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

**2009**

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

For calendar year **2009**, or tax year beginning **2009**, and ending **20**

G Check all that apply:  Initial return  Initial return of a former public charity  Final return  
 Amended return  Address change  Name change

Use the IRS label otherwise, print or type. See Specific Instructions	Name of foundation <b>B M STANTON FOUNDATION 56-7027707</b>		A Employer identification number <b>54-6191995</b>
	Number and street (or P O box number if mail is not delivered to street address) Room/suite <b>P.O. BOX 1908</b>		B Telephone number (see page 10 of the instructions) <b>(757) 624-5524</b>
	City or town, state, and ZIP code <b>ORLANDO, FL 32802-1908</b>		C If exemption application is pending, check here <input type="checkbox"/>
			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			
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ <b>711,622.</b>		J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	
E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>			
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) (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)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B.				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	231.	159.		STMT 1
	5a Gross rents	69,714.	69,714.		
	b Net rental income or (loss)	69,662			
	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				0
	9 Income modifications				
	10a 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	69,945.	69,873.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	4,543.	2,271.		2,272.
	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)				
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) STMT 3	52.	52.		
	24 Total operating and administrative expenses Add lines 13 through 23	5,595.	2,323.	NONE	3,272.
	25 Contributions, gifts, grants paid	47,650.			47,650.
26 Total expenses and disbursements Add lines 24 and 25	53,245.	2,323.	NONE	50,922.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	16,700.				
b Net investment income (if negative, enter -0-)	0	67,550.			
c Adjusted net income (if negative, enter -0-)					

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<b>Part II Balance Sheets</b>		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
<b>Assets</b>	1	Cash - non-interest-bearing . . . . .			
	2	Savings and temporary cash investments . . . . .	94,921.	111,621.	111,622.
	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 16 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 4	39,375.	39,375.	600,000.
	14	Land, buildings, and equipment basis Less accumulated depreciation (attach schedule)			
15	Other assets (describe ▶)				
16	<b>Total assets</b> (to be completed by all filers - see the instructions Also, see page 1, item I) . . . . .	134,296.	150,996.	711,622.	
<b>Liabilities</b>	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	<b>Total liabilities</b> (add lines 17 through 22) . . . . .				
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here ▶</b> <input type="checkbox"/>				
	<b>and complete lines 24 through 26 and lines 30 and 31.</b>				
	24	Unrestricted . . . . .			
	25	Temporarily restricted . . . . .			
	26	Permanently restricted . . . . .			
	<b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.</b> ▶ <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds . . . . .	134,296.	150,996.	
28	Paid-in or capital surplus, or land, bldg, and equipment fund				
29	Retained earnings, accumulated income, endowment, or other funds . . . . .				
30	<b>Total net assets or fund balances</b> (see page 17 of the instructions) . . . . .	134,296.	150,996.		
31	<b>Total liabilities and net assets/fund balances</b> (see page 17 of the instructions) . . . . .	134,296.	150,996.		

<b>Part III Analysis of Changes in Net Assets or Fund Balances</b>		
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) . . . . .	1 134,296.
2	Enter amount from Part I, line 27a . . . . .	2 16,700.
3	Other increases not included in line 2 (itemize) ▶	3
4	Add lines 1, 2, and 3 . . . . .	4 150,996.
5	Decreases not included in line 2 (itemize) ▶	5
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6 150,996.

**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))
2008	50,063.	676,317.	0.07402298035
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
2 Total of line 1, column (d) . . . . .			2 0.30803691540
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 0.06160738308
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5 . . . . .			4 689,153.
5 Multiply line 4 by line 3 . . . . .			5 42,457.
6 Enter 1% of net investment income (1% of Part I, line 27b) . . . . .			6 676.
7 Add lines 5 and 6 . . . . .			7 43,133.
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 50,922.

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 and 2 columns. Rows include: 1a Exempt operating foundations... 676.; 2 Tax under section 511... 2; 3 Add lines 1 and 2... 676.; 4 Subtitle A (income) tax... NONE; 5 Tax based on investment income... 676.; 6 Credits/Payments: 6a 2009 estimated tax payments... 256.; 6b Exempt foreign organizations-tax withheld... NONE; 6c Tax paid with application... 587.; 6d Backup withholding... 843.; 7 Total credits and payments... 843.; 8 Enter any penalty... 8; 9 Tax due... 9; 10 Overpayment... 167.; 11 Enter the amount of line 10... 167. Refunded 11

Part VII-A Statements Regarding Activities

Table with 10 rows and 3 columns (Yes, No, and an unlabeled column). Rows include: 1a During the tax year, did the foundation attempt to influence any national, state, or local legislation... X; 1b Did it spend more than \$100 during the year... X; 1c Did the foundation file Form 1120-POL for this year? X; 2 Has the foundation engaged in any activities that have not previously been reported to the IRS? X; 3 Has the foundation made any changes, not previously reported to the IRS... X; 4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? X; 4b If "Yes," has it filed a tax return on Form 990-T for this year? N/A; 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? X; 6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either... X; 7 Did the foundation have at least \$5,000 in assets at any time during the year? X; 8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) STMT 5; 8b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General... X; 9 Is the foundation claiming status as a private operating foundation... X; 10 Did any persons become substantial contributors during the tax year? 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)?  Yes  No  
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?  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?  Yes  No  
*If "Yes" to 6b, file Form 8870*
- 7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?  Yes  No
- b** If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?  Yes  No

5b N/A  
6b X  
7b 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 6		4,543.	-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	
<b>Total.</b> 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)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	600,000.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	99,648.
<b>c</b>	Fair market value of all other assets (see page 24 of the instructions)	<b>1c</b>	NONE
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	699,648.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	NONE
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	699,648.
<b>4</b>	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	<b>4</b>	10,495.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	<b>5</b>	689,153.
<b>6</b>	<b>Minimum investment return</b> Enter 5% of line 5	<b>6</b>	34,458.

**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)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	34,458.
<b>2a</b>	Tax on investment income for 2009 from Part VI, line 5	<b>2a</b>	676.
<b>b</b>	Income tax for 2009 (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	676.
<b>3</b>	Distributable amount before adjustments Subtract line 2c from line 1	<b>3</b>	33,782.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	NONE
<b>5</b>	Add lines 3 and 4	<b>5</b>	33,782.
<b>6</b>	Deduction from distributable amount (see page 25 of the instructions)	<b>6</b>	NONE
<b>7</b>	<b>Distributable amount</b> as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	33,782.

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

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	50,922.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	NONE
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	NONE
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	NONE
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	50,922.
<b>5</b>	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)	<b>5</b>	676.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	50,246.

**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 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7 . . . . .				33,782.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only . . . . .			NONE	
b Total for prior years 20 07, 20 , 20 . . . . .		NONE		
3 Excess distributions carryover, if any, to 2009				
a From 2004 . . . . .	NONE			
b From 2005 . . . . .	NONE			
c From 2006 . . . . .	6,112.			
d From 2007 . . . . .	13,257.			
e From 2008 . . . . .	17,671.			
f Total of lines 3a through e . . . . .	37,040.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 50,922.				
a Applied to 2008, 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 2009 distributable amount . . . . .				33,782.
e Remaining amount distributed out of corpus . . . . .	17,140.			
5 Excess distributions carryover applied to 2009 . . . . . (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 . . . . .	54,180.			
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 2008 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions . . . . .			NONE	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010 . . . . .				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 2004 not applied on line 5 or line 7 (see page 27 of the instructions) . . . . .	NONE			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a . . . . .	54,180.			
10 Analysis of line 9				
a Excess from 2005 . . . . .	NONE			
b Excess from 2006 . . . . .	6,112.			
c Excess from 2007 . . . . .	13,257.			
d Excess from 2008 . . . . .	17,671.			
e Excess from 2009 . . . . .	17,140.			

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 2009, 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)

Table with 5 columns: (a) 2009, (b) 2008, (c) 2007, (d) 2006, (e) Total. Rows include 2a-e (Qualifying distributions) and 3a-d (Alternative tests).

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 28 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))

N/A

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

N/A

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 7

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 8				
<b>Total . . . . .</b>				<b>▶ 3a</b> 47,650.
b <i>Approved for future payment</i>				
<b>Total . . . . .</b>				<b>▶ 3b</b>



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... a Transfers from the reporting foundation to a noncharitable exempt organization of (1) Cash (2) Other assets b Other transactions (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees d If the answer to any of the above is "Yes," complete the following schedule

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Content is 'NIA'.

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

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. Content is 'NIA'.

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

Signature section containing: Signature of officer or trustee, Date (07/21/2010), Title (TRUSTEE), Preparer's signature, Date (07/21/2010), Firm's name (KPMG LLP), Address (PO BOX 6768, PROVIDENCE, RI), EIN (13-5565207), and 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	231.	159.
TOTAL	231.	159.

FORM 990PF, PART I - ACCOUNTING FEES  
=====

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

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
RENT AND ROYALTY EXPENSES	52.	52.
RENTAL EXPENSES		
TOTALS	52.	52.
	=====	=====

B M STANTON FOUNDATION 56-7027707.

54-6191995

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

DESCRIPTION	COST/ FMV		ENDING FMV
	C	F	
SEE ATTACHED STATEMENT	39,375.		600,000.
TOTALS	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 ..... 4,543.

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: ..... 4,543.  
=====

=====

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 ..... 47,650.

TOTAL GRANTS PAID:

47,650.

=====

RENT AND ROYALTY SUMMARY

=====

PROPERTY -----	TOTAL INCOME -----	DEPLETION/ DEPRECIATION -----	OTHER EXPENSES -----	ALLOWABLE NET INCOME -----
50% INT. LOTS 1,2,3,	69,714.		52.	69,662.
	-----	-----	-----	-----
TOTALS	69,714.		52.	69,662.
	=====	=====	=====	=====

## 311 CASH CONTRIBUTIONS

01/16/09	CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2009 CHARITABLE GIFT FOR PAID TO SETON YOUTH SHELTERS TR TRAN#M1000176000006 TR CD=105 REG=0 PORT=INC	-750 00	-750 00	090100007 **CHANGED** 06/15/10 JLM
02/05/09	CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2009 CHARITABLE GIFT FOR PAID TO VIRGINIA OPERA TR TRAN#M1000051000014 TR CD=105 REG=0 PORT=INC	-500 00	-500 00	090200006 **CHANGED** 06/15/10 JLM
03/17/09	CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2009 CHARITABLE GIFT FOR PAID TO CAPE HENRY SCHOOL TR TRAN#M1000195000021 TR CD=105 REG=0 PORT=INC	-1500 00	-1500 00	090300009 **CHANGED** 06/15/10 JLM
03/17/09	CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2009 CHARITABLE GIFT FOR PAID TO SAMARITAN HOUSE TR TRAN#M1000195000022 TR CD=105 REG=0 PORT=INC	-2500 00	-2500 00	090300010 **CHANGED** 06/15/10 JLM
04/20/09	CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2009 CHARITABLE GIFT /BM STANTON FNDTN SPONSORSHIP FOR PAID TO SETON YOUTH SHELTERS TR TRAN#DC000322000003 TR CD=105 REG=0 PORT=INC	-10000 00	-10000 00	090400007 **CHANGED** 06/15/10 JLM
05/22/09	CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2009 CHARITABLE GIFT FOR PAID TO SETON YOUTH SHELTERS TR TRAN#DC000366000004 TR CD=105 REG=0 PORT=INC	-1500 00	-1500 00	090500002 **CHANGED** 06/15/10 JLM

TAX CODE/DATE TRANSACTIONS	TAXABLE	INCOME	PRINCIPAL	EDIT NUMBER
311 CASH CONTRIBUTIONS (CONTINUED)				
05/22/09 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2009 CHARITABLE GIFT FOR PAID TO ST JUDE CHILDREN'S RESEARCH HOSPITAL TR TRAN#=DC000376000005 TR CD=105 REG=0 PORT=INC	-2500 00	-2500 00	**CHANGED**	0905000003 06/15/10 JLM
07/23/09 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2009 CHARITABLE GIFT FOR PAID TO MT TRASHMORE YMCA TR TRAN#=DC000376000030 TR CD=105 REG=0 PORT=INC	-2500 00	-2500 00	**CHANGED**	0907000008 06/15/10 JLM
07/23/09 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2009 CHARITABLE GIFT FOR PAID TO ST MARYS HOME FOR DISABLED CHILDREN TR TRAN#=DC000376000031 TR CD=105 REG=0 PORT=INC	-1000 00	-1000 00	**CHANGED**	0907000009 06/15/10 JLM
07/23/09 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2009 CHARITABLE GIFT FOR PAID TO ANIMAL RESCUE OF TIDEWATER TR TRAN#=DC000376000037 TR CD=105 REG=0 PORT=INC	-500 00	-500 00	**CHANGED**	0907000015 06/15/10 JLM
07/23/09 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2009 CHARITABLE GIFT FOR PAID TO COURT APPOINTED SPECIAL ADVOCATES TR TRAN#=DC000376000032 TR CD=105 REG=0 PORT=INC	-2500 00	-2500 00	**CHANGED**	0907000010 06/15/10 JLM
07/23/09 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2009 CHARITABLE GIFT FOR PAID TO THE NOBLEMEN TR TRAN#=DC000376000033 TR CD=105 REG=0 PORT=INC	-1000 00	-1000 00	**CHANGED**	0907000011 06/15/10 JLM
07/23/09 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2009 CHARITABLE GIFT FOR PAID TO RELAY FOR LIFE TR TRAN#=DC000376000034 TR CD=105 REG=0 PORT=INC	-500 00	-500 00	**CHANGED**	0907000012 06/15/10 JLM
07/23/09 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2009 CHARITABLE GIFT FOR PAID TO NORFOLK ACADEMY TR TRAN#=DC000376000035 TR CD=105 REG=0 PORT=INC	-2000 00	-2000 00	**CHANGED**	0907000013 06/15/10 JLM
07/23/09 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2009 CHARITABLE GIFT FOR PAID TO TEAM HOYT TR TRAN#=DC000376000036 TR CD=105 REG=0 PORT=INC	-500 00	-500 00	**CHANGED**	0907000014 06/15/10 JLM
07/23/09 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2009 CHARITABLE GIFT FOR PAID TO THE UP CENTER CHILD AND FAMILY SVCS TR TRAN#=DC000376000038 TR CD=105 REG=0 PORT=INC	-500 00	-500 00	**CHANGED**	0907000016 06/15/10 JLM
07/23/09 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2009 CHARITABLE GIFT FOR PAID TO CAPE HENRY SCHOOL TR TRAN#=DC000376000039 TR CD=105 REG=0 PORT=INC	-5000 00	-5000 00	**CHANGED**	0907000017 06/15/10 JLM
07/23/09 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT	-400 00	-400 00	**CHANGED**	0907000018 06/15/10 JLM

TAX CODE/DATE TRANSACTIONS	TAXABLE	INCOME	PRINCIPAL	EDIT NUMBER
311 CASH CONTRIBUTIONS (CONTINUED)				
2009 CHARITABLE GIFT FOR PAID TO THE BEACH FUND TR TRAN#=DC000376000040 TR CD=105 REG=0 PORT=INC				
07/23/09 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2009 CHARITABLE GIFT FOR PAID TO CHESAPEAKE BAY WINE CLASSIC FOUNDATI TR TRAN#=DC000376000041 TR CD=105 REG=0 PORT=INC	-1650 00	-1650 00	**CHANGED**	0907000019 06/15/10 JLM
07/23/09 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2009 CHARITABLE GIFT FOR PAID TO CHESAPEAKE BAY WINE CLASSIC FOUNDATI TR TRAN#=DC000376000042 TR CD=105 REG=0 PORT=INC	-1500 00	-1500 00	**CHANGED**	0907000020 06/15/10 JLM
07/23/09 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2009 CHARITABLE GIFT FOR PAID TO PEMBROKE KIWANIS TR TRAN#=DC000376000046 TR CD=105 REG=0 PORT=INC	-500 00	-500 00	**CHANGED**	0907000021 06/15/10 JLM
07/23/09 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2009 CHARITABLE GIFT FOR PAID TO YWCA OF SOUTHERN HAMPTON ROADS TR TRAN#=DC000376000047 TR CD=105 REG=0 PORT=INC	-600 00	-600 00	**CHANGED**	0907000022 06/15/10 JLM
07/23/09 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2009 CHARITABLE GIFT FOR PAID TO YWCA OF SOUTHERN HAMPTON ROADS TR TRAN#=DC000376000048 TR CD=105 REG=0 PORT=INC	-1000 00	-1000 00	**CHANGED**	0907000023 06/15/10 JLM
07/23/09 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2009 CHARITABLE GIFT FOR PAID TO VIRGINIA BEACH PUBLIC SCHOOLS EDUCAT TR TRAN#=DC000376000050 TR CD=105 REG=0 PORT=INC	-1000 00	-1000 00	**CHANGED**	0907000024 06/15/10 JLM
07/23/09 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2009 CHARITABLE GIFT FOR PAID TO ST JUDES CHILDRENS RESEARCH HOSP TR TRAN#=DC000376000053 TR CD=105 REG=0 PORT=INC	-2500 00	-2500 00	**CHANGED**	0907000025 06/15/10 JLM
07/23/09 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2009 CHARITABLE GIFT FOR PAID TO VIRGINIA OPERA TR TRAN#=DC000376000054 TR CD=105 REG=0 PORT=INC	-2500 00	-2500 00	**CHANGED**	0907000026 06/15/10 JLM
09/09/09 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2009 CHARITABLE GIFT FOR PAID TO AMERICAN CANCER SOCIETY TR TRAN#=DC000120000004 TR CD=105 REG=0 PORT=INC	-500 00	-500 00	**CHANGED**	0909000007 06/15/10 JLM
11/18/09 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2009 CHARITABLE GIFT FOR PAID TO SETON YOUTH SHELTERS TR TRAN#=DC000265000002 TR CD=105 REG=0 PORT=INC	-250 00	-250 00	**CHANGED**	0911000009 06/15/10 JLM
TAX CODE/DATE TRANSACTIONS	TAXABLE	INCOME	PRINCIPAL	EDIT NUMBER
311 CASH CONTRIBUTIONS (CONTINUED)				
TOTAL CODE 311 - CASH CONTRIBUTIONS	-47650 00	-47650 00	0 00	

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



PORTFOLIO DETAIL  
AS OF 12/31/09

M STANTON FDN - IRR TR  
ACCOUNT NO. 7027707

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 &amp; MONEY MARKET FUNDS</u>						
18,762	RIDGEWORTH FD-PRIME QUALITY MMKT I SHS #500 CUSIP: 76628T389	18,762.00 1.000 2.64 %	18,762.00 1.00	0.00	12	0.06 % 0.00 %
0.5	LOTS 123 AND 4 8201-8211 BROOK ROAD CUSIP: 99A003A20	600,000.00 1,200,000.00 84.31 %	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>12</u>	<u>0.00 %</u>
<u>INCOME PORTFOLIO</u>						
<u>STIF &amp; MONEY MARKET FUNDS</u>						
92,859.57	RIDGEWORTH FD-PRIME QUALITY MMKT I SHS #500 CUSIP: 76628T389	92,859.57 1.000 13.05 %	92,859.57 1.00	0.00	61	0.07 % 0.00 %
<u>INCOME PORTFOLIO TOTAL</u>		<u>92,859.57</u>	<u>92,859.57</u>	<u>0.00</u>	<u>61</u>	<u>0.07 %</u>



PORTFOLIO DETAIL

B M STANTON FDN - IRR TR  
ACCOUNT NO. 7027707

AS OF 12/31/09

PAGE 4

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

TOTAL ASSETS 711,621.57 150,996.57 560,625.00 74 0.01 %

# Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form). **Do not complete Part II unless** you have already been granted an automatic 3-month extension on a previously filed Form 8868.

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

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

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

**Electronic Filing (e-file).** Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit [www.irs.gov/efile](http://www.irs.gov/efile) and click on *e-file for Charities & Nonprofits*.

<b>Type or print</b>	Name of Exempt Organization <b>B M STANTON FOUNDATION 56-7027707</b>	Employer identification number <b>54-6191995</b>
	Number, street, and room or suite no. If a P O box, see instructions <b>P.O. BOX 1908</b>	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions <b>ORLANDO, FL 32802-1908</b>	

Check type of return to be filed (file a separate application for each return).

- |   |   |                                    |
|---|---|------------------------------------|
| <input type="checkbox"/> Form 990               | <input type="checkbox"/> Form 990-T (corporation)                 | <input type="checkbox"/> Form 4720 |
| <input type="checkbox"/> Form 990-BL            | <input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust) | <input type="checkbox"/> Form 5227 |
| <input type="checkbox"/> Form 990-EZ            | <input type="checkbox"/> Form 990-T (trust other than above)      | <input type="checkbox"/> Form 6069 |
| <input checked="" type="checkbox"/> Form 990-PF | <input type="checkbox"/> Form 1041-A                              | <input type="checkbox"/> Form 8870 |

• The books are in the care of ▶ SUNTRUST BANK

Telephone No. ▶ (888) 942-3272 FAX No ▶ \_\_\_\_\_

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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/16, 2010, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

- ▶  calendar year 2009 or
- ▶  tax year beginning \_\_\_\_\_, \_\_\_\_\_, and ending \_\_\_\_\_, \_\_\_\_\_.

2 If this tax year is for less than 12 months, check reason:  Initial return  Final return  Change in accounting period

<b>3a</b> If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	<b>3a</b>	\$	843.
<b>b</b> If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	<b>3b</b>	\$	256.
<b>c Balance Due.</b> Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	<b>3c</b>	\$	587.

**Caution** If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

For Privacy Act and Paperwork Reduction Act Notice, see Instructions.