

Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**

or Section 4947(a)(1) Trust Treated as Private Foundation

Do not enter social security numbers on this form as it may be made public.
Go to www.irs.gov/Form990PF for instructions and the latest information.

OMB No 1545-0052

2017

Open to Public Inspection

For calendar year 2017 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		B Telephone number 212-697-6900
City or town, state or province, country, and ZIP or foreign postal code NEW YORK, NY 10119		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 190,657,615.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		100.	100.		STATEMENT 1
4 Dividends and interest from securities		3,546,641.	3,388,911.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		10,774,252.			
b Gross sales price for all assets on line 6a		92,272,338.			
7 Capital gain net income (from Part IV, line 2)			10,774,252.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross capital loss returns and allowances					
b Less: Cost of goods sold					
c Gross profit or (loss)					
11 Other income		2,365.	725.		STATEMENT 3
12 Total. Add lines 4 through 11		14,323,358.	14,163,988.		
13 Compensation of officers, directors, trustees, etc.		280,000.	56,000.		224,000.
14 Other employee salaries and wages		300,804.	0.		300,804.
15 Pension plans, employee benefits		30,332.	0.		24,850.
16a Legal fees STMT 4		58,717.	0.		58,717.
b Accounting fees STMT 5		31,025.	4,822.		26,203.
c Other professional fees STMT 6		165,971.	0.		165,971.
17 Interest					
18 Taxes STMT 7		173,154.	100,935.		27,219.
19 Depreciation and depletion					
20 Occupancy		170,566.	0.		170,566.
21 Travel, conferences, and meetings		46,726.	0.		46,726.
22 Printing and publications		4,460.	0.		4,460.
23 Other expenses STMT 8		987,083.	804,001.		183,058.
24 Total operating and administrative expenses. Add lines 13 through 23		2,248,838.	965,758.		1,232,574.
25 Contributions, gifts, grants paid		20,793,118.			20,793,118.
26 Total expenses and disbursements. Add lines 24 and 25		23,041,956.	965,758.		22,025,692.
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		<8,718,598.>			
b Net investment income (if negative, enter -0-)			13,198,230.		
c Adjusted net income (if negative, enter -0-)				N/A	

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Part II Balance Sheets		Beginning of year		End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1 Cash - non-interest-bearing	636,865.	424,899.	424,899.	
	2 Savings and temporary cash investments	16,463,419.	17,764,070.	17,764,070.	
	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	73,844,357.	66,369,658.	101,971,543.	
	c Investments - corporate bonds				
	Liabilities	11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation ▶					
12 Investments - mortgage loans					
13 Investments - other STMT 11		73,221,124.	70,917,113.	70,417,765.	
14 Land, buildings, and equipment: basis ▶ 1,224.					
Less accumulated depreciation STMT 12 ▶ 1,224.					
15 Other assets (describe ▶ STATEMENT 13)		62,299.	79,338.	79,338.	
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		164,228,064.	155,555,078.	190,657,615.	
17 Accounts payable and accrued expenses					
18 Grants payable					
Net Assets or Fund Balances	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable				
	22 Other liabilities (describe ▶)				
23 Total liabilities (add lines 17 through 22)	0.	0.			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>				
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>				
	27 Capital stock, trust principal, or current funds	0.	0.		
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds	164,228,064.	155,555,078.			
30 Total net assets or fund balances	164,228,064.	155,555,078.			
31 Total liabilities and net assets/fund balances	164,228,064.	155,555,078.			

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	164,228,064.
2 Enter amount from Part I, line 27a	2	<8,718,598.>
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 9	3	53,431.
4 Add lines 1, 2, and 3	4	155,562,897.
5 Decreases not included in line 2 (itemize) ▶ PRIOR YEAR ADJUSTMENT	5	7,819.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	155,555,078.

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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 (for example, 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 BANK (70-734500) (SEE ATTACHED)	P	VARIOUS	12/31/17
b CAPITAL BANK (70-734500) (SEE ATTACHED)	P	VARIOUS	12/31/17
c CAPITAL BANK (70-734501) (SEE ATTACHED)	P	VARIOUS	12/31/17
d CAPITAL BANK (70-734501) (SEE ATTACHED)	P	VARIOUS	12/31/17
e CAPITAL GAINS DIVIDENDS			

(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 27,412,864.		27,294,869.	117,995.
b 54,030,165.		46,079,364.	7,950,801.
c 1,613,408.		1,593,461.	19,947.
d 9,214,607.		6,530,392.	2,684,215.
e 1,294.			1,294.

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

(i) FMV 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			117,995.
b			7,950,801.
c			19,947.
d			2,684,215.
e			1,294.

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	10,774,252.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):	{ If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8 }	3	N/A

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

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

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

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

☐ Yes ☒ No

If "Yes," the foundation doesn't 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))
2016	15,743,826.	188,747,887.	.083412
2015	26,143,532.	215,516,140.	.121307
2014	16,602,863.	229,028,033.	.072493
2013	13,268,004.	227,310,553.	.058370
2012	13,094,275.	217,621,766.	.060170

2 Total of line 1, column (d)	2	.395752
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years	3	.079150
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	189,308,665.
5 Multiply line 4 by line 3	5	14,983,781.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	131,982.
7 Add lines 5 and 6	7	15,115,763.
8 Enter qualifying distributions from Part XII, line 4	8	22,025,692.

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.

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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

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-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only, others, enter -0-)

5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-

6 Credits/Payments

a 2017 estimated tax payments and 2016 overpayment credited to 2017

b Exempt foreign organizations - tax withheld at source

c Tax paid with application for extension of time to file (Form 8868)

d Backup withholding erroneously withheld

7 Total credits and payments. Add lines 6a through 6d

8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached

9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed

10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid

11 Enter the amount of line 10 to be: Credited to 2018 estimated tax ☒

33,077. Refunded ☒

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?

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition. If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.

c Did the foundation file Form 1120-POL for this year?

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:
(1) On the foundation. ☒ \$ 0. (2) On foundation managers. ☒ \$ 0.

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☒ \$ 0.

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?

If "Yes," attach a detailed description of the activities.

3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

b If "Yes," has it filed a tax return on Form 990-T for this year?

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

If "Yes," attach the statement required by General Instruction T

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?

7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV

8a Enter the states to which the foundation reports or with which it is registered. See instructions. ☒ _____

NY, MA

b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation

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 2017 or the tax year beginning in 2017? See the instructions for Part XIV. If "Yes," complete Part XIV

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

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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
- 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
- 13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?

	Yes	No
11		X
12		X
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 2017, 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
16		X

See the instructions for exceptions and filing requirements for FinCEN Form 114. 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.

- 1a During the year, did the foundation (either directly or indirectly)

- (1) Engage in the sale or exchange, or leasing of property with a disqualified person?
- (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
- (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
- (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
- (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?
- (6) Agree to pay money or property to a government official? (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☐ Yes ☒ No☐ Yes ☒ No☐ Yes ☒ No☐ Yes ☒ No☐ Yes ☒ No

	Yes	No
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- b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions
- Organizations relying on a current notice regarding disaster assistance, check here

N/A☐

- 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 2017?

1b		
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1c		X
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- 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 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017?

☐ Yes ☒ No

If "Yes," list the years

- b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)

N/A

- c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.

2b		
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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 4945(d)(4)(A)? See instructions

☐ Yes ☒ No

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

☐ Yes ☒ No

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

N/A

Organizations relying on a current notice regarding disaster assistance, check here

☐

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

N/A

☐ Yes ☐ No

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

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

☐ Yes ☒ No

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

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

☐ Yes ☒ No

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

N/A

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

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

1 List all officers, directors, trustees, and 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	180,000.	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
KATHERINE E DUMEER - 1 EARHART	PROGRAM OFFICER			
STREET #309, CAMBRIDGE, MA 02141	40.00	100,792.	0.	0.
ERICA CARERE	PROGRAM OFFICER			
87 PINGHURST RD, BELMONT, MA 02478	20.00	51,956.	0.	0.
VALERIE LESTER	ADMIN/FINANCE COORDINATOR			
18 ELM STREET #8, WALTHAM, MA 02453	40.00	51,673.	0.	0.

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."

[illegible]

Total number of others receiving over \$50,000 for professional services

0

Part IX-A	Summary of Direct Charitable Activities
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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

Describe the two largest program-related investments made by the foundation during the calendar year 2016 and 2017.		
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	173,628,905.
b	Average of monthly cash balances	1b	16,929,207.
c	Fair market value of all other assets	1c	1,633,426.
d	Total (add lines 1a, b, and c)	1d	192,191,538.
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	192,191,538.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	2,882,873.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	189,308,665.
6	Minimum investment return. Enter 5% of line 5	6	9,465,433.

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	9,465,433.
2a	Tax on investment income for 2017 from Part VI, line 5	2a	131,982.
b	Income tax for 2017. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	131,982.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	9,333,451.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	9,333,451.
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	9,333,451.

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	22,025,692.
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	22,025,692.
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	131,982.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	21,893,710.

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.

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THE STANTON FOUNDATION
C/O BAKER TILLY

Form 990-PF (2017)

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				9,333,451.
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2017				
a From 2012	2,338,318.			
b From 2013	2,041,947.			
c From 2014	5,424,679.			
d From 2015	15,580,049.			
e From 2016	6,449,196.			
f Total of lines 3a through e	31,834,189.			
4 Qualifying distributions for 2017 from Part XII, line 4: \$ 22,025,692.				
a Applied to 2016, 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 2017 distributable amount				9,333,451.
e Remaining amount distributed out of corpus	12,692,241.			
5 Excess distributions carryover applied to 2017 (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	44,526,430.			
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 2016. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2017. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2018				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2017 not applied on line 5 or line 7	2,338,318.			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	42,188,112.			
10 Analysis of line 9.				
a Excess from 2013	2,041,947.			
b Excess from 2014	5,424,679.			
c Excess from 2015	15,580,049.			
d Excess from 2016	6,449,196.			
e Excess from 2017	12,692,241.			

THE STANTON FOUNDATION

C/O BAKER TILLY

Form 990-PF (2017)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
2017 LIST OF CONTRIBUTIONS (SEE ATTACHED)	NONE	501(C)(3)	CHARITABLE CONTRIBUTION	20,793,118.
1				
Total			3a	20,793,118.
b Approved for future payment				
NONE				
Total			3b	0.

Form 990-PF (2017)

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income	
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount			
1 Program service revenue:							
a _____							
b _____							
c _____							
d _____							
e _____							
f _____							
g Fees and contracts from government agencies							
2 Membership dues and assessments							
3 Interest on savings and temporary cash investments			14	100.			
4 Dividends and interest from securities			14	3,546,641.			
5 Net rental income or (loss) from real estate:							
a Debt-financed property							
b Not debt-financed property							
6 Net rental income or (loss) from personal property							
7 Other investment income			01	2,365.			
8 Gain or (loss) from sales of assets other than inventory			18	10,774,252.			
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.		14,323,358.		0.	
13 Total. Add line 12, columns (b), (d), and (e)							
(See worksheet in line 13 instructions to verify calculations.)							

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

[illegible]

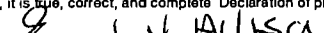

Part XVII Information Regarding Transfers to and Transactions and Relationships With Noncharitable Exempt Organizations

		Yes	No
1	Did the organization directly or indirectly engage in any of the following with another organization described in section 501(c)(3) (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		X
(2)	Other assets		X
b	Other transactions		
(1)	Sales of assets to a noncharitable exempt organization		X
(2)	Purchases of assets from a noncharitable exempt organization		X
(3)	Rental of facilities, equipment, or other assets		X
(4)	Reimbursement arrangements		X
(5)	Loans or loan guarantees		X
(6)	Performance of services or membership or fundraising solicitations		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees		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) (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				May the IRS discuss this return with the preparer shown below? See instr. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
	 Signature of officer or trustee		11/10/2018 Date			TRUSTEE Title	
Paid Preparer Use Only	Print/Type preparer's name		Preparer's signature		Date	Check <input type="checkbox"/> if self-employed	PTIN
	STEPHEN APONTE, CPA				11/1/18		P00532049
	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 INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
JPMORGAN CHASE	100.	100.	
TOTAL TO PART I, LINE 3	100.	100.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
CAPITAL BANK (70-734500) - DIVIDEND	1,776,527.	1,294.	1,775,233.	1,720,313.	
CAPITAL BANK (70-734500) - INTEREST	1,020,244.	0.	1,020,244.	1,020,244.	
CAPITAL BANK (70-734500) - TAX EXEMPT INCOME	79,938.	0.	79,938.	0.	
CAPITAL BANK (70-734501) - DIVIDEND	678,969.	0.	678,969.	648,354.	
LESS: AMORTIZATION ON T/E BOND PREMIUM	<7,743.>	0.	<7,743.>	0.	
TO PART I, LINE 4	3,547,935.	1,294.	3,546,641.	3,388,911.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
K-1 BROAD STREET FINANCIAL COMPANY (REPORTED ON 990-T)	1,640.	0.	
NET INCOME/(LOSS) FROM PASSTHROUGH K-1S	<125.>	<125.>	
OTHER INVESTMENT INCOME	850.	850.	
TOTAL TO FORM 990-PF, PART I, LINE 11	2,365.	725.	

FORM 990-PF

LEGAL FEES

STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEE	58,717.	0.		58,717.
TO FM 990-PF, PG 1, LN 16A	58,717.	0.		58,717.

FORM 990-PF

ACCOUNTING FEES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEE	8,601.	2,580.		6,021.
AUDIT FEE	22,424.	2,242.		20,182.
TO FORM 990-PF, PG 1, LN 16B	31,025.	4,822.		26,203.

FORM 990-PF

OTHER PROFESSIONAL FEES

STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CONSULTING FEE	165,971.	0.		165,971.
TO FORM 990-PF, PG 1, LN 16C	165,971.	0.		165,971.

FORM 990-PF

TAXES

STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAXES	45,000.	0.		0.
FOREIGN TAXES	100,935.	100,935.		0.
STATE FILING FEES	2,000.	0.		2,000.
PAYROLL TAX	25,219.	0.		25,219.
TO FORM 990-PF, PG 1, LN 18	173,154.	100,935.		27,219.

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	804,001.	804,001.		0.
INSURANCE	12,881.	0.		12,881.
STORAGE	4,448.	0.		4,448.
IT EXPENSE	750.	0.		750.
OFFICE EXPENSE	12,320.	0.		12,320.
PUBLIC RELATIONS	1,350.	0.		1,350.
DUES & SUBSCRIPTIONS	2,256.	0.		2,256.
POSTAGE	2,662.	0.		2,662.
SEMINAR EXPENSE	130,903.	0.		130,903.
MEALS AND ENTERTAINMENT	13,899.	0.		13,899.
MISCELLANEOUS EXPENSE	1,613.	0.		1,589.
TO FORM 990-PF, PG 1, LN 23	987,083.	804,001.		183,058.

FORM 990-PF

OTHER INCREASES IN NET ASSETS OR FUND BALANCES

STATEMENT 9

DESCRIPTION	AMOUNT
BOOK/TAX DIFFERENCE ON CASH & ACCRUED FINANCIAL STATEMENT	53,431.
TOTAL TO FORM 990-PF, PART III, LINE 3	53,431.

FORM 990-PF

CORPORATE STOCK

STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCKS	66,369,658.	101,971,543.
TOTAL TO FORM 990-PF, PART II, LINE 10B	66,369,658.	101,971,543.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 11	
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUNDS	FMV	68,829,070.	68,329,722.
AEA INVESTORS LQ LLC	FMV	30,965.	30,965.
BROAD STREET FINANCIAL COMPANY	FMV	1,601,667.	1,601,667.
PRODUCT DEVELOPMENT COST	COST	455,411.	455,411.
TOTAL TO FORM 990-PF, PART II, LINE 13		70,917,113.	70,417,765.

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT 12	
DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
COMPUTER EQUIPMENT	1,224.	1,224.	0.
TOTAL TO FM 990-PF, PART II, LN 14	1,224.	1,224.	0.

FORM 990-PF	OTHER ASSETS	STATEMENT 13	
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ACCRUED INTEREST RECEIVABLE	2,265.	1,553.	1,553.
EMPLOYEE LOAN RECEIVABLE	32,868.	42,666.	42,666.
SECURITY DEPOSIT	27,166.	25,902.	25,902.
GRANT RECEIVABLE	0.	9,217.	9,217.
TO FORM 990-PF, PART II, LINE 15	62,299.	79,338.	79,338.

FORM 990-T	INCOME (LOSS) FROM PARTNERSHIPS AND S CORPORATIONS	STATEMENT 14
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DESCRIPTION	AMOUNT
PASSTHROUGH FROM S-CORPORATION: BROAD STREET FINANCIAL COMPANY	1,640.
TOTAL TO FORM 990-T, PAGE 1, LINE 5	1,640.

FORM 990-T	NET OPERATING LOSS DEDUCTION	STATEMENT 15
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FORM 990-PF PAGE 1

[illegible]

(D) - Asset disposed

* ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone

Stanton Foundation

2017 - List of donation (attachment Part XV)

Name of the Organization	Purpose of Grant	Amount
RCFP	First Amendment Fellowships 2017-2019	180,250.00
Yale Law School	First Amendment Fellowship 2017-2018	108,923.00
Electronic Frontier Foundation	True up grant for 2017-18 First Amendment Fellow	2,475.00
CFR	SNSF 2017-2018	120,000.00
Texas A&M University	SNSF 2017-2018	120,000.00
Massachusetts Institute of Technology	SNSF 2017-2018 (SSP)	360,000.00
Massachusetts Institute of Technology	SNSF 2017-2018 (NSE)	120,000.00
Stanford University - CISAC	Nuclear Security Fellows 2017-2018	315,000.00
Harvard University	BCSIA SNSF 2017-18	405,000.00
CFR	IAF 2016-2018	681,453.00
Duke University	Next Gen Fellowship 2017-2018	143,750.00
College of Veterinary Medicine, Mississippi State	Next Gen Fellow 2017-2018	143,750.00
Northeastern University	Local Media Research Project - 1st Payment	75,000.00
KAIST	Payment #2 - 2017 KAIST Grant	68,000.00
Michigan State University	Shelter Best Practice Project - Presentation Improvement	10,000.00
College of Veterinary Medicine, Mississippi State	Shelter Survey Project	524,360.00
Harvard University	2017 Strengthening the International Nuclear Order Research Grant	2,900,000.00
KAIST	Grant to KAIST for year 2 funding	32,000.00
The Ohio State University	OSU Epidemiology Research and Conference Grant	93,058.00
Aspen Strategy Group	Support for summer 2017 seminar	100,000.00
RAND	2018 Military Immersion Seminars	90,000.00
KAIST	To record receivable for grant funds from 2017 received in 2018	(9,216.53)
University of Minnesota	Mark Bell Course Development Grant	50,000.00
Trustees of Boston University	BU Course development grant	50,000.00
Sponsored Program Services Purdue University	Introduction to Nuclear and Radiological Source Security - Jason Harris	50,000.00
University of Denver	Julia Macdonald Nuclear Security Course	37,277.78
College of William and Mary	Jeffrey Kaplow Course	49,620.00
University of Wisconsin-Madison	Jonathan Renshon Course	50,003.00
Georgia Tech Research Corporation	Rachel Whitlark Nuclear Course	49,829.00
Annenberg	Return of excess funds from Annenberg	(36,644.88)
Wiki Education Foundation	Wire to Wiki Education Foundation for December 2017 Match	10,000.00
University of Pennsylvania - Annenberg Public Policy Center	FactCheck.org - SciCheck renewal	150,000.00
Houghton Mifflin Harcourt	Supreme Court Case Studies development - base project	205,205.25
Houghton Mifflin Harcourt	Supreme Court Case Studies development - pilot	45,000.00
Houghton Mifflin Harcourt	Supreme Court Case Studies development - 2nd installment	205,205.25
Houghton Mifflin Harcourt	Reclassification of 2017 HMMH case study costs	(455,410.50)
Wiki Education Foundation	Match Grant June 2017	102,000.00
Wiki Education Foundation	Match Grant August 2017	15,000.00
Yale Law School	Yale MFIA Clinic Grant Year 3 (split with Knight Foundation)	165,721.00

Yale Law School	Abrams Traveling Fellowships	10,000 00
University of Chicago	First Amendment Gift to University of Chicago	5,000,000 00
Foundation for Individual Rights in Education, Inc	FIRE 1A library improvement grant	50,000 00
The University of Chicago	Prize for "Freedom of Speech is the Basis of a True Education" Oped	100,000 00
Cornell University	Start up funds for 1A clinic	15,000 00
ASU Foundation for a New American University	Start up funds	15,000.00
George Mason University Foundation	Start up grant	15,000.00
Town of Newburyport	Design Grant	24,990.00
City of Peabody	Design Grant	24,710.00
City of Gardner	Design Grant	22,193.00
Old Dominion University Research Foundation	Dog Park Case Study in Norfolk VA	34,378 00
Town of Scituate	Situate Design Grant	20,800 00
Town of Watertown	Dog Park Design Grant	25,000 00
Town of Mashpee	Capital Improvement Grants 1 & 2	18,856 50
City of Medford	Dog Park Construction Grant	225,000 00
Town of Barnstable	Construction Grant	225,000 00
City of Woburn	Dog Park Design Grant	7,810 00
Town of Ware	Design Grant	6,010 00
Town of Kingston	Construction Grant	209,979.00
City of Boston	DeFilippo Park Construction Grant	181,800 00
Town of Milbury	Dog Park Capital Improvement Grant	13,201 10
Town of West Bridgewater	Dog Park Grant - Supplemental Design Grant	6,900 00
Newburyport for Dog Park	Refund from Newburyport for Dog Park Design Grant	(24,900 00)
Town of Milbury	Dog Park Capital Improvement Grant 3	6,600 55
City of Agawam	Capital Improvement Grant - Banked portion from CI 1, and CI 2 + 3	23,742 25
Town of Mashpee	Capital Improvement Grant 3	9,428.25
NE Wildlife Center	Donation for 2017 Dog Park Conference Participation	1,000 00
Friends of Peters Park - DRS	Paver donation for 2017 Park Conference	1,000 00
Belmont Library Foundation	Grant to BLF on behalf of Ellen Schreiber for participating on fundraising panel	1,000.00
Old Dominion	refund from Old Dominion of unused dog park study funds	(6,009 06)
Town of Chelmsford	Chelmsford Park Capital Improvement Grant	10,449 15
Town of Burlington	Construction Grant	160,965 00
Town of Ayer	Construction Grant	172,017 00
Town of Hopkinton	Design Grant	25,000 00
West Springfield	West Springfield Design Grant Fund Return	(22,498 35)
Town of Seekonk	Patrol Grant	14,000 00
City of Peabody	Patrol K-9 Grant	14,000 00
Town of Dudley	Patrol School Reimbursement	8,000 00
Town of Athol	Initial Grant	25,000.00
City of Easthampton	K9 Unit - Initial Grant	25,000 00
City of Chicopee	Patrol School Grant - Narcotics	4,000 00
Town of Amherst	2nd K9 Grant - Initial Payment	25,000.00
Newburyport	Newburyport K9 Unit dissolved - remaining funds from initial grant returned	(6,805 42)

Town of Freetown	Initial K9 Grant	25,000 00
City of Peabody	K-9 Unit Secondary Training (EOD)	4,000.00
Town of Amherst	2nd K9 Grant - Patrol Payment	8,000 00
City of Easthampton	K9 Unit - Patrol Reimbursement	8,000 00
Town of Freetown	Patrol School Reimbursement K9 Grant	14,000 00
Town of Seabrook	Initial Grant	25,000 00
Town of Athol	Patrol Grant	14,000 00
Town of Seekonk	Narcotics Grant	4,000 00
Oxford PD	Return of funds from Oxford PD after ending K9 unit program	(12,901 50)
Town of Warren	Narcotics School K-9 Grant	4,000.00
City of Easthampton	K9 Unit - Narcotics Reimbursement	4,000 00
Town of Amherst	2nd K9 Grant - Narcotics Payment	4,000 00
Greenbrier County Humane Society	Van Grant	37,000 00
Glynn County	Glynn County Mobile Adoption Van	150,000 00
Cherokee County	Expensing Cherokee County Grant	21,666 66
Cherokee County	Expensing Cherokee County Grant	21,666 66
Cherokee County	Expensing Cherokee County Grant	21,666 66
Cherokee County	Expensing Cherokee County Grant	45,000 00
Cherokee County	Expensing Cherokee County Grant	13,154 50
Cherokee County	Expensing Cherokee County Grant	13,154 50
Lawrence County District Attorney's Office	Lawrence County Animal Cruelty Task Force Year 3	15,000 00
Eastern District Attorney	Anti-Cruelty Task Force Grant - Year 3	120,000 00
Case Western Reserve University	Case Western Reserve Get Acquainted Grant	112,000 00
National Constitution Center	National Constitution Center Introductory Grant - "Traveling Town Halls"	123,500 00
The Ohio State University Foundation	Building Preeminence in General Practice Veterinary Education	5,843,985 00
College of Veterinary Medicine, Mississippi State	MSU Dean's Discretionary Grant	50,000 00
Electronic Frontier Foundation	Staff support Grant Year 2 (July 1, 2017 - June 30, 2018)	60,000 00
	Total Contributions, Gifts, Grants paid in 2017	20,793,117.82