00	0.00
3137AEV69	FHMS K703 A1 1.873% 01/25/18								
535798.0485	04/25/2012 08/24/2011			2,013.45	2,033.56	0.00	-20.11	0.00	0.00
3137AEV69	FHMS K703 A1 1.873% 01/25/18								
532906.9020	05/25/2012 08/24/2011			2,891.15	2,920.03	0.00	-28.88	0.00	0.00
3137AEV69	FHMS K703 A1 1.873% 01/25/18								
529862.3110	06/25/2012 08/24/2011			3,044.59	3,075.00	0.00	-30.41	0.00	0.00
3137AEV69	FHMS K703 A1 1.873% 01/25/18								
526322.5055	07/25/2012 08/24/2011			3,539.81	3,575.16	0.00	-35.35	0.00	0.00
3137ANMM4	FHMS K707 A1 (MF) 1.615% 09/25/18								
249181.7475	05/25/2012 04/11/2012			818.25	826.41	0.00	-8.16	0.00	0.00

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Account Number: 70-734500
 Recipient's Tax ID Number: XX-XXX8005
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 HOLTZ RUBENSTEIN REMINICK LLP
 ONE PENN PLAZA 30TH FLOOR
 NEW YORK, NY 10119

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Cusp	Description	Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol	Stocks, Bonds, etc.	Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
3137ANMM4	FHMS K707 A1 (MF) 1.615% 09/25/18	248425.3850	06/25/2012	04/11/2012	756.36	763.90	0.00	0.00	-7.54	0.00	0.00
3137ANMM4	FHMS K707 A1 (MF) 1.615% 09/25/18	247601.7500	07/25/2012	04/11/2012	823.64	831.85	0.00	0.00	-8.21	0.00	0.00
3137ANMM4	FHMS K707 A1 (MF) 1.615% 09/25/18	246839.8025	08/27/2012	04/11/2012	761.95	769.54	0.00	0.00	-7.59	0.00	0.00
3137ANMM4	FHMS K707 A1 (MF) 1.615% 09/25/18	246075.1675	09/25/2012	04/11/2012	764.64	772.26	0.00	0.00	-7.62	0.00	0.00
3137ANMM4	FHMS K707 A1 (MF) 1.615% 09/25/18	245243.4950	10/25/2012	04/11/2012	831.67	839.96	0.00	0.00	-8.29	0.00	0.00
3137ANMM4	FHMS K707 A1 (MF) 1.615% 09/25/18	244328.9175	11/26/2012	04/11/2012	914.58	923.69	0.00	0.00	-9.11	0.00	0.00
3137ANMM4	FHMS K707 A1 (MF) 1.615% 09/25/18	243272.4450	12/26/2012	04/11/2012	1,056.47	1,067.00	0.00	0.00	-10.53	0.00	0.00
3137AQS22	FHMS K708 A1 (MF) 1.67% 10-25-18	498587.4200	07/25/2012	05/23/2012	1,412.58	1,433.74	0.00	0.00	-21.16	0.00	0.00
3137AQS22	FHMS K708 A1 (MF) 1.67% 10-25-18	497278.4800	08/27/2012	05/23/2012	1,308.94	1,328.55	0.00	0.00	-19.61	0.00	0.00

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THE STANTON FOUNDATION
C/O ANDREW WEISS, TRUSTEE
HOLTZ RUBENSTEIN REMINICK LLP
ONE PENN PLAZA 30TH FLOOR
NEW YORK, NY 10119

Account Number:
70-734500
XX-XXX8005

Recipient's Tax ID Number:

☐ 2nd TIN notice

☐ Corrected

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

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

Cusip	Description	Date of Sale or Exchange	Acquisition	Stock or Other Symbol	Stocks, Bonds, etc.	Cost or Other Basis	Wash-Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
3137AQS22	FHMS K708 A1 (MF)	09/25/2012	05/23/2012	1,313.49	1,333.16	0.00	0.00	-19.67	0.00	0.00
495964.9950										
3137AQS22	FHMS K708 A1 (MF)	10/25/2012	05/23/2012	1,426.15	1,447.52	0.00	0.00	-21.37	0.00	0.00
494538.8450										
3137AQS22	FHMS K708 A1 (MF)	11/26/2012	05/23/2012	1,323.02	1,342.84	0.00	0.00	-19.82	0.00	0.00
493215.8300										
3137AQS22	FHMS K708 A1 (MF)	12/26/2012	05/23/2012	1,435.40	1,456.91	0.00	0.00	-21.51	0.00	0.00
491780.4300										
3137ARPX8	FHMS K710 A1 (MF)	08/27/2012	07/11/2012	2,709.49	2,750.12	0.00	0.00	-40.63	0.00	0.00
1057290.5128										
3137ARPX8	FHMS K710 A1 (MF)	09/25/2012	07/11/2012	2,718.84	2,759.61	0.00	0.00	-40.77	0.00	0.00
1054571.6764										
3137ARPX8	FHMS K710 A1 (MF)	10/25/2012	07/11/2012	2,953.75	2,998.05	0.00	0.00	-44.30	0.00	0.00
1051617.9228										
3137ARPX8	FHMS K710 A1 (MF)	11/26/2012	07/11/2012	2,738.44	2,779.51	0.00	0.00	-41.07	0.00	0.00
1048879.4870										
3137ARPX8	FHMS K710 A1 (MF)	12/26/2012	07/11/2012	2,972.79	3,017.38	0.00	0.00	-44.59	0.00	0.00
1045906.6958										

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THE STANTON FOUNDATION
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HOLTZ RUBENSTEIN REMINICK LLP
ONE PENN PLAZA 30TH FLOOR
NEW YORK, NY 10119

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

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

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

Cusip	Description	Date of Sale or Exchange	Stock or Other Symbol	Stocks, Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
336433107	FIRST SOLAR INC								
200.0000	02/08/2012	08/08/2011		9,207.84	20,054.48	0.00	-10,846.64	0.00	0.00
			FSLR						
336433107	FIRST SOLAR INC								
900.0000	02/08/2012	08/08/2011		41,184.01	90,245.16	0.00	-49,061.15	0.00	0.00
			FSLR						
336433107	FIRST SOLAR INC								
1900.0000	02/09/2012	08/08/2011		89,492.84	190,517.56	0.00	-101,024.72	0.00	0.00
3136A4TW9	FNA 12-M2 A1 1.824% 02/25/22								
372667.6350	03/26/2012	02/15/2012		2,332.37	2,355.64	0.00	-23.27	0.00	0.00
3136A4TW9	FNA 12-M2 A1 1.824% 02/25/22								
370723.7513	04/25/2012	02/15/2012		1,943.88	1,963.28	0.00	-19.40	0.00	0.00
3136A4TW9	FNA 12-M2 A1 1.824% 02/25/22								
368573.9138	05/25/2012	02/15/2012		2,149.84	2,171.29	0.00	-21.45	0.00	0.00
3136A4TW9	FNA 12-M2 A1 1.824% 02/25/22								
366613.9125	06/25/2012	02/15/2012		1,960.00	1,979.56	0.00	-19.56	0.00	0.00
3136A4TW9	FNA 12-M2 A1 1.824% 02/25/22								
364448.4113	07/25/2012	02/15/2012		2,165.50	2,187.11	0.00	-21.61	0.00	0.00
3136A4TW9	FNA 12-M2 A1 1.824% 02/25/22								
362472.1688	08/27/2012	02/15/2012		1,976.24	1,995.97	0.00	-19.73	0.00	0.00

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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
 ONE PENN PLAZA 30TH FLOOR
 NEW YORK, NY 10119

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

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

Cusip	Description	Date of Sale or Exchange	Acquisition	Stocks, Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
3136A4TW9	FNA 12-M2 A1 1.824% 02/25/22	09/25/2012	02/15/2012	1,984.02	2,003.82	0.00	-19.80	0.00	0.00
360488.1488									
3136A4TW9	FNA 12-M2 A1 1.824% 02/25/22	10/25/2012	02/15/2012	2,188.85	2,210.69	0.00	-21.84	0.00	0.00
359299.3038									
3136A4TW9	FNA 12-M2 A1 1.824% 02/25/22	11/26/2012	02/15/2012	2,000.45	2,020.41	0.00	-19.96	0.00	0.00
356298.8550									
3136A4TW9	FNA 12-M2 A1 1.824% 02/25/22	12/26/2012	02/15/2012	2,204.81	2,226.82	0.00	-22.01	0.00	0.00
354094.0425									
3138LQ2W3	FNCI 3.0 AO0788 MHA 04/01/27	11/26/2012	09/27/2012	10,149.21	10,812.08	0.00	-662.87	0.00	0.00
2017402.5800									
3138LQ2W3	FNCI 3.0 AO0788 MHA 04/01/27	12/26/2012	09/27/2012	15,679.16	16,703.21	0.00	-1,024.05	0.00	0.00
2001723.4163									
3138LQ2W3	FNCI 3.0 AO0788 MHA 04/01/27	12/31/2012	09/27/2012	18,953.51	20,191.41	0.00	-1,237.90	0.00	0.00
1982769.9038									
01F0304B1	FNCI 3.0 TBA 11/12 11/01/27	10/31/2012	10/03/2012	2,118,665.63	2,128,087.50	0.00	-9,421.87	0.00	0.00
2010000.0000									
01F0304C9	FNCI 3.0 TBA 12/12 12-01-27	12/10/2012	10/31/2012	2,121,099.61	2,116,781.25	0.00	4,318.36	0.00	0.00
2010000.0000									

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ONE PENN PLAZA 30TH FLOOR
NEW YORK, NY 10119

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

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

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01F0324A9	FNCI 3.5 TBA	10/10/2012	10/01/27			3,179,327.73	0.00	-817.57	0.00	0.00
2990000.0000										
01F0324A9	FNCI 3.5 TBA	10/10/2012	10/01/27			3,181,079.69	0.00	0.00	0.00	0.00
2990000.0000										
01F0324B7	FNCI 3.5 TBA	11/12/2012	11-01-27			3,171,619.14	0.00	-5,255.86	0.00	0.00
2990000.0000										
01F0324C5	FNCI 3.5 TBA	12/12/2012	12-01-27			3,170,334.38	0.00	3,503.90	0.00	0.00
2990000.0000										
01F040412	FNCI 4.0 TBA	01/13/2013	01-01-28			1,315,161.56	0.00	6,792.18	0.00	0.00
1242000.0000										
01F040420	FNCI 4.0 TBA	02/13/2013	02-01-28			1,313,512.03	0.00	2,619.85	0.00	0.00
1242000.0000										
01F040438	FNCI 4.0 TBA	03/13/2013	03-01-28			1,316,325.94	0.00	1,358.44	0.00	0.00
1242000.0000										
01F040446	FNCI 4.0 TBA	04/12/2013	04-01/27			1,319,770.55	0.00	4,803.05	0.00	0.00
1242000.0000										
01F040453	FNCI 4.0 TBA	05/12/2013	05-01/12			1,321,177.50	0.00	2,716.87	0.00	0.00
1242000.0000										

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 ONE PENN PLAZA 30TH FLOOR
 NEW YORK, NY 10119

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01F040461	FNCI 4.0 TBA	06/12 06/01/27							
1242000 0000		06/05/2012	05/01/2012	1,317,102.19	1,320,013.13	0.00	-2,910.94	0.00	0.00
01F040479	FNCI 4.0 TBA	07/12 07-01-27							
1242000 0000		07/11/2012	06/05/2012	1,326,368.67	1,316,520.00	0.00	9,848.67	0.00	0.00
01F040487	FNCI 4.0 TBA	08/12 08-01-27							
1242000 0000		08/06/2012	07/11/2012	1,329,667.73	1,325,835.00	0.00	3,832.73	0.00	0.00
01F040495	FNCI 4.0 TBA	09/12 09-01-27							
1242000 0000		09/06/2012	08/06/2012	1,329,619.22	1,328,940.00	0.00	679.22	0.00	0.00
01F0404A2	FNCI 4.0 TBA	10/10 10-01-27							
1242000 0000		10/09/2012	09/06/2012	1,327,096.41	1,329,328.13	0.00	-2,231.72	0.00	0.00
01F0404B0	FNCI 4.0 TBA	11/12 11-01-27							
1242000 0000		11/09/2012	10/09/2012	1,326,417.19	1,326,611.25	0.00	-194.06	0.00	0.00
01F0404C8	FNCI 4.0 TBA	12/12 12-01-27							
1242000 0000		12/11/2012	11/09/2012	1,330,783.59	1,326,223.13	0.00	4,560.46	0.00	0.00
01F0304A3	FNCI 3.0 TBA	10/12 10/01/27							
2010000 0000		10/03/2012	09/10/2012	2,130,914.06	2,118,273.05	0.00	12,641.01	0.00	0.00
31418AN38	FNCN 2.5 MA	1309 12-01-22							
1586896 7040		12/31/2012	12/26/2012	13,103.30	13,746.18	0.00	-642.88	0.00	0.00

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ONE PENN PLAZA 30TH FLOOR
NEW YORK, NY 10119

Account Number: 70-734500
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C/O PCS TAX, 6455 IRVINE CENTER DR, C-2B
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3138AAYK9	FNMA POOL #AJ7013 ARH5 VAR 12/01/41									
1068477.1700		01/25/2012	11/17/2011		23,270.51	23,986.81	0.00	-716.30	0.00	0.00
3138AAYK9	FNMA POOL #AJ7013 ARH5 VAR 12/01/41									
1063413.4500		02/27/2012	11/17/2011		3,063.72	3,158.03	0.00	-94.31	0.00	0.00
3138AAYK9	FNMA POOL #AJ7013 ARH5 VAR 12/01/41									
1060197.6330		03/26/2012	11/17/2011		3,215.82	3,314.80	0.00	-98.98	0.00	0.00
3138AAYK9	FNMA POOL #AJ7013 ARH5 VAR 12/01/41									
1057211.9140		04/25/2012	11/17/2011		2,985.72	3,077.62	0.00	-91.90	0.00	0.00
3138AAYK9	FNMA POOL #AJ7013 ARH5 VAR 12/01/41									
1054071.2050		05/25/2012	11/17/2011		3,140.71	3,237.38	0.00	-96.67	0.00	0.00
3138AAYK9	FNMA POOL #AJ7013 ARH5 VAR 12/01/41									
1043560.6500		06/25/2012	11/17/2011		10,510.56	10,834.08	0.00	-323.52	0.00	0.00
3138AAYK9	FNMA POOL #AJ7013 ARH5 VAR 12/01/41									
1040437.4750		07/25/2012	11/17/2011		3,123.18	3,219.31	0.00	-96.13	0.00	0.00
3138AAYK9	FNMA POOL #AJ7013 ARH5 VAR 12/01/41									
1036206.9850		08/27/2012	11/17/2011		4,230.49	4,360.71	0.00	-130.22	0.00	0.00
3138AAYK9	FNMA POOL #AJ7013 ARH5 VAR 12/01/41									
1020137.9540		09/25/2012	11/17/2011		16,069.03	16,563.66	0.00	-494.63	0.00	0.00

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THE STANTON FOUNDATION
C/O ANDREW WEISS, TRUSTEE
HOLTZ RUBENSTEIN REMINICK LLP
ONE PENN PLAZA 30TH FLOOR
NEW YORK, NY 10119

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

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

☐ Corrected ☐ 2nd TIN notice

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3138AYYK9	FNMA POOL #AJ7013 ARH5 VAR 12/01/41								
1001130.5920	10/25/2012 11/17/2011			19,007.36	19,592.43	0.00	-585.07	0.00	0.00
31412VF78	FNMA POOL#935890 ARH5 WP 05-01-40								
2092432.9536	03/26/2012 01/27/2012			1,102.60	1,165.14	0.00	-62.54	0.00	0.00
31412VF78	FNMA POOL#935890 ARH5 WP 05-01-40								
2091070.6308	04/25/2012 01/27/2012			1,362.32	1,439.59	0.00	-77.27	0.00	0.00
31412VF78	FNMA POOL#935890 ARH5 WP 05-01-40								
2090008.8828	05/25/2012 01/27/2012			1,061.75	1,121.97	0.00	-60.22	0.00	0.00
31412VF78	FNMA POOL#935890 ARH5 WP 05-01-40								
2015865.5652	06/25/2012 01/27/2012			74,143.32	78,348.63	0.00	-4,205.31	0.00	0.00
31412VF78	FNMA POOL#935890 ARH5 WP 05-01-40								
2014565.9228	07/25/2012 01/27/2012			1,199.64	1,267.68	0.00	-68.04	0.00	0.00
31412VF78	FNMA POOL#935890 ARH5 WP 05-01-40								
1847186.5968	08/27/2012 01/27/2012			167,479.33	176,978.55	0.00	-9,499.22	0.00	0.00
31412VF78	FNMA POOL#935890 ARH5 WP 05-01-40								
1680135.2424	09/25/2012 01/27/2012			167,051.35	176,526.30	0.00	-9,474.95	0.00	0.00
31412VF78	FNMA POOL#935890 ARH5 WP 05-01-40								
1678955.6880	10/25/2012 01/27/2012			1,179.55	1,246.46	0.00	-66.91	0.00	0.00

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 HOLTZ RUBENSTEIN REMINICK LLP
 ONE PENN PLAZA 30TH FLOOR
 NEW YORK, NY 10119

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Cusip	Description	Date of Sale or Exchange	Quantity Sold	Stock or Other Symbol	Stocks, Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
31412VF78	FNMA POOL#935890 ARH5 WP 05-01-40									
1629094.3236	11/26/2012 01/27/2012			49,861.36		52,689.44	0.00	-2,828.08	0.00	0.00
31412VF78	FNMA POOL#935890 ARH5 WP 05-01-40									
1627894.3572	12/14/2012 01/27/2012			1,199.97		1,268.03	0.00	-68.06	0.00	0.00
31412VF78	FNMA POOL#935890 ARH5 WP 05-01-40									
1626601.0464	12/31/2012 01/27/2012			1,293.31		1,366.67	0.00	-73.36	0.00	0.00
36962G5N0	GEN ELEC CAP CORP SR UNSEC 2.9% 01/09/17									
550000.0000	03/29/2012 01/06/2012			571,472.00		552,238.50	0.00	19,233.50	0.00	0.00
369604AY9	GEN ELEC CORP 5 0% 02-01-13									
640000.0000	01/06/2012 05/04/2011			667,896.96		683,628.80	0.00	-15,731.84	0.00	0.00
36962G5W0	GENERAL ELEC CAP CORP SR UNSEC 2.3% 04/27/2017									
250000.0000	11/14/2012 04/24/2012			258,802.50		249,710.71	0.00	9,091.79	0.00	0.00
636679003	GENTING SINGAPORE PLC									
107000.0000	12/12/2012 04/13/2012			114,175.60		146,198.15	0.00	-32,022.55	0.00	0.00
38141G104	GOLDMAN SACHS GROUP INC									
4100.0000	05/24/2012 Various			396,076.95		541,599.48	0.00	-145,522.53	0.00	0.00
642910004	HITACHI									
24000.0000	11/22/2012 03/30/2012			137,179.91		155,201.41	0.00	-24,021.50	0.00	0.00

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 ONE PENN PLAZA 30TH FLOOR
 NEW YORK, NY 10119

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Cusip	Description	Date of Sale or Exchange	Quantity Sold	Stock or Other Symbol	Cost or Other Basis	Wash-Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
054052907	HSBC HOLDINGS PLC UKP	01/26/2012	0044	IRM	0.03	0.04	-0.01	0.00	0.00
462846106	IRON MOUNTAIN INC	11/30/2012	6593	IRM	20.96	21.67	-0.71	0.00	0.00
46634SAA3	JPMCC 12-C6 A1 1.0305% 05/15/45	05/17/2012	493763.1835		6.236 82	6.236 81	0.01	0.00	0.00
46634SAA3	JPMCC 12-C6 A1 1.0305% 05/15/45	06/15/2012	487113.7447		6.649 44	6.649 43	0.01	0.00	0.00
46634SAA3	JPMCC 12-C6 A1 1.0305% 05/15/45	07/17/2012	479334.6032		7.779 14	7.779 13	0.01	0.00	0.00
46634SAA3	JPMCC 12-C6 A1 1.0305% 05/15/45	08/17/2012	472541.2890		6.793 31	6.793 31	0.00	0.00	0.00
46634SAA3	JPMCC 12-C6 A1 1.0305% 05/15/45	09/17/2012	465715.5254		6.825 76	6.825 76	0.00	0.00	0.00
46634SAA3	JPMCC 12-C6 A1 1.0305% 05/15/45	10/17/2012	457837.4394		7.878 09	7.878 08	0.01	0.00	0.00
46634SAA3	JPMCC 12-C6 A1 1.0305% 05/15/45	11/19/2012	450941.4092		6.896 03	6.896 02	0.01	0.00	0.00

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 ONE PENN PLAZA 30TH FLOOR
 NEW YORK, NY 10119

Capital Guardian Trust Company
 C/O PCS TAX, 6455 IRVINE CENTER DR, C-2B
 IRVINE, CA 92618

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Cusip	Description	Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol	Quantity Sold	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
46634SAA3	JPMCC 12-C6 A1 1.0305% 05/15/45									
442994.9959	12/17/2012 04/18/2012			7,946.41		7,946.41	0.00	0.00	0.00	0.00
649796000	KURITA WATER INDUSTRIES LTD			6370 JP						
1400.0000	03/22/2012 12/09/2011			34,092.30		36,410.44	0.00	-2,318.14	0.00	0.00
649796000	KURITA WATER INDUSTRIES LTD			6370 JP						
1300.0000	03/23/2012 12/08/2011			31,692.15		33,661.46	0.00	-1,969.31	0.00	0.00
649796000	KURITA WATER INDUSTRIES LTD			6370 JP						
600.0000	03/26/2012 12/08/2011			14,499.16		15,536.06	0.00	-1,036.90	0.00	0.00
60528BAK8	MS ST BUS FIN 0.85% 5/1/37 5/1/12 (OPT)									
500000.0000	05/01/2012 10/28/2011			500,000.00		500,000.00	0.00	0.00	0.00	0.00
670851104	OI SA ON ADR			OIBR C						
2200	04/09/2012 05/24/2011			1.27		2.60	0.00	-1.33	0.00	0.00
670851203	OI SA PN ADR			OIBR						
3840	04/09/2012 05/24/2011			5.74		10.03	0.00	-4.29	0.00	0.00
69331C108	PG&E CORP			PCG						
900.0000	04/04/2012 09/08/2011			38,943.65		37,606.50	0.00	1,337.15	0.00	0.00
69331C108	PG&E CORP			PCG						
1600.0000	04/05/2012 09/08/2011			68,589.66		66,856.00	0.00	1,733.66	0.00	0.00

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 HOLTZ RUBENSTEIN REMINICK LLP
 ONE PENN PLAZA 30TH FLOOR
 NEW YORK, NY 10119

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

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Cusip	Description	Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
69331C108	PG&E CORP	04/09/2012	09/08/2011	PCG	41,785.00	0.00	833.24	0.00	0.00
1000.0000				42,618.24					
71715N106	PHARMASSET INC	01/13/2012	Various	VRUS	121,910.42	0.00	97,289.58	0.00	0.00
1600.0000				219,200.00					
760759100	REPUBLIC SERVICES INC	11/12/2012	01/11/2012	RSG	29,969.83	0.00	-572.99	0.00	0.00
1100.0000				29,396.84					
760759100	REPUBLIC SERVICES INC	11/12/2012	01/11/2012	RSG	32,694.36	0.00	-634.56	0.00	0.00
1200.0000				32,059.80					
760759100	REPUBLIC SERVICES INC	11/16/2012	01/11/2012	RSG	8,173.59	0.00	-69.27	0.00	0.00
300.0000				8,104.32					
780259206	ROYAL DUTCH SHELL CL A ADR	09/13/2012	Various	RDS A	133,506.84	0.00	-3,861.33	0.00	0.00
1800.0000				129,645.51					
808857108	SCHLUMBERGER LTD	09/13/2012	10/28/2011	SLB	30,250.00	0.00	-466.67	0.00	0.00
400.0000				29,783.33					
808513105	SCHWAB CHARLES NEW	02/07/2012	07/15/2011	SCHW	1,512.62	0.00	-277.15	0.00	0.00
100.0000				1,235.47					
808513105	SCHWAB CHARLES NEW	02/07/2012	07/15/2011	SCHW	6,050.48	0.00	-1,098.26	0.00	0.00
400.0000				4,952.22					

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IRVINE, CA 92618

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Cusip	Description	Date of Sale or Exchange	Quantity Sold	Stock or Other Symbol	Bonds, etc.	Cost or Other Basis	Wash Sale Loss/Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
808513105	SCHWAB CHARLES NEW	02/07/2012	3000.0000	SCHW	37,129.68	45,378.60	0.00	-8,248.92	0.00	0.00
808513105	SCHWAB CHARLES NEW	02/08/2012	1300.0000	SCHW	18,151.14	19,664.06	0.00	-3,512.92	0.00	0.00
808513105	SCHWAB CHARLES NEW	02/09/2012	600.0000	SCHW	7,403.61	9,075.72	0.00	-1,672.11	0.00	0.00
808513105	SCHWAB CHARLES NEW	02/10/2012	300.0000	SCHW	3,645.91	4,537.86	0.00	-891.95	0.00	0.00
808513105	SCHWAB CHARLES NEW	02/10/2012	400.0000	SCHW	4,884.30	6,050.48	0.00	-1,166.18	0.00	0.00
677062903	SOFTBANK CORP	10/24/2012	1800.0000		58,103.86	59,040.46	0.00	-936.60	0.00	0.00
040828907	STANDARD CHARTERED	10/29/2012	2384		5.68	5.88	0.00	-0.20	0.00	0.00
B67C2G906	SWIRE PROPERTIES LTD	02/01/2012	14350.0000	1972.HK	36,040.70	26,390.80	0.00	9,649.90	0.00	0.00
088470000	TESCO PLC	02/17/2012	10400.0000		52,381.96	55,847.09	0.00	-3,465.13	0.00	0.00

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91324PBS0	UNITED HEALTH SR UNSEC 1 875% 11/15/16							
200000.0000	02/24/2012 11/07/2011		203,534.00	198,353.60	0.00	5,180.40	0.00	0.00
913017BX6	UNITED TECHNOLOGIES CORP FRN SR UNSEC VAR							
480000.0000	06/01/2015 05/29/2012		484,622.40	480,000.00	0.00	4,622.40	0.00	0.00
913017BY4	UNITED TECHNOLOGIES CORP SR UNSEC 1 2% 06/01/2015							
210000.0000	10/10/2012 05/29/2012		214,326.00	212,034.90	0.00	2,291.10	0.00	0.00
913017BY4	UNITED TECHNOLOGIES CORP SR UNSEC 1 2% 06/01/2015							
270000.0000	10/11/2012 05/29/2012		275,513.40	272,616.30	0.00	2,897.10	0.00	0.00
912828GN4	US TREASURY I/L FRN 2.0% 04/15/12							
2200000.0000	03/23/2012 01/05/2012		2,465,011.68	2,469,521.67	0.00	-4,509.99	0.00	0.00
912828SK7	US TREASURY NOTE 0.375% 03/15/15							
2750000.0000	03/28/2012 03/23/2012		2,739,356.02	2,736,366.63	0.00	2,989.39	0.00	0.00
912828MB3	US TREASURY NOTE 1.125% 12/15/12							
1075000.0000	01/12/2012 02/03/2011		1,084,864.56	1,083,905.95	0.00	958.61	0.00	0.00
912828MB3	US TREASURY NOTE 1.125% 12/15/12							
980000.0000	01/18/2012 02/03/2011		988,839.69	988,118.91	0.00	720.78	0.00	0.00
912828MN7	US TREASURY NOTE 1.375% 02-15-13							
2700000.0000	01/27/2012 06/03/2011		2,734,584.71	2,746,626.23	0.00	-12,041.52	0.00	0.00

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IRVINE, CA 92618

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Cusip	Description	Date of Sale or Exchange	Stock or Other Symbol	Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
92769L101	VIRGIN MEDIA INC		VMED						
3200.0000	01/13/2012	08/31/2011		74,766.88	81,639.36	0.00	-6,872.48	0.00	0.00
92769L101	VIRGIN MEDIA INC		VMED						
1200.0000	01/13/2012	08/31/2011		28,147.85	30,614.76	0.00	-2,466.91	0.00	0.00
92769L101	VIRGIN MEDIA INC		VMED						
1000.0000	01/17/2012	08/31/2011		23,647.54	25,512.30	0.00	-1,864.76	0.00	0.00
92769L101	VIRGIN MEDIA INC		VMED						
8200.0000	01/17/2012	Various		193,839.35	209,029.95	0.00	-15,190.60	0.00	0.00
Total Short Term Sales				63,141,147.16	63,582,721.63	0.00	-441,574.47	0.00	0.00
Long Term 15% Sales									
88579Y101	3M COMPANY		MMM						
800.0000	01/24/2012	02/11/2010		68,490.68	64,196.00	0.00	4,294.68	0.00	0.00
88579Y101	3M COMPANY		MMM						
1500.0000	09/13/2012	Various		136,211.94	120,032.92	0.00	16,179.02	0.00	0.00
88579Y101	3M COMPANY		MMM						
2300.0000	11/13/2012	Various		206,181.40	180,617.69	0.00	25,563.71	0.00	0.00
00846U101	AGILENT TECHNOLOGIES INC		A						
1000.0000	01/19/2012	04/08/2008		41,852.59	31,387.98	0.00	10,464.61	0.00	0.00

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Cusip	Description	Date of Sale or Exchange	Stock or Other Symbol	Stocks, Bonds, etc.	Cost or Other Basis	Wash Sale, Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
00846U101	AGILENT TECHNOLOGIES INC		A						
2100.0000	01/20/2012 04/08/2008			86,154.62	65,914.75	0.00	20,239.87	0.00	0.00
B4TX8S909	AIA GROUP LTD		1299.HK						
38000.0000	09/13/2012 Various			138,260.70	118,627.02	0.00	19,633.68	0.00	0.00
009158106	AIR PRODUCTS & CHEMICALS INC		APD						
2100.0000	09/13/2012 12/24/2006			174,909.07	148,706.25	0.00	26,202.82	0.00	0.00
009158106	AIR PRODUCTS & CHEMICALS INC		APD						
1300.0000	11/21/2012 12/24/2006			106,514.67	92,056.25	0.00	14,458.42	0.00	0.00
010392EY0	ALABAMA PWR CO 4.85% 12/15/12								
485000.0000	12/17/2012 Various			485,000.00	524,270.70	0.00	-39,270.70	0.00	0.00
01741R102	ALLEGHENY TECHNOLOGIES INC		ATI						
200.0000	01/19/2012 08/15/2008			10,057.94	9,735.72	0.00	322.22	0.00	0.00
01741R102	ALLEGHENY TECHNOLOGIES INC		ATI						
1200.0000	05/25/2012 Various			41,169.15	58,269.97	0.00	-17,100.82	0.00	0.00
01741R102	ALLEGHENY TECHNOLOGIES INC		ATI						
3100.0000	05/29/2012 Various			108,133.63	149,760.33	0.00	-41,626.70	0.00	0.00
01741R102	ALLEGHENY TECHNOLOGIES INC		ATI						
1100.0000	05/30/2012 Various			36,424.58	52,962.05	0.00	-16,537.47	0.00	0.00

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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
 ONE PENN PLAZA 30TH FLOOR
 NEW YORK, NY 10119

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

Quantity Sold	Company	Date of Sale or Exchange	Stock or Other Symbol	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
01741R102	ALLEGHENY TECHNOLOGIES INC		ATI					
2900.0000		05/31/2012 Various	92,859.39	120,301.10	0.00	-27,441.71	0.00	0.00
01741R102	ALLEGHENY TECHNOLOGIES INC		ATI					
500.0000		06/01/2012 09/24/2009	15,264.80	17,129.95	0.00	-1,865.15	0.00	0.00
01741R102	ALLEGHENY TECHNOLOGIES INC		ATI					
1400.0000		08/04/2012 Various	41,585.50	47,800.06	0.00	-6,214.56	0.00	0.00
01741R102	ALLEGHENY TECHNOLOGIES INC		ATI					
900.0000		06/05/2012 05/27/2009	27,199.37	30,465.36	0.00	-3,265.99	0.00	0.00
018490102	ALLERGAN INC		AGN					
700.0000		07/09/2012 12/24/2006	64,308.04	41,798.93	0.00	22,509.11	0.00	0.00
018490102	ALLERGAN INC		AGN					
100.0000		07/09/2012 12/24/2006	9,189.22	5,971.27	0.00	3,217.95	0.00	0.00
018490102	ALLERGAN INC		AGN					
500.0000		07/10/2012 12/24/2006	45,403.68	29,856.38	0.00	15,547.30	0.00	0.00
018490102	ALLERGAN INC		AGN					
100.0000		07/10/2012 12/24/2006	9,074.67	5,971.27	0.00	3,103.40	0.00	0.00
018490102	ALLERGAN INC		AGN					
1200.0000		07/11/2012 12/24/2006	107,616.45	71,655.30	0.00	35,961.16	0.00	0.00

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

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018490102	ALLERGAN INC			AGN						
1300 0000	09/13/2012	12/24/2006			116,490.39	77,626.58	0.00	38,863.81	0.00	0.00
018490102	ALLERGAN INC			AGN						
1600 0000	11/21/2012	12/24/2006			145,721.53	95,540.40	0.00	50,181.13	0.00	0.00
020002101	ALLSTATE CORP (THE)			ALL						
1300 0000	09/25/2012	05/21/2009			51,998.44	33,878.91	0.00	18,119.53	0.00	0.00
020002101	ALLSTATE CORP (THE)			ALL						
1100 0000	09/26/2012	Various			43,591.69	28,640.96	0.00	14,950.73	0.00	0.00
020002101	ALLSTATE CORP (THE)			ALL						
500 0000	09/27/2012	05/20/2009			19,884.05	12,901.30	0.00	6,982.75	0.00	0.00
020002101	ALLSTATE CORP (THE)			ALL						
3000 0000	09/27/2012	05/20/2009			119,157.93	77,407.80	0.00	41,750.13	0.00	0.00
03027X100	AMERICAN TOWER CORP			AMT						
2800 0000	02/01/2012	Various			177,406.27	114,698.47	0.00	62,707.80	0.00	0.00
037389103	AON CORP									
3100 0000	04/12/2012	07/20/2010			152,047.25	109,702.80	0.00	42,344.45	0.00	0.00
037411AQ8	APACHE CORP SR UNSEC 6.25% 04/15/12									
480000 0000	04/16/2012	09/14/2010			480,000.00	518,908.80	0.00	-38,908.80	0.00	0.00

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IRVINE, CA 92618

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037833100	APPLE INC			AAPL						
300.0000	11/21/2012	02/09/2010			168,641.58	58,741.86	0.00	109,899.72	0.00	0.00
AC102GTQ9	ASML HOLDING NV			ASML.NA						
3080.8500	11/26/2012	01/05/2011			160,239.41	112,346.22	0.00	47,893.19	0.00	0.00
AC102GTQ9	ASML HOLDING NV			ASML.NA						
1500	12/12/2012	01/05/2011			9.48	5.47	0.00	4.01	0.00	0.00
607564002	BANK OF EAST ASIA			23.HK						
19600.0000	09/06/2012	Various			67,924.37	62,437.79	0.00	5,486.58	0.00	0.00
607564002	BANK OF EAST ASIA			23.HK						
11600.0000	09/07/2012	05/19/2009			41,359.51	36,319.07	0.00	5,040.44	0.00	0.00
607564002	BANK OF EAST ASIA			23.HK						
12200.0000	09/10/2012	Various			43,929.80	38,130.34	0.00	5,799.46	0.00	0.00
607564002	BANK OF EAST ASIA			23.HK						
10000.0000	09/11/2012	05/07/2009			36,008.83	31,242.24	0.00	4,766.59	0.00	0.00
607564002	BANK OF EAST ASIA			23.HK						
6400.0000	09/12/2012	05/07/2009			23,268.42	19,995.04	0.00	3,273.38	0.00	0.00
087628905	BG GROUP PLC									
900.0000	08/03/2012	04/15/2010			17,643.92	16,185.65	0.00	1,458.27	0.00	0.00

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Cusip	Description	Date of Sale or Exchange	Stock or Other Symbol	Quantity Sold	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
087628905	BG GROUP PLC	08/03/2012	29,547.18	26,976.08	0.00	2,571.10	0.00	0.00	0.00
087628905	BG GROUP PLC	08/03/2012	27,559.45	25,177.67	0.00	2,381.78	0.00	0.00	0.00
087628905	BG GROUP PLC	08/06/2012	3,953.87	3,596.81	0.00	357.06	0.00	0.00	0.00
087628905	BG GROUP PLC	08/06/2012	25,872.59	22,375.32	0.00	3,497.27	0.00	0.00	0.00
087628905	BG GROUP PLC	08/06/2012	11,861.75	9,786.49	0.00	2,075.26	0.00	0.00	0.00
087628905	BG GROUP PLC	08/06/2012	1,983.98	1,631.08	0.00	352.90	0.00	0.00	0.00
087628905	BG GROUP PLC	08/07/2012	4,058.31	3,262.16	0.00	796.15	0.00	0.00	0.00
087628905	BG GROUP PLC	11/12/2012	31,582.22	27,593.56	0.00	3,988.66	0.00	0.00	0.00
087628905	BG GROUP PLC	11/12/2012	104,969.44	101,898.21	0.00	3,071.23	0.00	0.00	0.00

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C/O PCS TAX, 6455 IRVINE CENTER DR, C-2B
IRVINE, CA 92618

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Cusip	Description	Date of Sale or Exchange	Stock or Other Symbol	Stocks, Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
087628905	BG GROUP PLC								
1200 0000	11/13/2012	03/12/2009		19,834.97	16,376.64	0.00	3,458.33	0.00	0.00
087628905	BG GROUP PLC								
4900 0000	11/14/2012	Various		81,219.35	68,551.62	0.00	12,667.73	0.00	0.00
087628905	BG GROUP PLC								
2400 0000	11/16/2012	Various		38,218.35	33,924.78	0.00	4,293.57	0.00	0.00
087628905	BG GROUP PLC								
2600 0000	11/16/2012	Various		41,525.05	35,650.09	0.00	5,874.96	0.00	0.00
087628905	BG GROUP PLC								
400 0000	11/20/2012	01/16/2009		6,493.38	5,270.91	0.00	1,222.47	0.00	0.00
400212908	BOUYGUES								
7100 0000	04/13/2012	04/08/2008		197,265.82	466,086.45	0.00	-268,820.63	0.00	0.00
400212908	BOUYGUES								
1132 0000	08/30/2012	Various		27,710.20	74,311.25	0.00	-46,601.05	0.00	0.00
400212908	BOUYGUES								
923 0000	08/30/2012	11/06/2008		22,467.45	45,455.76	0.00	-22,988.31	0.00	0.00
400212908	BOUYGUES								
376 0000	08/30/2012	Various		9,204.09	17,643.92	0.00	-8,439.83	0.00	0.00

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400212908	BOUYGUES									
1201.0000		08/30/2012	02/18/2011		29,234.45	55,415.37	0.00	-26,180.92	0.00	0.00
400212908	BOUYGUES									
1935.0000		08/31/2012	11/06/2008		47,684.10	95,294.58	0.00	-47,610.48	0.00	0.00
111320107	BROADCOM CORP			BRCM						
2000.0000		09/13/2012	Various		72,058.38	68,563.79	0.00	3,494.59	0.00	0.00
124765959	CAE INC			CAE CN						
1800.0000		11/20/2012	06/29/2011		16,906.03	24,330.20	0.00	-7,424.17	0.00	0.00
138006309	CANON INC ADR			CAJ						
3200.0000		09/26/2012	12/24/2006		104,887.24	180,936.00	0.00	-76,048.76	0.00	0.00
138006309	CANON INC ADR			CAJ						
6000.0000		11/12/2012	12/24/2006		185,286.04	339,255.00	0.00	-153,968.96	0.00	0.00
138006309	CANON INC ADR			CAJ						
3550.0000		11/29/2012	12/24/2006		124,055.17	200,725.88	0.00	-76,670.71	0.00	0.00
143658300	CARNIVAL CORP COMMON PAIRED STOCK			CCL						
3000.0000		11/21/2012	Various		114,956.21	95,701.18	0.00	19,255.03	0.00	0.00
144141CS5	CAROLINA POWER & LIGHT SR UNSEC 6.5% 07/15/12									
480000.0000		07/16/2012	Various		480,000.00	526,146.55	0.00	-46,146.55	0.00	0.00

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15135U950	CENOVUS ENERGY INC CS		CVE.CN					
1700.0000	04/17/2012 Various		57,854.23	47,841.69	0.00	10,012.54	0.00	0.00
15135U950	CENOVUS ENERGY INC CS		CVE.CN					
4100.0000	04/17/2012 Various		138,417.84	115,533.86	0.00	22,883.98	0.00	0.00
15135U950	CENOVUS ENERGY INC CS		CVE.CN					
1200.0000	04/17/2012 Various		40,838.28	46,436.49	0.00	-5,598.21	0.00	0.00
15135U950	CENOVUS ENERGY INC CS		CVE.CN					
500.0000	04/18/2012 09/27/2010		16,820.67	14,102.53	0.00	2,718.14	0.00	0.00
15135U950	CENOVUS ENERGY INC CS		CVE.CN					
1400.0000	04/18/2012 Various		47,232.97	39,487.08	0.00	7,745.89	0.00	0.00
156782104	CERNER CORP		CERN					
300.0000	01/20/2012 12/24/2006		18,311.76	6,926.62	0.00	11,385.14	0.00	0.00
156782104	CERNER CORP		CERN					
200.0000	01/20/2012 12/24/2006		12,206.30	4,617.75	0.00	7,588.55	0.00	0.00
156782104	CERNER CORP		CERN					
100.0000	01/20/2012 12/24/2006		6,161.38	2,308.88	0.00	3,852.50	0.00	0.00
156782104	CERNER CORP		CERN					
100.0000	01/23/2012 12/24/2006		6,001.61	2,308.87	0.00	3,692.74	0.00	0.00

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156782104	CERN CORP		CERN						
200.0000	01/23/2012	12/24/2006		12,025.96	4,617.75	0.00	7,408.21	0.00	0.00
156782104	CERN CORP		CERN						
575.0000	01/24/2012	12/24/2006		34,657.17	13,276.03	0.00	21,381.14	0.00	0.00
156782104	CERN CORP		CERN						
500.0000	01/24/2012	12/24/2006		30,126.42	11,544.38	0.00	18,582.04	0.00	0.00
156782104	CERN CORP		CERN						
5300.0000	08/28/2012	12/24/2006		380,263.30	122,370.37	0.00	257,892.93	0.00	0.00
156782104	CERN CORP		CERN						
1100.0000	09/13/2012	12/24/2006		78,747.23	25,397.63	0.00	53,349.60	0.00	0.00
166751AH0	CHEVRON CORP 3 95% 03/03/2014								
820000.0000	12/28/2012 Various			853,620.00	888,542.75	0.00	-34,922.75	0.00	0.00
172967FE6	CITIGROUP INC SR UNSEC 6.0% 12/13/13								
480000.0000	04/23/2012 09/22/2010			506,995.20	525,936.00	0.00	-18,940.80	0.00	0.00
194162103	COLGATE-PALMOLIVE CO		CL						
2000.0000	07/27/2012 Various			212,094.84	157,830.49	0.00	54,264.35	0.00	0.00
194162103	COLGATE-PALMOLIVE CO		CL						
2000.0000	07/27/2012 03/10/2011			213,707.01	157,875.60	0.00	55,831.41	0.00	0.00

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20030N101	COMCAST CORP CL A (NEW)			CMCSA					
5900.0000	01/24/2012 Various			152,089.05	125,295.17	0.00	26,793.88	0.00	0.00
20030N101	COMCAST CORP CL A (NEW)			CMCSA					
3200.0000	09/13/2012 04/08/2011			110,493.52	79,734.72	0.00	30,758.80	0.00	0.00
20030N101	COMCAST CORP CL A (NEW)			CMCSA					
800.0000	11/21/2012 11/22/2010			29,179.66	16,274.08	0.00	12,905.58	0.00	0.00
20030N101	COMCAST CORP CL A (NEW)			CMCSA					
2700.0000	11/21/2012 04/08/2011			98,481.37	67,276.17	0.00	31,205.20	0.00	0.00
210518CD6	CONSUMERS ENERGY CO 5 0% 02/15/12								
500000.0000	01/12/2012 Various			501,759.50	526,093.01	0.00	-24,333.51	0.00	0.00
22160K105	COSTCO WHOLESALE CORP			COST					
1200.0000	01/06/2012 12/24/2006			98,148.75	62,886.00	0.00	35,262.75	0.00	0.00
22160K105	COSTCO WHOLESALE CORP			COST					
2600.0000	01/09/2012 12/24/2006			205,722.60	136,253.00	0.00	69,469.60	0.00	0.00
018270009	CRH PLC			CRH LN					
5700.0000	01/11/2012 Various			109,249.42	87,455.45	0.00	21,793.97	0.00	0.00
018270009	CRH PLC			CRH LN					
716.0000	01/12/2012 12/29/2010			13,905.22	14,789.32	0.00	-884.10	0.00	0.00

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235851102	DANAHER CORP								
1200.0000	01/24/2012	12/29/2010		63,025.30	56,746.80	0.00	6,278.50	0.00	0.00
B1Y9TB906	DANONE		BN.FP						
3743.0000	11/22/2012	Various		236,237.82	247,359.98	0.00	-11,122.16	0.00	0.00
B1Y9TB906	DANONE		BN.FP						
1993.0000	11/22/2012	Various		125,322.32	134,878.55	0.00	-9,556.23	0.00	0.00
B1Y9TB906	DANONE		BN.FP						
406.0000	11/22/2012	04/13/2011		25,524.66	27,357.39	0.00	-1,832.73	0.00	0.00
B1Y9TB906	DANONE		BN.FP						
1650.0000	11/22/2012	04/14/2011		104,280.69	113,681.20	0.00	-9,400.51	0.00	0.00
B1Y9TB906	DANONE		BN.FP						
447.0000	12/13/2012	07/01/2008		29,832.55	31,491.89	0.00	-1,659.34	0.00	0.00
B1Y9TB906	DANONE		BN.FP						
3763.0000	12/13/2012	Various		251,140.72	238,974.27	0.00	12,166.45	0.00	0.00
23918K108	DAVITA HEALTHCARE PARTNERS INC		DVA						
400.0000	01/20/2012	12/24/2006		32,168.38	22,540.00	0.00	9,628.38	0.00	0.00
23918K108	DAVITA HEALTHCARE PARTNERS INC		DVA						
900.0000	01/20/2012	12/24/2006		71,686.77	50,715.00	0.00	20,971.77	0.00	0.00

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 THE STANTON FOUNDATION
 C/O ANDREW WEISS, TRUSTEE
 HOLTZ RUBENSTEIN REMINICK LLP
 ONE PENN PLAZA 30TH FLOOR
 NEW YORK, NY 10119

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

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

Cusip	Description	Date of Sale or Exchange	Acquisition	Stock or Other Symbol	Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
23918K108	DAVITA HEALTHCARE PARTNERS INC			DVA						
1250 0000	01/23/2012 12/24/2006			100,467.70		70,437.50	0.00	30,030.20	0.00	0.00
23918K108	DAVITA HEALTHCARE PARTNERS INC			DVA						
2900 0000	06/04/2012 12/24/2006			233,256.27		163,415.00	0.00	69,841.27	0.00	0.00
25470F104	DISCOVERY COMMUNICATIONS INC CL A			DISCA						
3000 0000	12/19/2012 Various			188,984.66		127,733.85	0.00	61,250.81	0.00	0.00
25470F104	DISCOVERY COMMUNICATIONS INC CL A			DISCA						
800 0000	12/19/2012 03/01/2011			50,435.03		33,955.28	0.00	16,479.75	0.00	0.00
278642103	EBAY INC			EBAY						
8800 0000	01/06/2012 Various			270,198.80		130,943.08	0.00	139,255.72	0.00	0.00
278865100	ECOLAB INC			ECL						
4400 0000	07/27/2012 Various			294,147.92		154,531.98	0.00	139,615.94	0.00	0.00
281020107	EDISON INTERNATIONAL			EIX						
3600 0000	01/06/2012 Various			145,523.96		116,607.69	0.00	28,916.27	0.00	0.00
291011104	EMERSON ELECTRIC CO			EMR						
1600 0000	03/01/2012 12/24/2006			80,368.15		70,808.00	0.00	9,560.15	0.00	0.00
291011104	EMERSON ELECTRIC CO			EMR						
7000 0000	03/02/2012 12/24/2006			35,098.76		30,978.50	0.00	4,120.26	0.00	0.00

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Account Number:

70-734500

Recipient's Tax ID Number:

XX-XXX8005

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

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291011104	EMERSON ELECTRIC CO		EMR					
1300.0000	09/13/2012	12/24/2006	64,101.56	57,531.50	0.00	6,570.06	0.00	0.00
291011104	EMERSON ELECTRIC CO		EMR					
2700.0000	11/21/2012	12/24/2006	131,152.53	119,488.50	0.00	11,664.03	0.00	0.00
292505955	ENCANA CORP		ECA.CN					
15700.0000	11/12/2012	Various	325,420.88	511,632.25	0.00	-186,211.37	0.00	0.00
292505955	ENCANA CORP		ECA.CN					
5200.0000	11/21/2012	Various	109,028.89	166,601.02	0.00	-57,572.13	0.00	0.00
31428X106	FEDEX CORP		FDX					
2300.0000	06/14/2012	Various	199,592.29	138,422.54	0.00	61,169.75	0.00	0.00
31428X106	FEDEX CORP		FDX					
300.0000	06/15/2012	07/09/2009	26,110.21	16,238.04	0.00	9,872.17	0.00	0.00
313374Y61	FHLB 0.5% 08/28/13							
2000000.0000	11/05/2012	07/20/2011	2,004,668.00	1,998,999.20	0.00	5,668.80	0.00	0.00
3137AEV69	FHMS K703 A1 1.873% 01/25/18							
523163.3605	08/27/2012	08/24/2011	3,159.15	3,190.70	0.00	-31.55	0.00	0.00
3137AEV69	FHMS K703 A1 1.873% 01/25/18							
519990.3665	09/25/2012	08/24/2011	3,172.99	3,204.69	0.00	-31.70	0.00	0.00

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

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IRVINE, CA 92618

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Cusip	Description	Date of Sale or Exchange	Stock or Other Symbol	Stocks, Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
3137AEV69	FHMS K703 A1 1.873% 01/25/18			3,581.74	3,617.52	0.00	-35.78	0.00	0.00
516408.6235	10/25/2012 08/24/2011								
3137AEV69	FHMS K703 A1 1.873% 01/25/18			3,202.63	3,234.62	0.00	-31.99	0.00	0.00
513205.9955	11/26/2012 08/24/2011								
3137AEV69	FHMS K703 A1 1.873% 01/25/18			3,610.57	3,646.63	0.00	-36.06	0.00	0.00
509595.4270	12/26/2012 08/24/2011								
034521906	FIRSTGROUP PLC		FGP.LN	3,925.82	7,400.87	0.00	-3,475.05	0.00	0.00
1300.0000	11/12/2012 05/23/2011								
034521906	FIRSTGROUP PLC		FGP.LN	20,770.73	41,797.71	0.00	-21,026.98	0.00	0.00
7400.0000	11/21/2012 Various								
034521906	FIRSTGROUP PLC		FGP.LN	20,938.69	40,762.89	0.00	-19,824.20	0.00	0.00
7300.0000	11/22/2012 05/24/2011								
034521906	FIRSTGROUP PLC		FGP.LN	23,457.09	45,788.45	0.00	-22,331.36	0.00	0.00
8200.0000	11/22/2012 05/24/2011								
034521906	FIRSTGROUP PLC		FGP.LN	23,974.74	46,346.84	0.00	-22,372.10	0.00	0.00
8300.0000	11/23/2012 05/24/2011								
034521906	FIRSTGROUP PLC		FGP.LN	3,796.42	7,259.15	0.00	-3,462.73	0.00	0.00
1300.0000	11/27/2012 05/24/2011								

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034521906	FIRSTGROUP PLC		FGPLN						
8300.0000	11/29/2012 Various			24,752.52	46,336.46	0.00	-21,583.94	0.00	0.00
034521906	FIRSTGROUP PLC		FGPLN						
600.0000	11/30/2012 05/24/2011			1,807.92	3,337.92	0.00	-1,530.00	0.00	0.00
034521906	FIRSTGROUP PLC		FGPLN						
7500.0000	11/30/2012 Various			22,661.34	41,767.84	0.00	-19,106.50	0.00	0.00
034521906	FIRSTGROUP PLC		FGPLN						
3100.0000	12/05/2012 Various			9,270.35	17,308.91	0.00	-8,038.56	0.00	0.00
034521906	FIRSTGROUP PLC		FGPLN						
1400.0000	12/07/2012 05/24/2011			4,219.78	7,827.30	0.00	-3,607.52	0.00	0.00
034521906	FIRSTGROUP PLC		FGPLN						
900.0000	12/17/2012 05/24/2011			2,781.69	5,031.84	0.00	-2,250.15	0.00	0.00
343412102	FLUOR CORP (NEW)		FLR						
1100.0000	01/18/2012 12/24/2006			61,339.11	45,101.38	0.00	16,237.73	0.00	0.00
343412102	FLUOR CORP (NEW)		FLR						
900.0000	01/18/2012 12/24/2006			49,814.22	36,901.12	0.00	12,913.10	0.00	0.00
31368HNG4	FNCL 6 0 190391 09/01/38								
942150.5030	02/27/2012 12/02/2010			25,563.21	27,744.08	0.00	-2,180.87	0.00	0.00

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31368HNG4	FNCL 6.0 190391 09/01/38									
911194.0526	03/26/2012	12/02/2010			30,956.45	33,597.42	0.00	-2,640.97	0.00	0.00
31368HNG4	FNCL 6.0 190391 09/01/38									
875797.4405	04/25/2012	12/02/2010			35,396.61	38,416.39	0.00	-3,019.78	0.00	0.00
31368HNG4	FNCL 6.0 190391 09/01/38									
838131.7058	05/25/2012	12/02/2010			37,665.73	40,879.09	0.00	-3,213.36	0.00	0.00
31368HNG4	FNCL 6.0 190391 09/01/38									
799815.6160	06/25/2012	12/02/2010			38,316.09	41,584.93	0.00	-3,268.84	0.00	0.00
31368HNG4	FNCL 6.0 190391 09/01/38									
762457.6190	07/25/2012	12/02/2010			37,358.00	40,545.10	0.00	-3,187.10	0.00	0.00
31368HNG4	FNCL 6.0 190391 09/01/38									
728043.3147	08/27/2012	12/02/2010			34,414.30	37,350.27	0.00	-2,935.97	0.00	0.00
31368HNG4	FNCL 6.0 190391 09/01/38									
687122.9816	09/25/2012	12/02/2010			40,920.33	44,411.35	0.00	-3,491.02	0.00	0.00
31368HNG4	FNCL 6.0 190391 09/01/38									
658721.1526	10/25/2012	12/02/2010			28,401.83	30,824.86	0.00	-2,423.03	0.00	0.00
31368HNG4	FNCL 6.0 190391 09/01/38									
625369.7369	11/26/2012	12/02/2010			33,351.42	36,196.71	0.00	-2,845.29	0.00	0.00

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31368HNG4	FNCL 6.0 190391 09/01/38	12/26/2012	594069.4145	31,300.32	33,970.63	0.00	0.00	-2,670.31	0.00	0.00
31368HNG4	FNCL 6.0 190391 09/01/38	12/31/2012	563857.7327	30,211.68	32,789.12	0.00	0.00	-2,577.44	0.00	0.00
31413EBZ7	FNCL 6.0 942956 09/01/37	02/27/2012	3747353.9000	82,703.80	89,694.85	0.00	0.00	-6,991.05	0.00	0.00
31413EBZ7	FNCL 6.0 942956 09/01/37	03/26/2012	3670061.2150	77,292.69	83,826.33	0.00	0.00	-6,533.64	0.00	0.00
31413EBZ7	FNCL 6.0 942956 09/01/37	04/25/2012	3513404.0850	156,657.13	169,899.55	0.00	0.00	-13,242.42	0.00	0.00
31413EBZ7	FNCL 6.0 942956 09/01/37	05/25/2012	3387416.3400	125,987.75	136,637.65	0.00	0.00	-10,649.90	0.00	0.00
31413EBZ7	FNCL 6.0 942956 09/01/37	06/25/2012	3285325.4650	102,090.88	110,720.74	0.00	0.00	-8,629.86	0.00	0.00
31413EBZ7	FNCL 6.0 942956 09/01/37	07/25/2012	3187936.6500	97,388.82	105,621.21	0.00	0.00	-8,232.39	0.00	0.00
31413EBZ7	FNCL 6.0 942956 09/01/37	08/27/2012	3094765.0150	93,171.64	101,047.55	0.00	0.00	-7,875.91	0.00	0.00

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31413EBZ7	FNCL 6 0 942956 09/01/37										
3003442.7100	09/25/2012	01/05/2011			91,322.31		99,041.89	0.00	-7,719.58	0.00	0.00
31413EBZ7	FNCL 6 0 942956 09/01/37										
2893817.7800	10/25/2012	01/05/2011			109,624.93		118,891.66	0.00	-9,266.73	0.00	0.00
31413EBZ7	FNCL 6 0 942956 09/01/37										
2727221.4800	11/26/2012	01/05/2011			166,596.30		180,678.89	0.00	-14,082.59	0.00	0.00
31413EBZ7	FNCL 6 0 942956 09/01/37										
2602973.8800	12/26/2012	01/05/2011			124,247.60		134,750.41	0.00	-10,502.81	0.00	0.00
31413YM24	FNCL 6 0 959477 12-01-37										
1596324.5015	02/27/2012	11/05/2010			15,257.63		16,659.43	0.00	-1,401.80	0.00	0.00
31413YM24	FNCL 6 0 959477 12-01-37										
1543585.1601	03/26/2012	11/05/2010			52,739.34		57,584.77	0.00	-4,845.43	0.00	0.00
31413YM24	FNCL 6 0 959477 12-01-37										
1503494.7615	04/25/2012	11/05/2010			40,090.40		43,773.70	0.00	-3,683.30	0.00	0.00
31413YM24	FNCL 6 0 959477 12-01-37										
1499667.4944	05/25/2012	11/05/2010			3,827.27		4,178.90	0.00	-351.63	0.00	0.00
31413YM24	FNCL 6 0 959477 12-01-37										
1449545.3945	06/25/2012	11/05/2010			50,122.10		54,727.07	0.00	-4,604.97	0.00	0.00

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31413YM24	FNCL 6.0 959477	12-01-37								
1409467.8871		07/25/2012	11/05/2010		40,077.51	43,759.63	0.00	-3,682.12	0.00	0.00
31413YM24	FNCL 6.0 959477	12-01-37								
1360029.2163		08/27/2012	11/05/2010		49,438.67	53,980.85	0.00	-4,542.18	0.00	0.00
31413YM24	FNCL 6.0 959477	12-01-37								
1325513.1367		09/25/2012	11/05/2010		34,516.08	37,687.24	0.00	-3,171.16	0.00	0.00
31413YM24	FNCL 6.0 959477	12-01-37								
1313249.6997		10/25/2012	11/05/2010		12,263.44	13,390.14	0.00	-1,126.70	0.00	0.00
31413YM24	FNCL 6.0 959477	12-01-37								
1270995.0013		11/26/2012	11/05/2010		42,254.70	46,136.85	0.00	-3,882.15	0.00	0.00
31413YM24	FNCL 6.0 959477	12-01-37								
1232427.7100		12/26/2012	11/05/2010		38,567.29	42,110.66	0.00	-3,543.37	0.00	0.00
31413YM24	FNCL 6.0 959477	12-01-37								
1181590.5686		12/31/2012	11/05/2010		50,837.14	55,507.80	0.00	-4,670.66	0.00	0.00
31416WS78	FNCN 4.0 AB1441	09/01/20								
1600572.1238		02/27/2012	09/03/2010		32,641.23	34,553.81	0.00	-1,912.58	0.00	0.00
31416WS78	FNCN 4.0 AB1441	09/01/20								
1582876.9734		03/26/2012	09/03/2010		17,695.15	18,731.98	0.00	-1,036.83	0.00	0.00

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31416WS78	FNCN 4.0 AB1441 09/01/20	04/25/2012	6970	35,927.28	38,032.39	0.00	-2,105.11	0.00	0.00
1546949	FNCN 4.0 AB1441 09/01/20	05/25/2012	0840	48,441.61	51,279.99	0.00	-2,838.38	0.00	0.00
31416WS78	FNCN 4.0 AB1441 09/01/20	06/25/2012	8892	33,496.19	35,458.86	0.00	-1,962.67	0.00	0.00
1465011	FNCN 4.0 AB1441 09/01/20	07/25/2012	5916	30,587.30	32,379.52	0.00	-1,792.22	0.00	0.00
31416WS78	FNCN 4.0 AB1441 09/01/20	08/27/2012	1205	43,169.47	45,698.93	0.00	-2,529.46	0.00	0.00
1391255	FNCN 4.0 AB1441 09/01/20	09/25/2012	3242	34,557.80	36,582.67	0.00	-2,024.87	0.00	0.00
31416WS78	FNCN 4.0 AB1441 09/01/20	10/25/2012	7682	24,193.56	25,611.15	0.00	-1,417.59	0.00	0.00
1332503	FNCN 4.0 AB1441 09/01/20	11/26/2012	1151	23,642.65	25,027.96	0.00	-1,385.31	0.00	0.00
31416WS78	FNCN 4.0 AB1441 09/01/20	12/26/2012	5580	39,490.56	41,804.46	0.00	-2,313.90	0.00	0.00

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31416WS78	FNCN 4.0 AB1441 09/01/20									
1239540.4591	12/31/2012 09/03/2010			29,830.10		31,577.96	0.00	* -1,747.86	0.00	0.00
3138AAYK9	FNMA POOL #AJ7013 ARH5 VAR 12/01/41									
959374.5040	11/26/2012 11/17/2011			41,756.09		43,041.39	0.00	-1,285.30	0.00	0.00
3138AAYK9	FNMA POOL #AJ7013 ARH5 VAR 12/01/41									
940099.7320	12/26/2012 11/17/2011			19,274.77		19,868.07	0.00	-593.30	0.00	0.00
3138AAYK9	FNMA POOL #AJ7013 ARH5 VAR 12/01/41									
902471.7240	12/31/2012 11/17/2011			37,628.01		38,786.25	0.00	* -1,158.24	0.00	0.00
B0C2CQ902	GDF SUEZ		GSZ.FP							
3600.0000	08/17/2012 08/10/2009			88,328.67		139,054.71	0.00	-50,726.04	0.00	0.00
370334.104	GENERAL MILLS INC		GIS							
3800.0000	01/18/2012 Various			155,268.05		134,443.66	0.00	20,824.39	0.00	0.00
377372AC1	GLAXOSMITHKLINE 4.85% 05/15/2013									
570000.0000	05/09/2012 Various			594,994.50		626,472.20	0.00	-31,477.70	0.00	0.00
36186CBF9	GMAC FDIC 2 2% 12/19/12									
3180000.0000	12/19/2012 Various			3,180,000.00		3,277,647.89	0.00	-97,647.89	0.00	0.00
38141G104	GOLDMAN SACHS GROUP INC		GS							
900.0000	11/21/2012 Various			105,816.20		110,780.43	0.00	-4,964.23	0.00	0.00

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Recipient's Name and Address:
THE STANTON FOUNDATION
C/O ANDREW WEISS, TRUSTEE
HOLTZ RUBENSTEIN REMINICK LLP
ONE PENN PLAZA 30TH FLOOR
NEW YORK, NY 10119

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

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

Quantity Sold	Description	Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
38143USC6	GOLDMAN SACHS GROUP SR UNSEC 3.625% 02/07/16	03/05/2012	02/02/2011		274,579.94	0.00	1,052.56	0.00	0.00
275000.0000					275,632.50				
38143USC6	GOLDMAN SACHS GROUP SR UNSEC 3.625% 02/07/16	03/05/2012	02/02/2011		64,900.71	0.00	241.64	0.00	0.00
65000.0000					65,142.35				
38259P508	GOOGLE INC CL A	09/06/2012	04/08/2008	GOOG	46,843.15	0.00	21,885.49	0.00	0.00
100.0000					68,728.64				
38259P508	GOOGLE INC CL A	09/13/2012	04/08/2008	GOOG	46,843.15	0.00	22,463.29	0.00	0.00
100.0000					69,306.44				
40415F101	HDFC BANK LTD	01/12/2012	03/06/2009	HDB	27,235.64	0.00	54,369.37	0.00	0.00
2900.0000					81,605.01				
40415F101	HDFC BANK LTD	01/13/2012	03/06/2009	HDB	17,844.04	0.00	35,302.87	0.00	0.00
1900.0000					53,146.91				
40415F101	HDFC BANK LTD	01/17/2012	03/06/2009	HDB	21,600.68	0.00	43,983.47	0.00	0.00
2300.0000					65,584.15				
40415F101	HDFC BANK LTD	01/18/2012	03/06/2009	HDB	17,844.04	0.00	37,515.00	0.00	0.00
1900.0000					55,359.04				
643655004	HONG KONG/CHINA GAS	02/09/2012	Various		143,730.14	0.00	6,689.00	0.00	0.00
64000.0000					150,419.14				

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643655004	HONG KONG/CHINA GAS							
15000.0000	02/09/2012 11/02/2010		35,378.51	33,551.93	0.00	1,826.58	0.00	0.00
643655004	HONG KONG/CHINA GAS							
3000	06/27/2012 11/02/2010		0.63	0.61	0.00	0.02	0.00	0.00
054052907	HSBC HOLDINGS PLC UKP							
26100.0000	11/22/2012 Various		257,509.91	346,173.64	0.00	-88,663.73	0.00	0.00
452308109	ILLINOIS TOOL WORKS INC	ITW						
2000.0000	01/23/2012 12/24/2006		102,917.82	92,400.00	0.00	10,517.82	0.00	0.00
452308109	ILLINOIS TOOL WORKS INC	ITW						
2500.0000	02/28/2012 12/24/2006		140,264.72	115,500.00	0.00	24,764.72	0.00	0.00
452308109	ILLINOIS TOOL WORKS INC	ITW						
2400.0000	02/29/2012 12/24/2006		134,171.74	110,880.00	0.00	23,291.74	0.00	0.00
452308109	ILLINOIS TOOL WORKS INC	ITW						
1800.0000	11/21/2012 12/24/2006		107,422.67	83,160.00	0.00	24,262.67	0.00	0.00
459200101	INTERNATIONAL BUSINESS MACHINES CORP	IBM						
1200.0000	01/31/2012 Various		230,299.45	163,593.86	0.00	66,705.59	0.00	0.00
459200101	INTERNATIONAL BUSINESS MACHINES CORP	IBM						
400.0000	09/13/2012 09/29/2010		81,778.17	54,161.68	0.00	27,616.49	0.00	0.00

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459200101	INTERNATIONAL BUSINESS MACHINES CORP			IBM					
600.0000	09/13/2012	02/08/2011		122,667.25	99,529.74	0.00	23,137.51	0.00	0.00
459200101	INTERNATIONAL BUSINESS MACHINES CORP			IBM					
900.0000	10/19/2012	Various		174,357.23	91,630.74	0.00	82,726.49	0.00	0.00
459200101	INTERNATIONAL BUSINESS MACHINES CORP			IBM					
500.0000	10/22/2012	03/31/2009		96,923.67	48,806.45	0.00	48,117.22	0.00	0.00
459902102	INTERNATIONAL GAME TECHNOLOGY			IGT					
400.0000	10/19/2012	12/29/2010		5,202.92	7,025.40	0.00	-1,822.48	0.00	0.00
459902102	INTERNATIONAL GAME TECHNOLOGY			IGT					
1400.0000	10/19/2012	12/29/2010		18,199.45	24,588.90	0.00	-6,389.45	0.00	0.00
459902102	INTERNATIONAL GAME TECHNOLOGY			IGT					
1300.0000	10/22/2012	Various		16,872.84	22,825.17	0.00	-5,952.33	0.00	0.00
459902102	INTERNATIONAL GAME TECHNOLOGY			IGT					
1300.0000	10/23/2012	12/30/2010		16,480.12	22,800.57	0.00	-6,320.45	0.00	0.00
459902102	INTERNATIONAL GAME TECHNOLOGY			IGT					
600.0000	10/24/2012	12/30/2010		7,655.76	10,523.34	0.00	-2,867.58	0.00	0.00
459902102	INTERNATIONAL GAME TECHNOLOGY			IGT					
2100.0000	10/25/2012	Various		26,754.66	36,553.91	0.00	-9,799.25	0.00	0.00

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 IRVINE, CA 92618

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45902102	INTERNATIONAL GAME TECHNOLOGY			IGT					
2300.0000	10/26/2012 12/28/2010			29,213 71	39,963 65	0.00	-10,749.94	0.00	0.00
462846106	IRON MOUNTAIN INC			IRM					
7900.0000	09/13/2012 Various			260,450 83	172,942 03	0.00	87,508 80	0.00	0.00
46625H100	JPMORGAN CHASE & CO			JPM					
700 0000	05/24/2012 12/24/2006			23,728 41	33,729 50	0.00	-10,001.09	0.00	0.00
48203R104	JUNIPER NETWORKS INC			JNPR					
4200 0000	07/16/2012 Various			60,098 97	108,311 72	0.00	-48,212.75	0.00	0.00
649099009	KEYENCE CORP								
11 0000	04/05/2012 07/10/2009			2,601 12	2,026 12	0.00	575.00	0.00	0.00
649099009	KEYENCE CORP								
600.0000	11/22/2012 07/10/2009			159,441.66	110,515 65	0.00	48,926.01	0.00	0.00
49446RAG4	KIMCO REALTY CORP SR UNSEC 6 0% 11/30/12								
390000.0000	11/30/2012 01/12/2011			390,000.00	418,797 60	0.00	-28,797 60	0.00	0.00
482480100	KLA-TENCOR CORP			KLAC					
1800 0000	01/24/2012 10/01/2010			92,212.94	63,203.76	0.00	29,009.18	0.00	0.00
482480100	KLA-TENCOR CORP			KLAC					
1400.0000	09/06/2012 Various			72,851.57	49,157 44	0.00	23,694.13	0.00	0.00

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482480100	KLA-TENCOR CORP						
3200.0000	09/06/2012 Various	166,517.87	113,244.87	0.00	53,273.00	0.00	0.00
482480100	KLA-TENCOR CORP						
3400.0000	11/21/2012 09/30/2010	150,105.61	119,380.46	0.00	30,725.15	0.00	0.00
595607904	KONINKLUKE KPN NV						
12404.0000	02/17/2012 04/08/2008	129,817.51	219,417.31	0.00	-89,599.80	0.00	0.00
595607904	KONINKLUKE KPN NV						
10981.0000	07/24/2012 Various	93,836.79	191,501.94	0.00	-97,665.15	0.00	0.00
595607904	KONINKLUKE KPN NV						
3215.0000	12/17/2012 07/10/2009	16,805.71	43,994.04	0.00	-27,188.33	0.00	0.00
50075N104	KRAFT FOODS INC CL A						
3700.0000	04/16/2012 04/08/2008	138,841.24	116,629.19	0.00	22,212.05	0.00	0.00
50075N104	KRAFT FOODS INC CL A						
2300.0000	04/16/2012 04/13/2011	86,306.71	74,576.12	0.00	11,730.59	0.00	0.00
649796000	KURITA WATER INDUSTRIES LTD						
2400.0000	03/07/2012 Various	60,400.95	68,522.11	0.00	-8,121.16	0.00	0.00
649796000	KURITA WATER INDUSTRIES LTD						
2600.0000	03/08/2012 Various	65,109.38	74,464.66	0.00	-9,355.28	0.00	0.00

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Cusip	Description	Date of Sale or Exchange	Quantity Sold	Stocks or Other Symbol	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
649796000	KURITA WATER INDUSTRIES LTD	03/09/2012	Various	86,793.00	98,194.48	0.00	-11,401.48	0.00	0.00
3500.0000									
649796000	KURITA WATER INDUSTRIES LTD	03/12/2012	Various	47,411.96	53,498.68	0.00	-6,086.72	0.00	0.00
1900.0000									
649796000	KURITA WATER INDUSTRIES LTD	03/13/2012	Various	46,906.06	52,050.77	0.00	-5,144.71	0.00	0.00
1900.0000									
649796000	KURITA WATER INDUSTRIES LTD	03/14/2012	Various	46,349.90	50,491.55	0.00	-4,141.65	0.00	0.00
1900.0000									
649796000	KURITA WATER INDUSTRIES LTD	03/15/2012	Various	48,609.68	54,681.08	0.00	-6,071.40	0.00	0.00
2000.0000									
649796000	KURITA WATER INDUSTRIES LTD	03/21/2012	06/02/2010	41,002.99	43,997.02	0.00	-2,994.03	0.00	0.00
1700.0000									
649796000	KURITA WATER INDUSTRIES LTD	03/22/2012	06/02/2010	2,435.16	2,588.06	0.00	-152.90	0.00	0.00
100.0000									
649796000	KURITA WATER INDUSTRIES LTD	03/26/2012	06/02/2010	9,666.11	10,352.24	0.00	-686.13	0.00	0.00
400.0000									
649796000	KURITA WATER INDUSTRIES LTD	03/27/2012	06/02/2010	43,107.68	46,585.08	0.00	-3,477.40	0.00	0.00
1800.0000									

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Cusip	Description	Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
649796000	KURITA WATER INDUSTRIES LTD			6370.JP						
1400.0000	03/28/2012 Various			34,261.93		36,646.66	0.00	-2,384.73	0.00	0.00
649796000	KURITA WATER INDUSTRIES LTD			6370.JP						
1600.0000	03/29/2012 Various			39,584.13		42,270.77	0.00	-2,686.65	0.00	0.00
649796000	KURITA WATER INDUSTRIES LTD			6370.JP						
1400.0000	03/30/2012 Various			34,511.72		37,482.19	0.00	-2,970.47	0.00	0.00
649796000	KURITA WATER INDUSTRIES LTD			6370.JP						
300.0000	04/03/2012 06/09/2010			7,411.00		7,627.34	0.00	-216.34	0.00	0.00
649796000	KURITA WATER INDUSTRIES LTD			6370.JP						
200.0000	04/04/2012 06/09/2010			4,946.35		5,084.89	0.00	-138.54	0.00	0.00
649796000	KURITA WATER INDUSTRIES LTD			6370.JP						
1200.0000	04/13/2012 Various			28,877.64		31,924.20	0.00	-3,046.56	0.00	0.00
649796000	KURITA WATER INDUSTRIES LTD			6370.JP						
2000.0000	04/16/2012 Various			48,270.91		54,903.66	0.00	-6,632.75	0.00	0.00
649796000	KURITA WATER INDUSTRIES LTD			6370.JP						
200.0000	04/17/2012 09/28/2010			4,768.31		5,497.32	0.00	-729.01	0.00	0.00
649796000	KURITA WATER INDUSTRIES LTD			6370.JP						
600.0000	04/18/2012 09/28/2010			14,266.52		16,491.95	0.00	-2,225.43	0.00	0.00

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Quantity Sold	Cusip	Description	Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol	Stocks, Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
649796000		KURITA WATER INDUSTRIES LTD			6370.JP						
100.0000		04/19/2012	09/28/2010			2,375.72	2,748.66	0.00	-372.94	0.00	0.00
649796000		KURITA WATER INDUSTRIES LTD			6370.JP						
400.0000		04/20/2012	09/28/2010			9,677.05	10,994.64	0.00	-1,317.59	0.00	0.00
649796000		KURITA WATER INDUSTRIES LTD			6370.JP						
1100.0000		04/23/2012	09/28/2010			26,679.37	30,235.24	0.00	-3,555.87	0.00	0.00
649796000		KURITA WATER INDUSTRIES LTD			6370.JP						
100.0000		04/24/2012	09/28/2010			2,406.82	2,748.66	0.00	-341.84	0.00	0.00
649796000		KURITA WATER INDUSTRIES LTD			6370.JP						
200.0000		04/25/2012	09/07/2010			4,848.70	5,504.57	0.00	-655.87	0.00	0.00
649796000		KURITA WATER INDUSTRIES LTD			6370.JP						
100.0000		04/27/2012	09/07/2010			2,473.58	2,752.28	0.00	-278.70	0.00	0.00
649796000		KURITA WATER INDUSTRIES LTD			6370.JP						
200.0000		05/09/2012	Various			4,688.28	5,487.31	0.00	-799.03	0.00	0.00
649796000		KURITA WATER INDUSTRIES LTD			6370.JP						
500.0000		05/24/2012	Various			10,663.19	13,651.71	0.00	-2,988.52	0.00	0.00
649796000		KURITA WATER INDUSTRIES LTD			6370.JP						
200.0000		05/25/2012	09/09/2010			4,298.56	5,446.64	0.00	-1,148.08	0.00	0.00

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B1YXBJ905	L'AIR LIQUIDE (L)	AI.FP	56,909.12	0.00	-595.37	0.00	0.00
449.0000	02/06/2012 12/29/2010		57,504.49				
B1YXBJ905	L'AIR LIQUIDE (L)	AI.FP	99.44	0.00	-5.35	0.00	0.00
9000	07/05/2012 12/29/2010		104.79				
628625907	LI & FUNG LTD	494 HK					
72000.0000	09/13/2012 Various		156,577.62	0.00	-44,980.80	0.00	0.00
628625907	LI & FUNG LTD	494 HK					
212000.0000	09/26/2012 Various		329,177.90	0.00	-11,366.44	0.00	0.00
628625907	LI & FUNG LTD	494 HK					
132000.0000	09/26/2012 Various		224,396.59	0.00	-26,513.98	0.00	0.00
548661107	LOWES COMPANIES INC	LOW					
7400.0000	01/11/2012 12/24/2006		225,274.50	0.00	-29,213.79	0.00	0.00
55068R202	LUXOTTICA GRP ADR	LUX					
4700.0000	01/04/2012 12/24/2006		144,078.50	0.00	-10,154.58	0.00	0.00
55068R202	LUXOTTICA GRP ADR	LUX					
200.0000	01/05/2012 12/24/2006		6,131.00	0.00	-537.83	0.00	0.00
55068R202	LUXOTTICA GRP ADR	LUX					
600.0000	01/06/2012 12/24/2006		18,393.00	0.00	-1,860.32	0.00	0.00

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55068R202	LUXOTTICA GRP ADR	01/09/2012	78,332.69	85,834.00	0.00	-7,501.31	0.00	0.00
2800.0000		12/24/2006						
55068R202	LUXOTTICA GRP ADR	01/10/2012	66,184.21	70,506.50	0.00	-4,322.29	0.00	0.00
2300.0000		12/24/2006						
57772K101	MAXIM INTEGRATED PRODS INC	01/03/2012	15,914.39	8,204.16	0.00	7,710.23	0.00	0.00
600.0000		01/27/2009						
57772K101	MAXIM INTEGRATED PRODS INC	01/04/2012	18,203.22	9,571.52	0.00	8,631.70	0.00	0.00
700.0000		01/27/2009						
57772K101	MAXIM INTEGRATED PRODS INC	01/05/2012	28,689.20	15,040.96	0.00	13,648.24	0.00	0.00
1100.0000		01/27/2009						
57772K101	MAXIM INTEGRATED PRODS INC	01/06/2012	28,686.56	14,815.86	0.00	13,870.70	0.00	0.00
1100.0000		Various						
57772K101	MAXIM INTEGRATED PRODS INC	01/09/2012	39,551.23	20,160.65	0.00	19,390.58	0.00	0.00
1500.0000		Various						
57772K101	MAXIM INTEGRATED PRODS INC	01/10/2012	28,943.19	14,060.40	0.00	14,882.79	0.00	0.00
1100.0000		Various						
57772K101	MAXIM INTEGRATED PRODS INC	01/11/2012	15,774.77	7,516.90	0.00	8,257.87	0.00	0.00
600.0000		Various						

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2012 Tax Information Statement

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
 ONE PENN PLAZA 30TH FLOOR
 NEW YORK, NY 10119

☐ Corrected ☐ 2nd TIN notice

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

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

Cusip	Description	Date of Sale or Exchange	Quantity Sold	Stock or Other Symbol	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
57772K101	MAXIM INTEGRATED PRODS INC			MXIM					
400.0000	01/12/2012	01/22/2009		10,510.75	4,690.40	0.00	5,820.35	0.00	0.00
57772K101	MAXIM INTEGRATED PRODS INC			MXIM					
600.0000	01/12/2012	Various		15,758.69	7,139.20	0.00	8,619.49	0.00	0.00
57772K101	MAXIM INTEGRATED PRODS INC			MXIM					
500.0000	01/12/2012	01/22/2009		13,143.79	5,863.00	0.00	7,280.79	0.00	0.00
57772K101	MAXIM INTEGRATED PRODS INC			MXIM					
500.0000	01/17/2012	01/22/2009		13,015.44	5,863.00	0.00	7,152.44	0.00	0.00
57772K101	MAXIM INTEGRATED PRODS INC			MXIM					
1500.0000	01/18/2012	Various		41,010.56	17,094.52	0.00	23,916.04	0.00	0.00
580135101	MCDONALDS CORP			MCD					
1100.0000	05/10/2012	03/31/2011		101,451.05	83,796.90	0.00	17,654.15	0.00	0.00
58013MED2	MCDONALDS CORP SR UNSEC 4.3% 03/01/13								
48500.0000	05/24/2012	Various		499,040.75	523,872.43	0.00	-24,831.68	0.00	0.00
595017104	MICROCHIP TECHNOLOGY INC			MCHP					
200.0000	02/07/2012	04/08/2008		7,481.79	6,437.13	0.00	1,044.66	0.00	0.00
595017104	MICROCHIP TECHNOLOGY INC			MCHP					
2500.0000	02/08/2012	04/08/2008		93,266.20	68,076.22	0.00	25,189.98	0.00	0.00

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Quantity Sold	Cusip	Description	Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol	Stocks, Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
595017104	800.0000	MICROCHIP TECHNOLOGY INC	02/09/2012	04/08/2008	MCHP	29,865.50	25,748.52	0.00	4,116.98	0.00	0.00
595017104	1100.0000	MICROCHIP TECHNOLOGY INC	05/04/2012	04/08/2008	MCHP	37,195.66	35,404.21	0.00	1,791.45	0.00	0.00
595017104	700.0000	MICROCHIP TECHNOLOGY INC	05/04/2012	04/08/2008	MCHP	23,794.00	22,529.95	0.00	1,264.05	0.00	0.00
595017104	100.0000	MICROCHIP TECHNOLOGY INC	05/04/2012	04/08/2008	MCHP	3,424.42	3,218.56	0.00	205.86	0.00	0.00
595017104	800.0000	MICROCHIP TECHNOLOGY INC	05/07/2012	04/08/2008	MCHP	26,797.95	25,748.52	0.00	1,049.43	0.00	0.00
595017104	100.0000	MICROCHIP TECHNOLOGY INC	05/07/2012	04/08/2008	MCHP	3,340.42	3,218.56	0.00	121.86	0.00	0.00
595017104	300.0000	MICROCHIP TECHNOLOGY INC	05/08/2012	04/08/2008	MCHP	9,882.58	9,655.69	0.00	226.89	0.00	0.00
595017104	1500.0000	MICROCHIP TECHNOLOGY INC	05/09/2012	04/08/2008	MCHP	48,084.87	48,278.47	0.00	-193.60	0.00	0.00
595017104	1500.0000	MICROCHIP TECHNOLOGY INC	05/10/2012	Various	MCHP	47,954.37	44,255.39	0.00	3,698.98	0.00	0.00

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Account Number: 70-734500
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Quantity Sold	Description	Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
595017104	MICROCHIP TECHNOLOGY INC								
1300.0000	05/10/2012	10/07/2008		MCHP	41,243.52	31,381.32	9,862.20	0.00	0.00
595017104	MICROCHIP TECHNOLOGY INC								
1000.0000	05/11/2012	10/07/2008		MCHP	32,156.07	24,139.48	8,016.59	0.00	0.00
594918104	MICROSOFT CORP								
3000.0000	09/13/2012	12/24/2006		MSFT	92,427.92	89,160.00	3,267.92	0.00	0.00
659678007	MITSUBISHI CORP								
13000.0000	11/22/2012	Various			242,951.11	348,778.99	-105,827.88	0.00	0.00
61757UAP5	MORGAN STANLEY FDIC 2.25% 03/13/12								
2500000.0000	03/13/2012	09/02/2010			2,500,000.00	2,564,237.50	-64,237.50	0.00	0.00
661040006	MURATA MANUFACTURING CO LTD								
2200.0000	11/22/2012	01/18/2010			121,803.02	123,234.22	-1,431.20	0.00	0.00
636518102	NATIONAL INSTRUMENTS CORP								
6700.0000	09/13/2012	12/24/2006		NATI	179,973.37	120,633.50	59,339.87	0.00	0.00
637432MM4	NATIONAL RURAL UTIL SR SEC 1ST LIEN 1.125% 11/01/13								
525000.0000	01/26/2012	10/25/2010			529,604.25	524,892.81	4,711.44	0.00	0.00
641069406	NESTLE NAM SPON ADR								
1500.0000	09/13/2012	12/24/2006		NSRGY	93,398.85	53,325.00	40,073.85	0.00	0.00

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

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 IRVINE, CA 92618

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Cusip	Description	Date of Sale or Exchange	Stock or Other Symbol	Stocks, Bonds, etc	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
663710002	NEWCREST MINING NPV		NCM						
1610.0000	05/25/2012	04/08/2008		39,285.68	52,780.00	0.00	-13,494.32	0.00	0.00
663710002	NEWCREST MINING NPV		NCM						
2020.0000	05/25/2012	Various		48,944.13	60,827.60	0.00	-11,883.47	0.00	0.00
663710002	NEWCREST MINING NPV		NCM						
3658.0000	05/28/2012	12/17/2008		91,690.45	77,030.65	0.00	14,659.80	0.00	0.00
663710002	NEWCREST MINING NPV		NCM						
5265.0000	06/21/2012	12/17/2008		128,697.43	110,871.07	0.00	17,826.36	0.00	0.00
710306903	NOVARTIS AG NAMEN								
2500.0000	11/22/2012	07/28/2010		149,718.45	124,285.71	0.00	25,432.74	0.00	0.00
707752903	NOVO NORDISK A/S B		NOVOB DC						
968.0000	01/23/2012	02/17/2010		114,174.88	69,425.59	0.00	44,749.29	0.00	0.00
707752903	NOVO NORDISK A/S B		NOVOB DC						
283.0000	05/01/2012	02/17/2010		41,488.65	20,296.94	0.00	21,191.71	0.00	0.00
707752903	NOVO NORDISK A/S B		NOVOB DC						
1599.0000	05/02/2012	02/17/2010		233,264.58	114,681.32	0.00	118,583.26	0.00	0.00
681919106	OMNICOM GROUP INC		OMC						
800.0000	01/10/2012	12/24/2006		36,224.02	41,260.00	0.00	-5,035.98	0.00	0.00

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Cusip	Description	Date of Sale or Exchange	Stock or Other Symbol	Stocks, Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
681919106	OMNICOM GROUP INC								
1700.0000	01/11/2012 12/24/2006		OMC	76,639.96	87,677.50	0.00	-11,037.54	0.00	0.00
681919106	OMNICOM GROUP INC								
1700.0000	01/12/2012 12/24/2006		OMC	76,956.16	87,677.50	0.00	-10,721.34	0.00	0.00
713448108	PEPSICO INC		PEP						
4800.0000	01/27/2012 12/24/2006		PEP	315,897.77	302,988.00	0.00	12,909.77	0.00	0.00
713448108	PEPSICO INC		PEP						
3800.0000	01/30/2012 12/24/2006		PEP	248,372.72	239,865.50	0.00	8,507.22	0.00	0.00
713448108	PEPSICO INC		PEP						
1900.0000	02/02/2012 12/24/2006		PEP	125,963.97	119,932.75	0.00	6,031.22	0.00	0.00
468232004	PERNOD RICARD SA		RIFF						
1385.0000	09/13/2012 04/08/2008		RIFF	151,088.74	154,233.28	0.00	-3,144.54	0.00	0.00
718172109	PHILIP MORRIS INTERNATIONAL INC		PM						
1300.0000	09/13/2012 04/29/2008		PM	112,850.47	67,546.83	0.00	45,303.64	0.00	0.00
718172109	PHILIP MORRIS INTERNATIONAL INC		PM						
1200.0000	11/21/2012 04/29/2008		PM	106,364.65	62,350.92	0.00	44,013.73	0.00	0.00
73172K104	POLYCOM INC		PLCM						
200.0000	01/04/2012 04/08/2008		PLCM	3,171.13	2,368.41	0.00	802.72	0.00	0.00

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Account Number: 70-734500
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CAPITAL GUARDIAN TRUST COMPANY
 C/O PCS TAX, 6455 IRVINE CENTER DR, C-2B
 IRVINE, CA 92618

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Cusip	Description	Stock or Other Symbol	Stocks or Bonds, etc.	Cost or Other Basis	Wash-Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
73172K104	POLYCOM INC	PLCM						
2800 0000	01/04/2012 04/08/2008		44,470.98	33,157.79	0.00	11,313.19	0.00	0.00
73172K104	POLYCOM INC	PLCM						
900 0000	01/05/2012 04/08/2008		14,278.22	10,657.86	0.00	3,620.36	0.00	0.00
73172K104	POLYCOM INC	PLCM						
6700 0000	01/05/2012 Various		106,784.55	72,618.14	0.00	34,166.41	0.00	0.00
743315103	PROGRESSIVE CORP OHIO	PGR						
3500 0000	01/23/2012 04/08/2008		72,072.36	58,575.11	0.00	13,497.25	0.00	0.00
743315103	PROGRESSIVE CORP OHIO	PGR						
1800 0000	01/23/2012 04/08/2008		37,186.74	30,124.34	0.00	7,062.40	0.00	0.00
747525103	QUALCOMM INC	QCOM						
900 0000	09/13/2012 Various		56,419.73	40,195.06	0.00	16,224.67	0.00	0.00
B24CGK904	RECKITT BENCKISER GROUP PLC	RB LN						
2300 0000	11/22/2012 04/08/2008		140,955.33	127,114.31	0.00	13,841.02	0.00	0.00
760759100	REPUBLIC SERVICES INC	RSG						
3700 0000	11/16/2012 12/28/2010		99,953.25	111,581.27	0.00	-11,628.02	0.00	0.00
760759100	REPUBLIC SERVICES INC	RSG						
1700 0000	12/12/2012 12/28/2010		49,277.98	51,267.07	0.00	-1,989.09	0.00	0.00

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Capital Guardian Trust Company
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Cusip	Description	Date of Sale or Exchange	Quantity Sold	Stock or Other Symbol	Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
760759100	REPUBLIC SERVICES INC									
1000.0000	12/12/2012 Various			28,987.04		29,973.87	0.00	-986.83	0.00	0.00
B3DCZF902	RICHEMONT CIE FIN									
3049.0000	10/19/2012 Various			197,114.33		154,317.45	0.00	42,796.88	0.00	0.00
071887004	RIO TINTO PLC REG									
5900.0000	08/28/2012 Various			266,434.92		185,191.56	0.00	81,243.36	0.00	0.00
071887004	RIO TINTO PLC REG									
600.0000	08/28/2012 03/10/2011			27,095.08		38,428.09	0.00	-11,333.01	0.00	0.00
78010XAJ0	ROYAL BK OF SCOTLAND SR UNSEC 3 25% 01/11/14									
281000.0000	04/20/2012 01/04/2011			282,761.87		280,526.98	0.00	2,234.89	0.00	0.00
78010XAJ0	ROYAL BK OF SCOTLAND SR UNSEC 3 25% 01/11/14									
484000.0000	04/25/2012 01/04/2011			466,918.56		463,218.93	0.00	3,699.63	0.00	0.00
780259206	ROYAL DUTCH SHELL CL A ADR									
1100.0000	09/13/2012 12/24/2006			79,227.81		76,818.50	0.00	2,409.31	0.00	0.00
780259206	ROYAL DUTCH SHELL CL A ADR									
2300.0000	09/24/2012 12/24/2006			163,726.20		160,620.50	0.00	3,105.70	0.00	0.00
780259206	ROYAL DUTCH SHELL CL A ADR									
1500.0000	11/06/2012 12/24/2006			103,829.32		104,752.50	0.00	-923.18	0.00	0.00

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780259206	ROYAL DUTCH SHELL CL A ADR		RDS A						
3500.0000	11/12/2012 12/24/2006			238,119.26	244,422.50	0.00	-6,303.24	0.00	0.00
780259206	ROYAL DUTCH SHELL CL A ADR		RDS A						
6000.0000	11/14/2012 12/24/2006			401,457.00	419,010.00	0.00	-17,553.00	0.00	0.00
780259206	ROYAL DUTCH SHELL CL A ADR		RDS A						
2300.0000	11/21/2012 12/24/2006			152,177.01	160,620.50	0.00	-8,443.49	0.00	0.00
780259206	ROYAL DUTCH SHELL CL A ADR		RDS A						
1000.0000	11/29/2012 12/24/2006			66,552.10	69,835.00	0.00	-3,282.90	0.00	0.00
477309009	SAMSUNG ELEC GDS N/V PF		0593Q1						
356.0000	11/22/2012 04/08/2008			135,992.00	83,676.73	0.00	52,315.27	0.00	0.00
806857108	SCHLUMBERGER LTD		SLB						
700.0000	09/13/2012 10/19/2009			52,120.83	49,602.56	0.00	2,518.27	0.00	0.00
808513105	SCHWAB CHARLES NEW		SCHW						
5600.0000	11/09/2012 Various			73,032.43	108,857.70	0.00	-35,825.27	0.00	0.00
808513105	SCHWAB CHARLES NEW		SCHW						
8400.0000	11/12/2012 Various			108,583.52	157,278.45	0.00	-48,694.93	0.00	0.00
808513105	SCHWAB CHARLES NEW		SCHW						
8000.0000	11/13/2012 Various			102,580.90	144,140.22	0.00	-41,559.32	0.00	0.00

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808513105	SCHWAB CHARLES NEW	SCHW					
7500.0000	11/13/2012 Various	95,836.59	138,275.77	0.00	-42,439.18	0.00	0.00
677103905	SHANGRI-LA ASIA						
78000.0000	01/05/2012 Various	137,491.52	85,414.11	0.00	52,077.41	0.00	0.00
677103905	SHANGRI-LA ASIA						
10000.0000	01/05/2012 11/21/2008	17,676.67	10,731.52	0.00	6,945.15	0.00	0.00
B2QKY0906	SHIRE PLC	SHP.LN					
1200.0000	09/26/2012 02/04/2009	35,032.61	17,908.51	0.00	17,124.10	0.00	0.00
B2QKY0906	SHIRE PLC	SHP.LN					
2400.0000	09/26/2012 Various	70,356.50	35,379.31	0.00	34,977.20	0.00	0.00
B2QKY0906	SHIRE PLC	SHP.LN					
100.0000	09/27/2012 02/16/2009	2,935.90	1,455.90	0.00	1,480.00	0.00	0.00
B2QKY0906	SHIRE PLC	SHP.LN					
3900.0000	09/27/2012 02/16/2009	115,940.45	56,780.10	0.00	59,160.35	0.00	0.00
B2QKY0906	SHIRE PLC	SHP.LN					
4200.0000	09/28/2012 Various	122,431.46	60,922.14	0.00	61,509.32	0.00	0.00
B2QKY0906	SHIRE PLC	SHP.LN					
2000.0000	09/28/2012 02/18/2009	58,134.69	28,761.04	0.00	29,373.65	0.00	0.00

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 ONE PENN PLAZA 30TH FLOOR
 NEW YORK, NY 10119

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

Cusip	Description	Date of Sale or Exchange	Date of Acquisition	Stocks or Other Symbol	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
B2QKY0906	SHIRE PLC	10/01/2012	02/18/2009	SHP.LN	231,889.88	112,168.07	0.00	119,721.81	0.00
7800 0000									
B2QKY0906	SHIRE PLC	10/01/2012	Various	SHP.LN	71,421.02	34,599.06	0.00	36,821.96	0.00
2400 0000									
B2QKY0906	SHIRE PLC	10/01/2012	02/19/2009	SHP.LN	80,076.80	38,992.90	0.00	41,083.90	0.00
2700 0000									
B2QKY0906	SHIRE PLC	10/02/2012	Various	SHP.LN	144,838.65	70,535.06	0.00	74,303.59	0.00
4900 0000									
B2QKY0906	SHIRE PLC	10/02/2012	02/19/2009	SHP.LN	29,486.75	14,441.81	0.00	15,044.94	0.00
1000 0000									
B2QKY0906	SHIRE PLC	10/03/2012	Various	SHP.LN	114,371.11	55,953.12	0.00	58,417.99	0.00
3900 0000									
B2QKY0906	SHIRE PLC	10/03/2012	02/17/2009	SHP.LN	73,300.88	35,899.33	0.00	37,401.55	0.00
2500 0000									
B2QKY0906	SHIRE PLC	10/03/2012	02/17/2009	SHP.LN	23,477.68	11,487.78	0.00	11,989.90	0.00
800 0000									
B2QKY0906	SHIRE PLC	10/04/2012	Various	SHP.LN	88,811.66	40,476.83	0.00	48,334.83	0.00
3000 0000									

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

2012 Tax Information Statement

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Account Number:

70-734500

Recipient's Tax ID Number:

XX-XXX8005

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

☐ Corrected

☐ 2nd TIN notice

Recipient's Name and Address:
THE STANTON FOUNDATION
C/O ANDREW WEISS, TRUSTEE
HOLTZ RUBENSTEIN REMINICK LLP
ONE PENN PLAZA 30TH FLOOR
NEW YORK, NY 10119

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Cusip	Description	Date of Sale or Exchange	Quantity Sold	Stock or Other Symbol	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
B2QKY0906	SHIRE PLC			SHP.LN					
2800.0000	10/19/2012 Various			83,642.51	36,405.09	0.00	47,237.42	0.00	0.00
B2QKY0906	SHIRE PLC			SHP.LN					
1400.0000	10/19/2012 03/05/2009			41,910.84	15,815.90	0.00	26,094.94	0.00	0.00
B2QKY0906	SHIRE PLC			SHP.LN					
500.0000	10/19/2012 07/10/2009			14,938.09	6,686.21	0.00	8,251.88	0.00	0.00
B2QKY0906	SHIRE PLC			SHP.LN					
400.0000	10/19/2012 07/10/2009			11,898.07	5,348.97	0.00	6,549.10	0.00	0.00
B2QKY0906	SHIRE PLC			SHP.LN					
1300.0000	10/22/2012 03/05/2009			38,231.96	14,686.20	0.00	23,545.76	0.00	0.00
B2QKY0906	SHIRE PLC			SHP.LN					
1000.0000	10/23/2012 03/05/2009			28,367.63	11,297.07	0.00	17,070.56	0.00	0.00
676396005	SMC CORP								
800.0000	11/22/2012 Various			130,292.31	82,113.00	0.00	48,179.31	0.00	0.00
677062903	SOFTBANK CORP								
3400.0000	09/13/2012 09/17/2008			142,533.73	51,961.95	0.00	90,571.78	0.00	0.00
677062903	SOFTBANK CORP								
3400.0000	11/22/2012 09/17/2008			126,950.65	51,961.95	0.00	74,988.70	0.00	0.00

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2012 Tax Information Statement

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Cusip	Description	Date of Sale or Exchange	Quantity Sold	Stock or Other Symbol	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
715603908	SONOVA HOLDING AG			SOON.VX					
1077.0000	09/13/2012 Various			110,959.68	143,823.81	0.00	-32,864.13	0.00	0.00
715603908	SONOVA HOLDING AG			SOON.VX					
474.0000	11/22/2012 Various			51,256.55	45,831.49	0.00	5,425.06	0.00	0.00
715603908	SONOVA HOLDING AG			SOON.VX					
819.0000	11/22/2012 Various			88,563.54	106,952.43	0.00	-18,388.89	0.00	0.00
847560109	SPECTRA ENERGY CORP			SE					
6800.0000	01/10/2012 12/24/2006			207,926.40	186,344.03	0.00	21,582.37	0.00	0.00
847560109	SPECTRA ENERGY CORP			SE					
6450.0000	01/11/2012 12/24/2006			196,929.55	176,752.80	0.00	20,176.75	0.00	0.00
685992000	SUN HUNG KAI PROP								
19000.0000	03/30/2012 Various			236,618.49	200,659.87	0.00	35,958.62	0.00	0.00
867224958	SUNCOR ENERGY INC			SU.CN					
4900.0000	01/04/2012 10/29/2008			149,500.09	112,231.53	0.00	37,268.56	0.00	0.00
686774001	SWIRE PACIFIC LTD CL A			19.HK					
20500.0000	01/05/2012 04/08/2008			210,512.13	237,240.96	0.00	-26,728.83	0.00	0.00
688380906	SYSMEX CORP			6869.JP					
1800.0000	11/22/2012 Various			78,478.67	61,951.36	0.00	16,527.31	0.00	0.00

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2012 Tax Information Statement

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Recipient's Name and Address:
 THE STANTON FOUNDATION
 C/O ANDREW WEISS, TRUSTEE
 HOLTZ RUBENSTEIN REMINICK LLP
 ONE PENN PLAZA 30TH FLOOR
 NEW YORK, NY 10119

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

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

☐ Corrected ☐ 2nd TIN notice

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

Cusip	Description	Date of Sale or Exchange	Quantity Sold	Stock or Other Symbol	Cost or Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
688380906	SYSMEX CORP			6869.JP					
1200 0000	11/22/2012 Various			52,319.11	41,240.97	0.00	11,078.14	0.00	0.00
87612E106	TARGET CORP			TGT					
3700 0000	02/14/2012 12/24/2006			193,208.06	211,971.15	0.00	-18,763.09	0.00	0.00
87612E106	TARGET CORP			TGT					
1900 0000	11/21/2012 12/24/2006			120,913.86	108,850.05	0.00	12,063.81	0.00	0.00
688167006	TELEVISION BROADCAST								
2000 0000	01/05/2012 11/04/2010			12,082.88	10,864.71	0.00	1,218.17	0.00	0.00
688167006	TELEVISION BROADCAST								
3700 0000	01/06/2012 Various			215,749.29	200,726.65	0.00	15,022.64	0.00	0.00
608728903	TELSTRA CORP			TLS.AU					
112858 0000	03/30/2012 06/23/2010			385,468.45	324,326.53	0.00	61,141.92	0.00	0.00
608728903	TELSTRA CORP			TLS.AU					
37838 0000	03/30/2012 02/03/2011			129,236.34	107,048.87	0.00	22,187.47	0.00	0.00
088470000	TESCO PLC								
31900 0000	02/17/2012 Various			160,671.59	236,489.32	0.00	-75,817.73	0.00	0.00
088470000	TESCO PLC								
26900 0000	05/24/2012 Various			126,812.03	158,513.08	0.00	-31,701.05	0.00	0.00

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2012 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
 ONE PENN PLAZA 30TH FLOOR
 NEW YORK, NY 10119

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Quantity Sold	Cusip	Description	Date of Sale or Exchange	Date of Acquisition	Stocks, Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
254687106	3200.0000	THE WALT DISNEY CO	01/23/2012	Various	DIS	125,409.74	76,211.77	0.00	49,197.97	0.00
254687106	2000.0000	THE WALT DISNEY CO	09/13/2012	12/02/2008	DIS	103,577.67	42,032.40	0.00	61,545.27	0.00
690355904	30000.0000	TINGYI HOLDING CORP	05/25/2012	Various	322.HK	75,070.05	64,203.37	0.00	10,866.68	0.00
690355904	8000.0000	TINGYI HOLDING CORP	05/28/2012	10/08/2009	322.HK	19,985.34	16,713.42	0.00	3,271.92	0.00
690355904	48000.0000	TINGYI HOLDING CORP	05/29/2012	Various	322.HK	111,611.53	100,538.33	0.00	11,073.20	0.00
891160954	3800.0000	TORONTO-DOMINION BANK	01/05/2012	04/08/2008	TD.CN	284,244.02	235,957.88	0.00	48,286.14	0.00
612528901	2400.0000	TREND MICRO INC	06/15/2012	Various		65,349.49	91,080.57	0.00	-25,731.08	0.00
882756S83	295000.0000	TX PFA UNEMPLOYMENT COMP 10C 2.6% 07-01-20	01/03/2012	12/08/2010		295,000.00	295,000.00	0.00	0.00	0.00
882756S83	290000.0000	TX PFA UNEMPLOYMENT COMP 10C 2.6% 07-01-20	07/02/2012	12/08/2010		290,000.00	290,000.00	0.00	0.00	0.00

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2012 Tax Information Statement

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 THE STANTON FOUNDATION
 C/O ANDREW WEISS, TRUSTEE
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 ONE PENN PLAZA 30TH FLOOR
 NEW YORK, NY 10119

Account Number: 70-734500
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CAPITAL GUARDIAN TRUST COMPANY
 C/O PCS TAX, 6455 IRVINE CENTER DR, C-2B
 IRVINE, CA 92618

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Cusip	Description	Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol	Stocks, Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
911312106	UNITED PARCEL SERVICE INC CL B			UPS						
1200.0000	01/10/2012	12/24/2006			89,097.56	88,797.72	0.00	299.84	0.00	0.00
911312106	UNITED PARCEL SERVICE INC CL B			UPS						
1600.0000	01/10/2012	12/24/2006			118,613.72	118,396.96	0.00	216.76	0.00	0.00
913017109	UNITED TECHNOLOGIES CORP			UTX						
800.0000	09/13/2012	Various			63,110.58	68,022.56	0.00	-4,911.98	0.00	0.00
91324P102	UNITEDHEALTH GROUP INC			UNH						
1000.0000	01/23/2012	09/03/2009			52,740.38	28,885.10	0.00	23,855.28	0.00	0.00
91324P102	UNITEDHEALTH GROUP INC			UNH						
2600.0000	04/16/2012	Various			149,573.08	74,665.18	0.00	74,907.90	0.00	0.00
91324P102	UNITEDHEALTH GROUP INC			UNH						
700.0000	04/16/2012	09/03/2009			40,341.42	20,219.57	0.00	20,121.85	0.00	0.00
917047102	URBAN OUTFITTERS INC			URBN						
10400.0000	01/11/2012	Various			250,419.90	208,860.18	0.00	41,559.72	0.00	0.00
917047102	URBAN OUTFITTERS INC			URBN						
3400.0000	01/11/2012	Various			81,783.05	110,511.34	0.00	-28,728.29	0.00	0.00
917047102	URBAN OUTFITTERS INC			URBN						
2700.0000	01/12/2012	Various			65,456.46	42,202.02	0.00	23,254.44	0.00	0.00

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2012 Tax Information Statement

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Account Number: 70-734500
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 ONE PENN PLAZA 30TH FLOOR
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Cusip	Description	Date of Sale or Exchange	Quantity Sold	Stock or Other Symbol	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
912828MB3	US TREASURY NOTE 1.125% 12/15/12								
111000000000	09/24/2012 02/03/2011			1,112,511.13	1,119,195.90	0.00	-6,684.77	0.00	0.00
912828MB3	US TREASURY NOTE 1.125% 12/15/12								
106000000000	10/16/2012 02/03/2011			1,061,735.51	1,068,781.68	0.00	-7,046.17	0.00	0.00
912828MG2	US TREASURY NOTE 1.375% 01/15/2013								
200000000000	09/12/2012 10/21/2010			2,008,430.80	2,042,975.45	0.00	-34,544.65	0.00	0.00
912828MG2	US TREASURY NOTE 1.375% 01/15/2013								
365000000000	09/20/2012 10/21/2010			366,453.07	372,843.02	0.00	-6,389.95	0.00	0.00
912828MG2	US TREASURY NOTE 1.375% 01/15/2013								
480000000000	10/02/2012 10/21/2010			481,742.14	490,314.11	0.00	-8,571.97	0.00	0.00
912828MG2	US TREASURY NOTE 1.375% 01/15/2013								
160000000000	10/16/2012 10/21/2010			1,604,932.14	1,634,380.36	0.00	-29,448.22	0.00	0.00
912828MG2	US TREASURY NOTE 1.375% 01/15/2013								
295000000000	10/18/2012 10/21/2010			295,886.32	301,338.88	0.00	-5,452.56	0.00	0.00
912828LQ1	US TREASURY NOTE 2.375% 09/30/14								
155500000000	01/11/2012 09/02/2010			1,640,823.50	1,632,087.04	0.00	8,736.46	0.00	0.00
912828HE3	US TREASURY NOTE 4.25% 09/30/2012								
170000000000	09/13/2012 07/11/2011			1,703,181.81	1,783,212.72	0.00	-80,030.91	0.00	0.00

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2012 Tax Information Statement

Page 77 of 105

Account Number: 70-734500
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 ONE PENN PLAZA 30TH FLOOR
 NEW YORK, NY 10119

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Cusip	Description	Date of Sale or Exchange	Stocks or Other Symbol	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss/Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
912828HE3	US TREASURY NOTE 4.25% 09/30/2012								
1580000.0000	10/01/2012	07/11/2011		1,580,000.00	1,657,338.89	0.00	-77,338.89	0.00	0.00
912828GM6	US TREASURY NOTE 4 5% 03/31/12								
775000.0000	02/13/2012	09/02/2010		779,356.78	824,984.04	0.00	-45,627.26	0.00	0.00
912828GM6	US TREASURY NOTE 4 5% 03/31/12								
2175000.0000	04/02/2012	09/02/2010		2,175,000.00	2,315,277.79	0.00	-140,277.79	0.00	0.00
92343V104	VERIZON COMMUNICATIONS		VZ						
5200.0000	01/10/2012	01/08/2010		200,848.74	154,751.17	0.00	46,097.57	0.00	0.00
92343V104	VERIZON COMMUNICATIONS		VZ						
400.0000	01/11/2012	01/08/2010		15,449.22	11,903.94	0.00	3,545.28	0.00	0.00
92826C839	VISA INC CL A		V						
1600.0000	01/13/2012	Various		161,368.10	132,488.64	0.00	28,879.46	0.00	0.00
92826C839	VISA INC CL A		V						
2800.0000	01/17/2012	Various		285,431.27	201,979.12	0.00	83,452.15	0.00	0.00
92826C839	VISA INC CL A		V						
1300.0000	01/18/2012	09/14/2010		134,190.96	87,481.94	0.00	46,709.02	0.00	0.00
B02YZ0905	WAL MART DE MEXICO, SAB DE C.V								
7600.0000	01/04/2012	04/08/2008		20,970.32	16,556.76	0.00	4,413.56	0.00	0.00

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Cusip	Description	Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol	Stocks, Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
B02YZ0905	WAL MART DE MEXICO, SAB DE C.V.									
16900.0000	01/05/2012 Various			46,305 15		36,817.01	0.00	9,488.14	0.00	0.00
B02YZ0905	WAL MART DE MEXICO, SAB DE C.V.									
6900.0000	01/05/2012 04/08/2008			18,866.12		15,031.79	0.00	3,834.33	0.00	0.00
B02YZ0905	WAL MART DE MEXICO, SAB DE C.V.									
7000.0000	01/10/2012 Various			19,292.27		15,249.65	0.00	4,042.62	0.00	0.00
B02YZ0905	WAL MART DE MEXICO, SAB DE C.V.									
5000.0000	01/11/2012 04/08/2008			13,842.09		10,892.60	0.00	2,949.49	0.00	0.00
B02YZ0905	WAL MART DE MEXICO, SAB DE C.V.									
600.0000	01/12/2012 04/08/2008			1,658.65		1,307.11	0.00	351.54	0.00	0.00
B02YZ0905	WAL MART DE MEXICO, SAB DE C.V.									
3400.0000	01/13/2012 Various			9,516.29		7,406.97	0.00	2,109.32	0.00	0.00
Total Long Term 15% Sales				61,806,618.34		59,565,851.74	0.00	2,240,766.60	0.00	0.00

This is important tax information and is being furnished to you

HIGH SCHOOL CIVICS

Name	Address	Amount
Blair Academy	2 Park Street, Blairstown, NJ 07825	5,000
Brooks School	1160 Great Pond Road, North Andover, MA 01845	5,000
Cape Cod Academy	50 Osterville-West Barnstable Road, Osterville, MA 02655	5,000
Concord Academy	166 Main Street, Concord, MA 01742	5,000
Eagle Hill School	PO BOX 116, 242 Old Petersham Road, Hardwick, MA 01037	5,000
Gill St. Bernard's School	PO BOX 604, Gladstone, NJ 07934	5,000
Kent Place School	42 Norwood Avenue, Summit, NJ 07901	5,000
Lauralton Hall	200 High Street, Milford, CT 06460	5,000
Mount Alvernia High School	790 Centre Street, Newton, MA 02458	5,000
Mount Saint Dominic Academy	3 Ryerson Avenue, Caldwell, NJ 07006	5,000
Mount Saint mary Academy	1645 Route 22, Watchung, NJ 07069	5,000
Newark Academy	91 South Orange Avenue, Livingston, NJ 07079	5,000
Newton Country Day School	785 Centre Street, Newton, MA 02458	5,000
Noor-UI-Iman School	PO BOX 271, Monmouth Junction, NJ 08852	5,000
Northfield Mount Hermon	One Lamplighter Way, Mount Hermon, MA 01354	5,000
Northwest Catholic High School	29 Wampanoag Drive, West Hartford, CT 06117	5,000
Oak Knoll School	82 Elmwood Road, Cedar Grove, NJ 07009	5,000
Pennington School	112 West Delaware Avenue, Pennington, NJ 08534	5,000
Princeton Day School	650 Great Road, Princeton, NJ 08540	5,000
Purnell School	51 Pottersville Rd, PO BOX 500, Pottersville, NJ 07979	5,000
Rutgers Preparatory School	1345 Easton Avenue, Somerset, NJ 08873	5,000
Seton Hall Preparatory School	120 Northfield Avenue, West Orange, NJ 08752	5,000
St. Augustine Preparatory	611 Cedar Avenue, Richland, NJ 08350-2450	5,000
St. Marks School	25 Marlboro Road, Southborough, MA 01772	10,000
The Ethel Walker School	230 Bushy Hill Road, Simsbury, CT06070	5,000
The Hudson School	601 Park Avenue, Hoboken, NJ 07030	5,000
The Lawrenceville School	PO BOX 6008, Lawrenceville, NJ 08648	5,000
The Roxbury latin School	101 St. Theresa Avenue, West Roxbury, MA 02132	10,000
The Wardlaw-Hartridge School	1295 Inman Avenue, Edison, NJ 08820	5,000
Westover School	1237 Whittemore Road, Middlebury, CT 06762	5,000
		160,000

THE STANTON FOUNDATION
C/O BAKER TILLY

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
HOMELESS PETS FOUNDATION 1343 GRESHAM ROAD MARIETTA, GA 30062	NONE	501(C)(3)	CHARITABLE CONTRIBUTION	300,000.
MASSACHUSETTS INSTITUTE OF TECHNOLOGY 77 MASSACHUSETTS AVENUE CAMBRIDGE, MA 02139	NONE	501(C)(3)	CHARITABLE CONTRIBUTION	6,111,645.
NEW ENGLAND WILDLIFE CENTER 500 COLUMBIAN STREET SOUTH WEYMOUTH, MA 02190	NONE	501(C)(3)	CHARITABLE CONTRIBUTION	42,000.
PIONEER INSTITUTE 85 DEVONSHIRE STREET, 8TH FLOOR BOSTON, MA 02109	NONE	501(C)(3)	CHARITABLE CONTRIBUTION	160,000.
RAND CORPORATION 1776 MAIN STREET SANTA MONICA, CA 90401	NONE	501(C)(3)	CHARITABLE CONTRIBUTION	325,000.
STANFORD UNIVERSITY 450 SERRA MALL STANDFORD, CA 94305	NONE	501(C)(3)	CHARITABLE CONTRIBUTION	375,000.
SUNLIGHT FOUNDATION 1818 N STREET NWSUITE 300 WASHINGTON, DC 20036	NONE	501(C)(3)	CHARITABLE CONTRIBUTION	25,000.
TOWN OF ARLINGTON 422 SUMMER STREET ARLINGTON, MA 02474	NONE	501(C)(3)	CHARITABLE CONTRIBUTION	33,900.
WIKIMEDIA FOUNDATION C/O CT CORP SYSTEM, 818 W7TH ST LOS ANGELES, CA 90017	NONE	501(C)(3)	CHARITABLE CONTRIBUTION	1,848,000.
FRIENDS OF THE PUBLIC GARDEN 69 BEACON ST BOSTON, MA 02108	NONE	501(C)(3)	CHARITABLE CONTRIBUTION	10,000.
Total from continuation sheets				9,230,545.

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

SOURCE	AMOUNT
JPMORGAN CHASE	58.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	58.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CAPITAL GUARDIAN - AMORTIZATION ON T/E INTEREST	<9,898.>	0.	<9,898.>
CAPITAL GUARDIAN - DIVIDEND	2,859,873.	2,321.	2,857,552.
CAPITAL GUARDIAN - INTEREST	2,952,664.	0.	2,952,664.
CAPITAL GUARDIAN - TAX EXEMPT INCOME	72,137.	0.	72,137.
TOTAL TO FM 990-PF, PART I, LN 4	5,874,776.	2,321.	5,872,455.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
BROAD STREET FINANCIAL COMPANY	0.	<73,939.>	
LESS REPORTED ON 990-T	0.	73,939.	
BROAD STREET FINANCIAL COMPANY - DEPLETION	0.	<88,288.>	
LESS REPORTED ON 990-T	0.	88,288.	
NET INCOME FROM PASSTHROUGH K-1S	<1,432.>	<1,432.>	
OTHER INVESTMENT INCOME	207.	207.	
TOTAL TO FORM 990-PF, PART I, LINE 11	<1,225.>	<1,225.>	

FORM 990-PF	LEGAL FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	3,049.	305.		2,744.
TO FM 990-PF, PG 1, LN 16A	3,049.	305.		2,744.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	56,490.	16,947.		39,543.
AUDIT FEE	20,185.	2,019.		18,166.
TO FORM 990-PF, PG 1, LN 16B	76,675.	18,966.		57,709.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CONSULTING FEE	24,750.	0.		24,750.
TO FORM 990-PF, PG 1, LN 16C	24,750.	0.		24,750.

FORM 990-PF	TAXES	STATEMENT	7
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAXES	59,770.	0.		0.
FOREIGN TAXES	203,555.	203,555.		0.
STATE TAX	27,753.	0.		0.
PAYROLL TAX	3,718.	0.		3,718.
TO FORM 990-PF, PG 1, LN 18	294,796.	203,555.		3,718.

FORM 990-PF	OTHER EXPENSES			STATEMENT 8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MGMT FEE	988,017.	978,857.		0.
FILING FEES	1,550.	0.		1,550.
INSURANCE	11,225.	0.		11,225.
ACCRUED INTEREST PAID ON PURCHASE	66,132.	66,132.		0.
STORAGE	1,226.	0.		1,226.
IT EXPENSE	1,443.	0.		1,443.
OFFICE EXP	9,621.	0.		9,621.
TELEPHONE EXPENSE	559.	0.		559.
TO FORM 990-PF, PG 1, LN 23	1,079,773.	1,044,989.		25,624.

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT			STATEMENT 9
DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE	FAIR MARKET VALUE
COMPUTER EQUIPMENT	1,224.	306.	918.	918.
TO 990-PF, PART II, LN 14	1,224.	306.	918.	918.

FORM 990-PF	CORPORATE STOCK		STATEMENT 10
DESCRIPTION	BOOK VALUE		FAIR MARKET VALUE
CORPORATE STOCKS	87,083,246.		110,730,014.
TOTAL TO FORM 990-PF, PART II, LINE 10B	87,083,246.		110,730,014.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 11
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUNDS	FMV	102,445,973.	101,891,130.
AEA INVESTORS LQ LLC	FMV	36,538.	36,538.
AEA DENMARK LP	FMV	12,564.	12,564.
AEA FINLAND LP	FMV	4,468.	4,468.
AEA SCANDINAVIA II LP	FMV	44,423.	44,423.
TOTAL TO FORM 990-PF, PART II, LINE 13		102,543,966.	101,989,123.

FORM 990-PF	OTHER ASSETS	STATEMENT 12
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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	52,290.	50,843.	50,843.
PREPAID BOND INTEREST	23,732.	14,053.	14,053.
SALES OF INVESTMENTS NOT YET SETTLED - DUE FROM CAPITAL GUARDIAN	117,329.	183,680.	183,680.
SECURITY DEPOSIT	0.	2,460.	2,460.
TO FORM 990-PF, PART II, LINE 15	1,846,916.	1,904,601.	1,904,601.

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Asset NO	Description	Date Acquired	Method	Life	Conv	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.	61.		245.	306.
	* TOTAL 990-PF PG 1 DEPR						1,224.				1,224.	61.		245.	306.