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ENVELOPE POSTMARK DATE, JUN 15 2010

990-PF

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

OMB No 1545-0052

2008

Form Department of the Treasury
Internal Revenue Service

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

For calendar year **2008**, or tax year beginning **2008**, and ending **20**

G Check all that apply: Initial return Final return Amended return Address change Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.

Name of foundation: **B M STANTON FOUNDATION 56-7027707**

Number and street (or P O box number if mail is not delivered to street address): **P.O. BOX 1908**

Room/suite: _____

City or town, state, and ZIP code: **ORLANDO, FL 32802-1908**

A Employer identification number: **54-6191995**

B Telephone number (see page 10 of the instructions): **(757) 624-5524**

C If exemption application is pending, check here

D 1 Foreign organizations, check here
2 Foreign organizations meeting the 85% test, check here and attach computation

E If private foundation status was terminated under section 507(b)(1)(A), check here

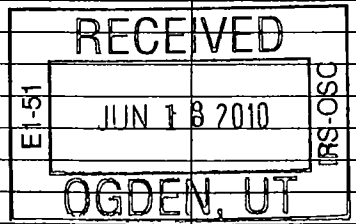
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

H Check type of organization: Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) **\$ 694,921.**

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule). Check <input type="checkbox"/> if the foundation is not required to attach Sch. B.				
	2 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	2,135.	1,957.		STMT 1
	5a Gross rents	74,633.	71,633.		
	b Net rental income or (loss)	74,590			
	6a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		NONE		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
	b Less: Cost of goods sold				
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	76,768.	73,590.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	4,750.	2,375.		2,375.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) STMT 2	1,000.	NONE	NONE	1,000.
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions) STMT 2	719.			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) STMT 4	43.	43.		
	24 Total operating and administrative expenses. Add lines 13 through 23	6,512.	2,418.	NONE	3,375.
	25 Contributions, gifts, grants paid	47,400.			47,400.
26 Total expenses and disbursements Add lines 24 and 25	53,912.	2,418.	NONE	50,775.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	22,856.				
b Net investment income (if negative, enter -0-)		71,172.			
c Adjusted net income (if negative, enter -0-)					



SCANNED JUN 23 2010 Operating and Administrative Expenses

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments	72,065.	94,921.	94,921.	
	3	Accounts receivable				
		Less: allowance for doubtful accounts				
	4	Pledges receivable				
		Less: allowance for doubtful accounts				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)				
	7	Other notes and loans receivable (attach schedule)				
		Less: allowance for doubtful accounts				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U S and state government obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule)				
	c	Investments - corporate bonds (attach schedule)				
	11	Investments - land, buildings, and equipment basis				
	Less: accumulated depreciation (attach schedule)					
12	Investments - mortgage loans					
13	Investments - other (attach schedule) STMT 5	39,375.	39,375.	600,000.		
14	Land, buildings, and equipment basis					
	Less: accumulated depreciation (attach schedule)					
15	Other assets (describe)					
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	111,440.	134,296.	694,921.		
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe)				
23	Total liabilities (add lines 17 through 22)					
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds	58,137.	58,137.		
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds	53,303.	76,159.		
30	Total net assets or fund balances (see page 17 of the instructions)	111,440.	134,296.			
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	111,440.	134,296.			

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)	111,440.
2	Enter amount from Part I, line 27a	22,856.
3	Other increases not included in line 2 (itemize)	
4	Add lines 1, 2, and 3	134,296.
5	Decreases not included in line 2 (itemize)	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	134,296.

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					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
(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			
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2		
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8.	}		3		

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
 If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see page 18 of 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))
2007	44,896.	657,416.	0.06829161444
2006	37,781.	641,118.	0.05892986938
2005	34,619.	636,396.	0.05439851916
2004	31,005.	591,767.	0.05239393207
2003	23,342.	563,599.	0.04141597128
2 Total of line 1, column (d)			2 0.27542990633
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.05508598127
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5			4 676,317.
5 Multiply line 4 by line 3			5 37,256.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 712.
7 Add lines 5 and 6			7 37,968.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions on page 18.			8 50,775.

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

Table with 11 rows for excise tax calculations. Includes sub-rows 6a-6d for credits/payments. Values include 712, NONE, 616, and 352. Includes handwritten note 'Ref. via EFTPS' and '256'.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Columns include question number, Yes, and No. Includes handwritten 'N/A' and 'STMT 6'.

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)(3)? If "Yes," attach schedule (see page 20 of the instructions)		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	X	
14	The books are in care of ▶ SUNTRUST BANK Telephone no. ▶ (757) 624-5524 Located at ▶ 500 MAIN ST, NORFOLK, VA ZIP + 4 ▶		
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

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	X
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 2008?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 page 20 of the instructions)	2b	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2008 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 2008)	3b	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2008?	4b	X

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)? (see page 22 of the instructions) Yes No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? 5b Yes No 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? 6b Yes No X

If you answered "Yes" to 6b, also 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? 7b Yes No N/A

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 7		4,750.	-0-	-0-

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE		NONE	NONE	NONE

Total number of other employees paid over \$50,000 ▶ NONE

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		NONE

Total number of others receiving over \$50,000 for professional services NONE

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See page 24 of the instructions	
3 NONE	
Total. Add lines 1 through 3	

Part X **Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	NONE
b	Average of monthly cash balances	1b	86,616.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	600,000.
d	Total (add lines 1a, b, and c)	1d	686,616.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	686,616.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	10,299.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	676,317.
6	Minimum investment return. Enter 5% of line 5	6	33,816.

Part XI **Distributable Amount** (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	33,816.
2a	Tax on investment income for 2008 from Part VI, line 5	2a	712.
b	Income tax for 2008. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	712.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	33,104.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	33,104.
6	Deduction from distributable amount (see page 25 of the instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	33,104.

Part XII **Qualifying Distributions** (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	50,775.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	50,775.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	712.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	50,063.

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7				33,104.
2 Undistributed income, if any, as of the end of 2007:				
a Enter amount for 2007 only			NONE	
b Total for prior years 20 <u>06</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2008:				
a From 2003				NONE
b From 2004				NONE
c From 2005				NONE
d From 2006				6,112.
e From 2007				13,257.
f Total of lines 3a through e	19,369.			
4 Qualifying distributions for 2008 from Part XII, line 4: ▶ \$ <u>50,775.</u>				
a Applied to 2007, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)		NONE		
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)	NONE			
d Applied to 2008 distributable amount				33,104.
e Remaining amount distributed out of corpus	17,671.			
5 Excess distributions carryover applied to 2008. (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	37,040.			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions		NONE		
e Undistributed income for 2007 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions			NONE	
f Undistributed income for 2008 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2009				NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	NONE			
8 Excess distributions carryover from 2003 not applied on line 5 or line 7 (see page 27 of the instructions)	NONE			
9 Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a	37,040.			
10 Analysis of line 9:				
a Excess from 2004				NONE
b Excess from 2005				NONE
c Excess from 2006				6,112.
d Excess from 2007				13,257.
e Excess from 2008				17,671.

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2008, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year	Prior 3 years		(e) Total
	(a) 2008	(b) 2007	(c) 2006	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed				
b 85% of line 2a				
c Qualifying distributions from Part XII, line 4 for each year listed				
d Amounts included in line 2c not used directly for active conduct of exempt activities				
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c				
3 Complete 3a, b, or c for the alternative test relied upon				
a "Assets" alternative test - enter				
(1) Value of all assets				
(2) Value of assets qualifying under section 4942(j)(3)(B)(i).				
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				
c "Support" alternative test - enter				
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).				
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				
(3) Largest amount of support from an exempt organization				
(4) Gross investment income				

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see page 27 of the instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2).)

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number of the person to whom applications should be addressed

SEE STATEMENT 8

b The form in which applications should be submitted and information and materials they should include:

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> SEE STATEMENT 9				
Total ▶ 3a				47,400.
b <i>Approved for future payment</i>				
Total ▶ 3b				

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

- 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?
- | | Yes | No |
|--|-----|----|
| 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. | | |

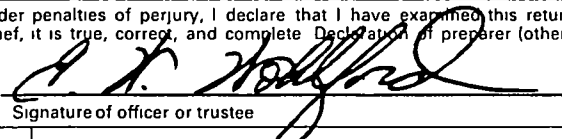

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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

Sign Here	 Signature of officer or trustee		06/02/2010 Date	TRUSTEE Title
	Paid Preparer's Use Only	 Preparer's signature	06/02/2010 Date	Check if self-employed <input type="checkbox"/> Preparer's identifying number (See Signature on page 30 of the instructions) P00353001
		Firm's name (or yours if self-employed), address, and ZIP code KPMG LLP PO BOX 6768 PROVIDENCE, RI 02940-6768		EIN 13-5565207 Phone no 888-942-3272

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

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS & INTEREST	2,135.	1,957.
TOTAL	2,135.	1,957.

=====

FORM 990PF, PART I - ACCOUNTING FEES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREP FEES	1,000.			1,000.
TOTALS	1,000.	NONE	NONE	1,000.

=====

FORM 990PF, PART I - TAXES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----
12/31/07 BAL DUE	103.
FED EST PAID	616.

TOTALS	719.
	=====

FORM 990PF, PART I - OTHER EXPENSES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
RENT AND ROYALTY EXPENSES	43.	
RENTAL INSURANCE		43.
TOTALS	43.	43.
	=====	=====

FORM 990PF, PART II - OTHER INVESTMENTS
=====

DESCRIPTION	COST/ FMV C OR F	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED STATEMENT	C	39,375.	39,375.	600,000.
TOTALS		39,375.	39,375.	600,000.

STATE(S) WHERE THE FOUNDATION IS REGISTERED
=====

VA

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

=====

OFFICER NAME:

SUNTRUST BANK - TRUST ADMIN

ADDRESS:

500 MAIN STREET
NORFOLK, VA 23510

TITLE:

TRUSTEE, AS REQ'D

COMPENSATION 4,750.

OFFICER NAME:

DIANE S. MONROE

ADDRESS:

1317 KINGFISHER COURT
VIRGINIA BEACH, VA 23451

TITLE:

CHAIRMAN

OFFICER NAME:

DOROTHY MANNIX

ADDRESS:

405 55TH STREET
VIRGINIA BEACH, VA 23451

TITLE:

BOARD MEMBER

OFFICER NAME:

ROBERT STANTON

ADDRESS:

1016 CHUMLEY ROAD
VIRGINIA BEACH, VA 23451

TITLE:

BOARD MEMBER, AS REQ'D

TOTAL COMPENSATION: 4,750.

=====

RECIPIENT NAME:

·DIANE MONROE

ADDRESS:

1317 KINGFISHER COURT
VIRGINIA BEACH, VA 23451

FORM, INFORMATION AND MATERIALS:

LETTER STATING THE PURPOSE OF THE FUND DRIVE AND SUPPLY PROOF OF
RECIPIENT'S TAX EXEMPTION UNDER 501 (C) (3)

SUBMISSION DEADLINES:

PRIOR TO OCTOBER 31ST OF EACH YEAR

RESTRICTIONS OR LIMITATIONS ON AWARDS:

CONTRIBUTIONS ARE MADE TO 501(C) (3) ORGANIZATION LOCATED IN VIRGINIA
BEACH, VIRGINIA

=====

RECIPIENT NAME:

SEE ATTACHED LIST

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL CHARITABLE PURPOSES

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 47,400.

TOTAL GRANTS PAID: 47,400.

=====

RENT.AND ROYALTY SUMMARY

=====

PROPERTY	TOTAL INCOME	DEPLETION/ DEPRECIATION	OTHER EXPENSES	ALLOWABLE NET INCOME
-----	-----	-----	-----	-----
50% INT. LOTS 1,2,3,	74,633.		43.	74,590.
	-----	-----	-----	-----
TOTALS	74,633.		43.	74,590.
	=====	=====	=====	=====

990PF, PART VII-B LINE 2B – SECTION 4942a2 EXPLANATION STATEMENT

This question does not apply. The foundation does not have any undistributed income from prior years

311 CASH CONTRIBUTIONS
DISTRIBUTIONS NOT MATCHED TO BENEFICIARY

03/11/08	CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2008 CHARITABLE GIFT FOR: PAID TO: HORIZONS HAMPTON ROADS TR TRAN#M1000269000039 TR CD=105 REG=0 PORT=INC	-2500.00	-2500.00	080300008
05/13/08	CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT	-2500 00	-2500.00	080500011

TAX CODE/DATE	TRANSACTIONS	TAXABLE	INCOME	PRINCIPAL	EDIT NUMBER
311	CASH CONTRIBUTIONS (CONTINUED) DISTRIBUTIONS NOT MATCHED TO BENEFICIARY (CONTINUED)				
	2008 CHARITABLE GIFT FOR: PAID TO: ST JUDE'S CHILDREN RESEARCH CENTER C/O DIANE S MONROE 1317 KINGFISHER CT VIRGINIA BEACH, VA 23451 TR TRAN#-M100035900011 TR CD=105 REG=0 PORT=INC				
05/13/08	CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2008 CHARITABLE GIFT FOR: PAID TO: THE SAMARITAN HOUSE C/O DIANE S MONROE 1317 KINGFISHER CT VIRGINIA BEACH, VA 23451 TR TRAN#-M100035900010 TR CD=105 REG=0 PORT=INC	-2500.00	-2500.00	BENE DISTRIBUTION WITH NO SSN	080500010
07/08/08	CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2008 CHARITABLE GIFT FOR: PAID TO: MT TRASHMORE YMCA TR TRAN#-M1000173000027 TR CD=105 REG=0 PORT=INC	-2500.00	-2500.00	BENE DISTRIBUTION WITH NO SSN	080700006
07/08/08	CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2008 CHARITABLE GIFT FOR: PAID TO: FIRST PRESBYTERIAN CHURCH BEACH DAY TR TRAN#-M1000173000028 TR CD=105 REG=0 PORT=INC	-1000.00	-1000.00	BENE DISTRIBUTION WITH NO SSN	080700007
07/08/08	CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2008 CHARITABLE GIFT FOR: PAID TO: CASA COURT APPOINTED SPECIAL ADVOCAT TR TRAN#-M1000173000029 TR CD=105 REG=0 PORT=INC	-1500.00	-1500.00	BENE DISTRIBUTION WITH NO SSN	080700008
07/08/08	CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2008 CHARITABLE GIFT FOR: PAID TO: RELAY FOR LIFE TR TRAN#-M1000173000031 TR CD=105 REG=0 PORT=INC	-500.00	-500.00	BENE DISTRIBUTION WITH NO SSN	080700010
07/08/08	CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2008 CHARITABLE GIFT FOR: PAID TO: NORFOLK ACADEMY TR TRAN#-M1000173000032 TR CD=105 REG=0 PORT=INC	-1000.00	-1000.00	BENE DISTRIBUTION WITH NO SSN	080700011
07/08/08	CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2008 CHARITABLE GIFT FOR: PAID TO: CAPE HENRY SCHOOL TR TRAN#-M1000173000033 TR CD=105 REG=0 PORT=INC	-5000.00	-5000.00	BENE DISTRIBUTION WITH NO SSN	080700012
07/08/08	CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2008 CHARITABLE GIFT FOR: PAID TO: CAPE HENRY SCHOOL TR TRAN#-M1000173000034 TR CD=105 REG=0 PORT=INC	-5000.00	-5000.00	BENE DISTRIBUTION WITH NO SSN	080700013
07/08/08	CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2008 CHARITABLE GIFT FOR: PAID TO: BIRDNECK PT CIRCLE OF THE KINGS DAUGHTERS TR TRAN#-M1000173000035 TR CD=105 REG=0 PORT=INC	-500.00	-500.00	BENE DISTRIBUTION WITH NO SSN	080700014
07/08/08	CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2008 CHARITABLE GIFT	-1000.00	-1000.00	BENE DISTRIBUTION WITH NO SSN	080700009

TAX CODE/DATE	TRANSACTIONS	TAXABLE	INCOME	PRINCIPAL	EDIT NUMBER
311	CASH CONTRIBUTIONS (CONTINUED) DISTRIBUTIONS NOT MATCHED TO BENEFICIARY (CONTINUED)				
	FOR: PAID TO: THE NOBLEMEN TR TRAN#-M1000173000030 TR CD=105 REG=0 PORT=INC				
07/08/08	CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2008 CHARITABLE GIFT FOR: PAID TO: ST JUDE CHILDREN'S RESEARCH HOSP TR TRAN#-M1000173000042 TR CD=105 REG=0 PORT=INC	-2500 00	-2500.00	BENE DISTRIBUTION WITH NO SSN	080700021
07/08/08	CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2008 CHARITABLE GIFT FOR: PAID TO: VIRGINIA OPERA TR TRAN#-M1000173000043 TR CD=105 REG=0 PORT=INC	-2500 00	-2500.00	BENE DISTRIBUTION WITH NO SSN	080700022
07/08/08	CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2008 CHARITABLE GIFT FOR: PAID TO: MORFOLK SPORTS CLUB CHARITIES TR TRAN#-M1000173000044 TR CD=105 REG=0 PORT=INC	-850 00	-850.00	BENE DISTRIBUTION WITH NO SSN	080700023
07/08/08	CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2008 CHARITABLE GIFT FOR: PAID TO: THE BEACH FUND TR TRAN#-M1000173000036 TR CD=105 REG=0 PORT=INC	-400 00	-400.00	BENE DISTRIBUTION WITH NO SSN	080700015
07/08/08	CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2008 CHARITABLE GIFT FOR: PAID TO: CHESAPEAKE BAY WINE CLASSIC FNDTN TR TRAN#-M1000173000037 TR CD=105 REG=0 PORT=INC	-1650 00	-1650.00	BENE DISTRIBUTION WITH NO SSN	080700016
07/08/08	CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2008 CHARITABLE GIFT FOR: PAID TO: PEMBROKE KIWANIS TR TRAN#-M1000173000038 TR CD=105 REG=0 PORT=INC	-500 00	-500.00	BENE DISTRIBUTION WITH NO SSN	080700017
07/08/08	CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2008 CHARITABLE GIFT FOR: PAID TO: LIFENET HEALTH FOUNDATION TR TRAN#-M1000173000039 TR CD=105 REG=0 PORT=INC	-500 00	-500.00	BENE DISTRIBUTION WITH NO SSN	080700018
07/08/08	CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2008 CHARITABLE GIFT FOR: PAID TO: YWCA OF SOUTHERN HAMPTON ROADS TR TRAN#-M1000173000040 TR CD=105 REG=0 PORT=INC	-600 00	-600.00	BENE DISTRIBUTION WITH NO SSN	080700019
07/08/08	CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2008 CHARITABLE GIFT FOR: PAID TO: SETON YOUTH SHELTERS TR TRAN#-M1000173000041 TR CD=105 REG=0 PORT=INC	-10000 00	-10000 00	BENE DISTRIBUTION WITH NO SSN	080700020
09/16/08	CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2008 CHARITABLE GIFT FOR: PAID TO: AMERICAN CANCER SOCIETY TR TRAN#-M1000275000031 TR CD=105 REG=0 PORT=INC	-500 00	-500 00	BENE DISTRIBUTION WITH NO SSN	080900009
10/01/08	CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2008 CHARITABLE GIFT	-1000 00	-1000.00	BENE DISTRIBUTION WITH NO SSN	081000005

ACCT T510 7027707
PREP 49 ADMN 830 INV 456

SUNTRUST BANK
TAX TRANSACTION DETAIL

PAGE 12
RUN 04/04/2009
08 33 46 AM

TAX CODE/DATE TRANSACTIONS	TAXABLE	INCOME	PRINCIPAL	EDIT NUMBER
311 CASH CONTRIBUTIONS (CONTINUED) DISTRIBUTIONS NOT MATCHED TO BENEFICIARY (CONTINUED)				
FOR. PAID TO: CHESAPEAKE BAY WINE CLASSIC FNDTN TR TRAN#-M1000001000019 TR CD=105 REG=0 PORT=INC				
10/22/08 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2008 CHARITABLE GIFT FOR: PAID TO: CHESAPEAKE BAY WINE CLASSIC FNDTN TR TRAN#-M1000295000035 TR CD=105 REG=0 PORT=INC	-400.00	-400.00		081000009 BENE DISTRIBUTION WITH NO SSN
10/22/08 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2008 CHARITABLE GIFT FOR PAID TO: VIRGINIA OPERA TR TRAN#-M1000295000036 TR CD=105 REG=0 PORT=INC	-500 00	-500 00		081000010 BENE DISTRIBUTION WITH NO SSN
TOTAL CODE 311 - CASH CONTRIBUTIONS	-47400 00	-47400 00	0 00	



PORTFOLIO SUMMARY

M STANTON FDN - IRR TR
ACCOUNT NO. 7027707

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AJOR INVESTMENT CLASS	MARKET VALUE	PERCENT OF ACCOUNT	FEDERAL TAX COST	UNREALIZED GAIN/LOSS (FEED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET
PRINCIPAL PORTFOLIO						
TIF & MONEY MARKET FUNDS	18,762.00	2.70 %	18,762.00	0.00	187	1.00 %
REAL ESTATE	600,000.00	86.34 %	39,375.00	560,625.00	0	0.00 %
PRINCIPAL PORTFOLIO TOTAL	618,762.00	89.04 %	58,137.00	560,625.00	187	0.03 %
INCOME PORTFOLIO						
TIF & MONEY MARKET FUNDS	76,159.46	10.96 %	76,159.46	0.00	760	1.00 %
INCOME PORTFOLIO TOTAL	76,159.46	10.96 %	76,159.46	0.00	760	1.00 %

TOTAL ASSETS 634,921.46 100.00 % 134,294.46 560,625.00 1,548 0.14 %



B M STANTON FDN - IRR TR
ACCOUNT NO. 7027707

PORTFOLIO DETAIL
AS OF 12/31/08

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PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
<u>PRINCIPAL PORTFOLIO</u>						
<u>STIF & MONEY MARKET FUNDS</u>						
18,762	RIDGEWORTH FD-PRIME QUALITY MMKT I SHS #500 CUSIP: 76628T389	18,762.00 1.000 2.70 %	18,762.00 1.00	0.00	187	1.00 % 0.00 %
<u>REAL ESTATE</u>						
0.5	LOTS 123 AND 4 8201-8211 BROOK ROAD CUSIP: 99A003A20	600,000.00 1,200,000.00 86.34 %	39,375.00 78,750.00	560,625.00	0	0.00 % 0.00 %
<u>PRINCIPAL PORTFOLIO TOTAL</u>		<u>618,762.00</u>	<u>58,137.00</u>	<u>560,625.00</u>	<u>187</u>	<u>0.03 %</u>
<u>INCOME PORTFOLIO</u>						
<u>STIF & MONEY MARKET FUNDS</u>						
76,159.46	RIDGEWORTH FD-PRIME QUALITY MMKT I SHS #500 CUSIP: 76628T389	76,159.46 1.000 10.96 %	76,159.46 1.00	0.00	760	1.00 % 0.00 %
<u>INCOME PORTFOLIO TOTAL</u>		<u>76,159.46</u>	<u>76,159.46</u>	<u>0.00</u>	<u>760</u>	<u>1.00 %</u>



M STANTON FDN - IRR TR
 ACCOUNT NO. 7027707

PORTFOLIO DETAIL
 AS OF 12/31/08

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ASSET DESCRIPTION	MARKET VALUE	FED TAX COST	UNREALIZED	ESTIMATED	INCOME
MARKET PRICE	MARKET PRICE	COST PER UNIT	GAIN/LOSS	ANNUAL	YIELD AT
% OF MARKET	% OF MARKET		(FED TO MKT)	INCOME	MARKET/
					YIELD TO
					MATURITY

TOTAL ASSETS 694,921.66 1,892,961.66 560,625.00 50.14