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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

OMB No 1545-0052

2011

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

For calendar year 2011 or tax year beginning , 2011, and ending , 20

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) Room/suite
P.O. BOX 1908

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

A Employer identification number
54-6191995

B Telephone number (see 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

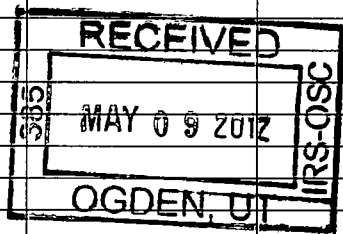
G Check all that apply:
 Initial return Initial return of a former public charity
 Final return Amended return
 Address change Name change

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) ▶ \$ **1,505,936.**

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 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	296.	263.		STMT 1
5a	Gross rents	138,763.	150,070.		
b	Net rental income or (loss)	138,669			
6a	Net gain or (loss) from sale of assets not on line 10	None			
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				
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)	145.			STMT 2
12	Total. Add lines 1 through 11	139,204.	150,333.		
Operating and Administrative Expenses					
13	Compensation of officers, directors, trustees, etc.	9,452.	4,726.		4,726.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule) STMT 3	2,500.	NONE	NONE	2,500.
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see instructions) STMT 4	4,083.			
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) STMT 5	94.	94.		
24	Total operating and administrative expenses.				
	Add lines 13 through 23	16,129.	4,820.	NONE	7,226.
25	Contributions, gifts, grants paid	68,938.			68,938.
26	Total expenses and disbursements Add lines 24 and 25	85,067.	4,820.	NONE	76,164.
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	54,137.			
b	Net investment income (if negative, enter -0-)		145,513.		
c	Adjusted net income (if negative, enter -0-)				



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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	241,801.	295,936.	295,936.
	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 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 6	78,750.	78,752.	1,210,000.
	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)	320,551.	374,688.	1,505,936.	
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 ▶ <input type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds	320,551.	374,688.	
28	Paid-in or capital surplus, or land, bldg, and equipment fund				
29	Retained earnings, accumulated income, endowment, or other funds				
30	Total net assets or fund balances (see instructions)	320,551.	374,688.		
31	Total liabilities and net assets/fund balances (see instructions)	320,551.	374,688.		

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	320,551.
2	Enter amount from Part I, line 27a	2	54,137.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	374,688.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	374,688.

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) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col. (h))			
a						
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 instructions). If (loss), enter -0- in Part I, line 8	{ If gain, also enter in Part I, line 8, column (c) (see 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 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))
2010	71,333.	1,268,880.	0.05621729399
2009	50,246.	689,153.	0.07290978926
2008	50,063.	676,317.	0.07402298035
2007	44,896.	657,416.	0.06829161444
2006	37,781.	641,118.	0.05892986938
2 Total of line 1, column (d)			2 0.33037154742
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 0.06607430948
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 1,443,540.
5 Multiply line 4 by line 3			5 95,381.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 1,455.
7 Add lines 5 and 6			7 96,836.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions.			8 76,164.

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

Table with 11 rows for excise tax calculations. Includes categories like 'Exempt operating foundations', 'Domestic foundations', 'Tax under section 511', 'Add lines 1 and 2', 'Subtitle A (income) tax', 'Tax based on investment income', 'Credits/Payments', 'Total credits and payments', 'Tax due', and 'Overpayment'. Total tax due is 454.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Questions include: 'Did the foundation attempt to influence any national, state, or local legislation?', 'Did it spend more than \$100 during the year for political purposes?', 'Did the foundation file Form 1120-POL for this year?', 'Has the foundation engaged in any activities that have not previously been reported to the IRS?', 'Did the foundation have unrelated business gross income of \$1,000 or more during the year?', 'Was there a liquidation, termination, dissolution, or substantial contraction during the year?', 'Are the requirements of section 508(e) satisfied?', 'Did the foundation have at least \$5,000 in assets at any time during the year?', 'If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General?', 'Is the foundation claiming status as a private operating foundation?', 'Did any persons become substantial contributors during the tax year?'.

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>SUNTRUST BANK</u> Telephone no <u>(888) 942-3272</u> Located at <u>P.O. BOX 1908, ORLANDO, FL</u> ZIP + 4 <u>32802-1908</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u>			
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country <u></u>	16	Yes	No X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <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 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 2011?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years <u></u>		
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)	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 <u></u>		
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 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011)	3b	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 2011?	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 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)? 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

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 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		9,452.	-0-	-0-

2 Compensation of five highest-paid employees (other than those included on line 1 - see 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 Yes No **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 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 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 instructions	
3 NONE	

Total. Add lines 1 through 3

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	NONE
b	Average of monthly cash balances	1b	255,523.
c	Fair market value of all other assets (see instructions)	1c	1,210,000.
d	Total (add lines 1a, b, and c)	1d	1,465,523.
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	1,465,523.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	21,983.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,443,540.
6	Minimum investment return. Enter 5% of line 5	6	72,177.

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	72,177.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	2,910.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2,910.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	69,267.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	69,267.
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	69,267.

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	76,164.
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	76,164.
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 instructions)	5	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	76,164.

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 instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				69,267.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			NONE	
b Total for prior years 20 <u>09</u> , 20____, 20____		NONE		
3 Excess distributions carryover, if any, to 2011				
a From 2006				6,112.
b From 2007				13,257.
c From 2008				17,671.
d From 2009				17,140.
e From 2010				10,342.
f Total of lines 3a through e	64,522.			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ <u>76,164.</u>				
a Applied to 2010, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2011 distributable amount				69,267.
e Remaining amount distributed out of corpus	6,897.			
5 Excess distributions carryover applied to 2011 (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	71,419.			
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 instructions		NONE		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instructions			NONE	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	6,112.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	65,307.			
10 Analysis of line 9:				
a Excess from 2007				13,257.
b Excess from 2008				17,671.
c Excess from 2009				17,140.
d Excess from 2010				10,342.
e Excess from 2011				6,897.

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

NOT APPLICABLE

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, 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 columns: Tax year (a) 2011, Prior 3 years (b) 2010, (c) 2009, (d) 2008, (e) Total. Rows include: 2a Enter the lesser of the adjusted net income...; b 85% of line 2a; c Qualifying distributions from Part XII, line 4...; 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...; 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... (2) Support from general public and 5 or more exempt organizations... (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 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 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				68,938.
b <i>Approved for future payment</i>				
Total ▶ 3b				

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
DIVIDENDS AND INTEREST	296.	263.
TOTAL	296.	263.

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----
FEDERAL REFUND	145.
TOTALS	----- 145. =====

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREP FEE	2,500.			2,500.
TOTALS	2,500.	NONE	NONE	2,500.

FORM 990PF, PART I - TAXES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----
PRIOR YEAR BALANCE DUE	1,627.
ESTIMATED TAX PAYMENTS	2,456.

TOTALS	4,083.
	=====

FORM 990PF, PART I - OTHER EXPENSES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
RENT AND ROYALTY EXPENSES	94.	
RENTAL INSURANCE		94.
TOTALS	94.	94.
	=====	=====

FORM 990PF, PART II - OTHER INVESTMENTS

=====

COST/
· FMV

C OR F

BEGINNING

BOOK VALUE

ENDING

BOOK VALUE

ENDING

FMV

SEE ATTACHED STATEMENT C 78,750. 78,752. 1,210,000.

TOTALS 78,750. 78,752. 1,210,000.

=====

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 9,452.

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: 9,452.

=====

=====

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 68,938.

TOTAL GRANTS PAID: 68,938.

=====

311 CASH CONTRIBUTIONS

SEE ATTACHED LIST - SEE ATTACHED

04/11/11	CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 CHARITABLE GIFT FOR: SEE ATTACHED PAID TO CAPE HENRY COLLEGIATE TR TRAN#=DC000154000017 TR CD=105 REG=0 PORT=INC	-2000 00	-2000 00	**CHANGED** 05/17/11 JLM	1104000009
04/11/11	CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 CHARITABLE GIFT FOR: SEE ATTACHED PAID TO YWCA OF SOUTHERN HAMPTON ROADS TR TRAN#=DC000154000020 TR CD=105 REG=0 PORT=INC	-600 00	-600 00	**CHANGED** 05/17/11 JLM	1104000010
04/11/11	CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 CHARITABLE GIFT FOR: SEE ATTACHED PAID TO YWCA OF SOUTHERN HAMPTON ROADS TR TRAN#=DC000154000021 TR CD=105 REG=0 PORT=INC	-1000 00	-1000 00	**CHANGED** 05/17/11 JLM	1104000011

TAX CODE/DATE TRANSACTIONS	TAXABLE	INCOME	PRINCIPAL	EDIT NUMBER
311 CASH CONTRIBUTIONS (CONTINUED)				
SEE ATTACHED LIST - SEE ATTACHED (CONTINUED)				
04/11/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 CHARITABLE GIFT FOR SEE ATTACHED PAID TO CAPE HENRY COLLEGIATE TR TRAN#=DC000154000016 TR CD=105 REG=0 PORT=INC	-5000.00	-5000 00	**CHANGED** 05/17/11 JLM	1104000008
04/11/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 CHARITABLE GIFT FOR SEE ATTACHED PAID TO VA BEACH PUBLIC SCHOOLS EDUCATION FOUNDATION TR TRAN#=DC000154000025 TR CD=105 REG=0 PORT=INC	-1000 00	-1000 00	**CHANGED** 05/17/11 JLM	1104000013
04/11/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 CHARITABLE GIFT FOR. SEE ATTACHED PAID TO VIRGINIA BEACH ROTARY TR TRAN#=DC000155000001 TR CD=105 REG=0 PORT=INC	-1000 00	-1000 00	**CHANGED** 05/17/11 JLM	1104000014
04/11/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 CHARITABLE GIFT FOR SEE ATTACHED PAID TO CHESAPEAKE BAY WINE CLASSIC TR TRAN#=DC000155000002 TR CD=105 REG=0 PORT=INC	-2100 00	-2100 00	**CHANGED** 05/17/11 JLM	1104000015
04/11/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 CHARITABLE GIFT FOR SEE ATTACHED PAID TO OLD DOMINION UNIVERSITY BIG BLUE TR TRAN#=DC000154000023 TR CD=105 REG=0 PORT=INC	-2000 00	-2000 00	**CHANGED** 05/17/11 JLM	1104000012
04/11/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 CHARITABLE GIFT FOR SEE ATTACHED PAID TO SETON YOUTH SHELTERS TR TRAN#=DC000155000013 TR CD=105 REG=0 PORT=INC	-10000 00	-10000 00	**CHANGED** 05/17/11 JLM	1104000021
04/11/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 CHARITABLE GIFT FOR SEE ATTACHED PAID TO SETON YOUTH SHELTERS TR TRAN#=DC000155000014 TR CD=105 REG=0 PORT=INC	-2500.00	-2500 00	**CHANGED** 05/17/11 JLM	1104000022
04/11/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 CHARITABLE GIFT FOR SEE ATTACHED PAID TO ST JUDE CHILDREN'S RESEARCH HOSPITAL TR TRAN#=DC000155000015 TR CD=105 REG=0 PORT=INC	-2500 00	-2500 00	**CHANGED** 05/17/11 JLM	1104000023
04/11/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 CHARITABLE GIFT FOR. SEE ATTACHED PAID TO FACT TR TRAN#=DC000155000016 TR CD=105 REG=0 PORT=INC	-500.00	-500 00	**CHANGED** 05/17/11 JLM	1104000024
04/11/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 CHARITABLE GIFT FOR SEE ATTACHED PAID TO TOWN CENTER KIWANIS TR TRAN#=DC000155000003 TR CD=105 REG=0 PORT=INC	-600 00	-600 00	**CHANGED** 05/17/11 JLM	1104000016
04/11/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 CHARITABLE GIFT FOR SEE ATTACHED PAID TO TOWN CENTER KIWANIS TR TRAN#=DC000155000005 TR CD=105 REG=0 PORT=INC	-600 00	-600 00	**CHANGED** 05/17/11 JLM	1104000017

TAX CODE/DATE TRANSACTIONS	TAXABLE	INCOME	PRINCIPAL	EDIT NUMBER
311 CASH CONTRIBUTIONS (CONTINUED)				
SEE ATTACHED LIST - SEE ATTACHED (CONTINUED)				
04/11/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 CHARITABLE GIFT FOR SEE ATTACHED PAID TO THE FIRST TEE OF HAMPTON ROADS TR TRAN#=DC000155000007 TR CD=105 REG=0 PORT=INC	-1500 00	-1500 00	**CHANGED** 05/17/11 JLM	1104000018
04/11/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 CHARITABLE GIFT FOR SEE ATTACHED PAID TO SAMARITAN HOUSE WOMEN HELPING WOMEN TR TRAN#=DC000155000009 TR CD=105 REG=0 PORT=INC	-10000 00	-10000 00	**CHANGED** 05/17/11 JLM	1104000019
04/11/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 CHARITABLE GIFT FOR SEE ATTACHED PAID TO NORFOLK SPORTS CLUB TR TRAN#=DC000155000012 TR CD=105 REG=0 PORT=INC	-3300.00	-3300 00	**CHANGED** 05/17/11 JLM	1104000020
04/11/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 CHARITABLE GIFT FOR: SEE ATTACHED PAID TO VA BEACH AQUARIUM & MARINE SCIENCE TR TRAN#=DC000155000020 TR CD=105 REG=0 PORT=INC	-2500 00	-2500 00	**CHANGED** 05/17/11 JLM	1104000025
04/11/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 CHARITABLE GIFT FOR SEE ATTACHED PAID TO PREVENT CHILD ABUSE TR TRAN#=DC000155000022 TR CD=105 REG=0 PORT=INC	-1000 00	-1000 00	**CHANGED** 05/17/11 JLM	1104000026
04/25/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 CHARITABLE GIFT FOR SEE ATTACHED PAID TO C A S.A. COURT APPOINTED SPECIAL ADVOCATES TR TRAN#=DC000377000010 TR CD=105 REG=0 PORT=INC	-3500 00	-3500 00	**CHANGED** 05/17/11 JLM	1104000028
04/25/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 CHARITABLE GIFT FOR SEE ATTACHED PAID TO MT TRASHMORE YMCA TR TRAN#=DC000377000011 TR CD=105 REG=0 PORT=INC	-1500 00	-1500.00	**CHANGED** 05/17/11 JLM	1104000029
04/25/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 CHARITABLE GIFT FOR SEE ATTACHED PAID TO RELAY FOR LIFE TR TRAN#=DC000377000012 TR CD=105 REG=0 PORT=INC	-500 00	-500.00	**CHANGED** 05/17/11 JLM	1104000030
04/25/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 CHARITABLE GIFT FOR SEE ATTACHED PAID TO ANIMAL RESCUE OF TIDEWATER TR TRAN#=DC000377000016 TR CD=105 REG=0 PORT=INC	-500 00	-500 00	**CHANGED** 05/17/11 JLM	1104000031
04/25/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 CHARITABLE GIFT FOR SEE ATTACHED PAID TO GUARDIAN ANGEL'S FUND SURFER'S HEALING VB TR TRAN#=DC000377000017 TR CD=105 REG=0 PORT=INC	-1000 00	-1000 00	**CHANGED** 05/17/11 JLM	1104000032
04/25/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 CHARITABLE GIFT	-1000 00	-1000 00	**CHANGED** 05/17/11 JLM	1104000033

TAX CODE/DATE TRANSACTIONS	TAXABLE	INCOME	PRINCIPAL	EDIT NUMBER
311 CASH CONTRIBUTIONS (CONTINUED) SEE ATTACHED LIST - SEE ATTACHED (CONTINUED)				
FOR: SEE ATTACHED PAID TO TEAM HOYT VB TR TRAN#=DC000377000018 TR CD=105 REG=0 PORT=INC				
04/25/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 CHARITABLE GIFT FOR: SEE ATTACHED PAID TO: NORFOLK ACADEMY TR TRAN#=DC000377000019 TR CD=105 REG=0 PORT=INC	-5000 00	-5000 00	**CHANGED**	1104000034 05/17/11 JLM
04/25/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT 2011 CHARITABLE GIFT FOR: SEE ATTACHED PAID TO: VIRGINIA OPERA TR TRAN#=DC000377000021 TR CD=105 REG=0 PORT=INC	-3238.00	-3238 00	**CHANGED**	1104000035 05/17/11 JLM
07/19/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT CHARITABLE GIFT FROM B.M. STANTON FDN FOR: SEE ATTACHED PAID TO BOYS & GIRLS CLUB OF SOUTHEAST VA. TR TRAN#=DC000265000010 TR CD=105 REG=0 PORT=INC	-1500 00	-1500 00	**CHANGED**	1107000008 08/02/11 JLM
07/19/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT CHARITABLE GIFT FROM B M STANTON FND FOR: SEE ATTACHED PAID TO THE AMERICAN CANCER SOCIETY FBO MAKING STRIDES TR TRAN#=DC000266000012 TR CD=105 REG=0 PORT=INC	-500 00	-500 00	**CHANGED**	1107000009 08/02/11 JLM
09/29/11 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT CHARITABLE GIFT FROM B.M. STANTON FOUNDATION FOR: SEE ATTACHED PAID TO SETON YOUTH SHELTERS TR TRAN#=CR000891000002 TR CD=105 REG=0 PORT=INC	-1000.00	-1000 00	**CHANGED**	1109000012 10/17/11 JLM
TOTAL CODE 311 - CASH CONTRIBUTIONS	-68938.00	-68938 00		0 00

RENT AND ROYALTY SUMMARY
 =====

PROPERTY -----	TOTAL INCOME -----	DEPLETION/ DEPRECIATION -----	OTHER EXPENSES -----	ALLOWABLE NET INCOME -----
50% INT. LOTS 1,2,3,	138,763.		94.	138,669.
TOTALS	----- 138,763. =====	----- ----- =====	----- 94. =====	----- 138,669. =====

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.



B M STANTON FDN - IRR TR
ACCOUNT NO. 7027707

PORTFOLIO DETAIL

AS OF 12/31/11

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
<u>PRINCIPAL PORTFOLIO</u>						
<u>STIF & MONEY MARKET FUNDS</u>						
37,719.15	FEDERATED MONEY MKT OBLIGS TR TRSY OBLIGS INSTL CL #68 FFS CUSIP: 609068DF5	37,719.15 1.000 2.50 %	37,719.15 1.00	0.00	4	0.01 % 0.00 %
<u>REAL ESTATE</u>						
1	LOTS 123 AND 4 8201-8211 BROOK ROAD CUSIP: 99A003A20	1,210,000.00 1,210,000.00 80.35 %	78,750.00 78,750.00	1,131,250.00	0	0.00 % 0.00 %
<u>PRINCIPAL PORTFOLIO TOTAL</u>		<u>1,247,719.15</u>	<u>116,469.15</u>	<u>1,131,250.00</u>	<u>4</u>	<u>0.00 %</u>
<u>INCOME PORTFOLIO</u>						
<u>STIF & MONEY MARKET FUNDS</u>						
258,216.99	FEDERATED MONEY MKT OBLIGS TR TRSY OBLIGS INSTL CL #68 FFS CUSIP: 609068DF5	258,216.99 1.000 17.15 %	258,216.99 1.00	0.00	26	0.01 % 0.00 %
<u>INCOME PORTFOLIO TOTAL</u>		<u>258,216.99</u>	<u>258,216.99</u>	<u>0.00</u>	<u>26</u>	<u>0.01 %</u>



B M STANTON FDN - IRR TR
ACCOUNT NO. 7027707

PORTFOLIO DETAIL
AS OF 12/31/11

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
TOTAL ASSETS						
		1,505,936.14	276,686.14	1,131,250.00	29	0.00%