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

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

OMB No 1545-0052

2009

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

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: FENTON FOUNDATION, INC.

Number and street (or P O box number if mail is not delivered to street address): 700 ELIZABETH STREET | Room/suite

City or town, state and ZIP code: WILLIAMSTOWN WV 26187

A Employer identification number: 55-6017260

B Telephone number (see page 10 of the instructions): 304-375-6122

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) ▶ $ 3,194,616

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)	37,595			
2	Check ▶ ☐ if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	2,100	2,100	2,100	
4	Dividends and interest from securities	55,106	55,106	55,106	
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	-158,379			
b	Gross sales price for all assets on line 6a 948,451				
7	Capital gain net income (from Part IV, line 2)		0		
8	Net short-term capital gain			10,473	
9	Income modifications				
10a	Gross sales less returns & 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	-63,578	57,206	67,679	
Operating and Administrative Expenses 13	Compensation of officers, directors, trustees etc				
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule) STMT 1	3,440	140		3,300
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see page 14 of the instructions) STMT 2	-1,726	74		25
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences and meetings				
22	Printing and publications				
23	Other expenses (att sch) STMT 3	18,880	18,873		7
24	**Total operating and administrative expenses.** Add lines 13 through 23	20,594	19,087		3,332
25	Contributions, gifts grants paid	272,973			272,973
26	**Total expenses and disbursements** Add lines 24 and 25	293,567	19,087	0	276,305
27	Subtract line 26 from line 12				
a	**Excess of revenue over expenses and disbursements**	-357,145			
b	**Net investment income** (if negative, enter -0-)		38,119		
c	**Adjusted net income** (if negative, enter -0-)			67,679	

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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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets 1	Cash—non-interest-bearing	111,967	4,117	4,117
2	Savings and temporary cash investments	763,344	33,122	33,122
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 (att schedule) ▶			
	Less allowance for doubtful accounts ▶			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10a	Investments—U S and state government obligations (attach schedule) STMT 4	150,167	100,055	101,375
b	Investments—corporate stock (attach schedule) SEE STMT 5	2,515,217	3,046,256	3,056,002
c	Investments—corporate bonds (attach schedule)			
11	Investments—land buildings and equipment basis ▶			
	Less accumulated depreciation (attach sch) ▶			
12	Investments—mortgage loans			
13	Investments—other (attach schedule)			
14	Land buildings and equipment basis ▶			
	Less accumulated depreciation (attach sch) ▶			
15	Other assets (describe ▶)			
16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1 item I)	3,540,695	3,183,550	3,194,616
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)	0	0	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
27	Capital stock, trust principal or current funds			
28	Paid-in or capital surplus or land bldg , and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds	3,540,695	3,183,550	
30	**Total net assets or fund balances** (see page 17 of the instructions)	3,540,695	3,183,550	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	3,540,695	3,183,550	

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	3,540,695
2	Enter amount from Part I, line 27a	2	-357,145
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1 2, and 3	4	3,183,550
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	3,183,550

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	SEE WORKSHEET			
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	-158,379
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	10,473

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	179,611	3,408,775	0.052691
2007	210,356	3,927,460	0.053560
2006	142,100	3,699,638	0.038409
2005	43,974	3,457,638	0.012718
2004	117,427	3,304,284	0.035538

2 **Total** of line 1 column (d)	2	0.192916
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	0.038583
4 Enter the net value of noncharitable-use assets for 2009 from Part X line 5	4	2,859,219
5 Multiply line 4 by line 3	5	110,317
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	381
7 Add lines 5 and 6	7	110,698
8 Enter qualifying distributions from Part XII line 4	8	276,305

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter **(attach copy of letter if necessary—see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V check here ▶ ☒ and enter 1% of Part I line 27b			1	381
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I line 12 col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	0
3	Add lines 1 and 2			3	381
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less enter -0-			5	381
6	Credits/Payments				
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	890		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	890
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	509
11	Enter the amount of line 10 to be **Credited to 2010 estimated tax ▶** 509 **Refunded ▶**			11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national state or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ______ **(2)** On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes " attach a detailed description of the activities	2		X
3	Has the foundation made any changes not previously reported to the IRS in its governing instrument articles of incorporation or bylaws or other similar instruments? If "Yes " attach a conformed copy of the changes	3		X
4a	Did the foundation have unrelated business gross income of $1 000 or more during the year?	4a		X
b	If "Yes " has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5 000 in assets at any time during the year? If "Yes," complete Part II col (c) and Part XV	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ WV			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No " attach explanation	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes " attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities (continued)

			Yes	No
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 page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ THOMAS K. FENTON Telephone no ▶ 304-375-6122
700 ELIZABETH ST
Located at ▶ WILLIAMSTOWN, WV ZIP+4 ▶ 26187

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? ☐ Yes ☒ No

(2) Borrow money from lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No

(3) Furnish goods services or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No

(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No

(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No

(6) Agree to pay money or property to a government official? **(Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No

b If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? N/A | 1b | | |

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c Did the foundation engage in a prior year in any of the acts described in 1a other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009? N/A | 1c | | |

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 2009 did the foundation have any undistributed income (lines 6d and 6e Part XIII) for tax year(s) beginning before 2009? ☐ Yes ☒ No

If "Yes " list the years ▶ 20 , 20 , 20 , 20

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) N/A | 2b | | |

c If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a list the years here
▶ 20 , 20 , 20 , 20

3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No

b If "Yes " did it have excess business holdings in 2009 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 2009) N/A | 3b | | |

			Yes	No
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 2009?	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)? N/A **5b**

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

If "Yes " attach the statement required by Regulations section 53 4945-5(d)

6a Did the foundation during the year, receive any funds, directly or indirectly to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation during the year pay premiums directly or indirectly on a personal benefit contract? **6b** X (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? N/A **7b**

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

1 List all officers, directors, trustees, foundation managers and their compensation (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				

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				

Total number of other employees paid over $50 000 ▶

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		

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened research papers produced etc	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 24 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 N/A	
2	
All other program-related investments See page 24 of the instructions 3	
Total. Add lines 1 through 3 ▶	

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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	2,656,509
b	Average of monthly cash balances		1b	246,251
c	Fair market value of all other assets (see page 24 of the instructions)		1c	0
d	**Total** (add lines 1a b and c)		1d	2,902,760
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0		
2	Acquisition indebtedness applicable to line 1 assets		2	0
3	Subtract line 2 from line 1d		3	2,902,760
4	Cash deemed held for charitable activities Enter 1½ % of line 3 (for greater amount see page 25 of the instructions)		4	43,541
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	2,859,219
6	**Minimum investment return.** Enter 5% of line 5		6	142,961

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	142,961
2a	Tax on investment income for 2009 from Part VI line 5	2a 381		
b	Income tax for 2009 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	381
3	Distributable amount before adjustments Subtract line 2c from line 1		3	142,580
4	Recoveries of amounts treated as qualifying distributions		4	
5	Add lines 3 and 4		5	142,580
6	Deduction from distributable amount (see page 25 of the instructions)		6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII line 1		7	142,580

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	276,305
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	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8 and Part XIII, line 4	4	276,305
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	381
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	275,924

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					142,580
2 Undistributed income, if any as of the end of 2009					
a Enter amount for 2008 only					
b Total for prior years 20____ , 20____ 20____					
3 Excess distributions carryover, if any, to 2009					
a From 2004					
b From 2005					
c From 2006					
d From 2007					
e From 2008	9,497				
f **Total** of lines 3a through e		9,497			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ $ 276,305					
a Applied to 2008 but not more than line 2a					
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)					
c Treated as distributions out of corpus (Election required—see page 26 of the instructions)					
d Applied to 2009 distributable amount					142,580
e Remaining amount distributed out of corpus		133,725			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d) the same amount must be shown in column (a))					
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f 4c and 4e Subtract line 5		143,222			
b Prior years' undistributed income Subtract line 4b from line 2b					
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					
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions					
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions					
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010					0
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)					
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)					
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a		143,222			
10 Analysis of line 9					
a Excess from 2005					
b Excess from 2006					
c Excess from 2007					
d Excess from 2008	9,497				
e Excess from 2009	133,725				

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Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

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)

	Tax year	Prior 3 years			(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 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 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

THOMAS K. FENTON 304-375-6122
FENTON FOUNDATION, WILLIAMSTOWN WV 26187

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

SEE STATEMENT 7

c Any submission deadlines

NONE

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

SEE STATEMENT 8

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE STATEMENT 9				272,973
Total			▶ 3a	272,973
b Approved for future payment N/A				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See page 28 of the instructions.)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	2,100	
4 Dividends and interest from securities			14	55,106	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	-158,379	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		-101,173	0

13 Total. Add line 12, columns (b), (d), and (e) 13 -101,173

(See worksheet in line 13 instructions on page 28 to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See page 29 of the instructions.)
N/A	

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527 relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule Column **(b)** should always show the fair market value of the goods other assets or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement show in column **(d)** the value of the goods other assets or services received

(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		

Sign Here

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

Thomas K Fenton 5.12.10 President

Signature of officer or trustee | Date | Title

Paid Preparer's Use Only

Preparer's signature ▶ Russell W Leach, CPA	Date 05/05/10	Check if self-employed ▶ ☐	Preparer's identifying number (see Signature on page 30 of the instructions) P00547116
Firm's name (or yours if self-employed), address, and ZIP code ▶ TENNEY & ASSOCIATES, LLC CPA'S 418 GRAND PARK DR STE 320 VIENNA, WV 26105		EIN ▶ 31-1624928	Phone no 304-428-9711

DAA

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ **Attach to Form 990, 990-EZ, or 990-PF.**

OMB No 1545-0047

2009

Name of the organization

FENTON FOUNDATION, INC.

Employer identification number

55-6017260

Organization type (check one)

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7) (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule

☒ For an organization filing Form 990 990-EZ or 990-PF that received, during the year $5,000 or more (in money or property) from any one contributor Complete Parts I and II

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor during the year, a contribution of the greater of **(1)** $5 000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ line 1 Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor during the year, aggregate contributions of more than $1 000 for use exclusively for religious charitable scientific literary or educational purposes or the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor during the year, contributions for use exclusively for religious charitable, etc , purposes but these contributions did not aggregate to more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an exclusively religious, charitable etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious charitable etc contributions of $5 000 or more during the year ▶ $

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990 990-EZ, or 990-PF) but it **must** answer "No" on Part IV line 2 of its Form 990 or check the box in the heading of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990 990-EZ or 990-PF)

Name of organization: FENTON FOUNDATION, INC.

Employer identification number: 55-6017260

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	JIM AND PAT WAYBRIGHT 128 FRONT STREET MARIETTA OH 45750	$ 8,245	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
2	SETTLERS BANK FOUNDATION 115 3RD STREET MARIETTA OH 45750	$ 5,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
3	FRATERNAL ORDER OF EAGLES #4 MARTIN SQUARE WILLIAMSTOWN WV 26187	$ 5,500	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization	Employer identification number
FENTON FOUNDATION, INC.	55-6017260

Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	160 SH WALMART	$ 8,245	04/13/09
		$	
		$	
		$	
		$	
		$	

DAA

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
TAX PREPARATION	$ 3,440	$ 140	$	$ 3,300
TOTAL	$ 3,440	$ 140	$ 0	$ 3,300

Statement 2 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
990-PF TAXES	$ -1,825	$	$	$
FOREIGN TAXES ON INVESTMENTS	74	74		
WV STATE LICENSE	25			25
TOTAL	$ -1,726	$ 74	$ 0	$ 25

Statement 3 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
	$	$	$	$
EXPENSES				
INVESTMENT FEES	18,873	18,873		
BANK FEES	7			7
TOTAL	$ 18,880	$ 18,873	$ 0	$ 7

Statement 4 - Form 990-PF, Part II, Line 10a - US and State Government Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
SEE ATTACHED STATEMENT	$ 150,167	$ 100,055	COST	$ 101,375
TOTAL	$ 150,167	$ 100,055		$ 101,375

Statement 5 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
SEE ATTACHED STATEMENT	$ 2,515,217	$ 3,046,256	COST	$ 3,056,002
TOTAL	$ 2,515,217	$ 3,046,256		$ 3,056,002

Federal Statements

Statement 6 - Form 990-PF, Part VIII, Line 1 - List of Officers, Directors, Trustees, Etc.

Name and Address	Title	Average Hours	Compensation	Benefits	Expenses
THOMAS K. FENTON 413 FORT STREET MARIETTA OH 45750	PRES & TREAS	4.00	0	0	0
RANDALL R. FENTON 509 W 3RD STREET WILLIAMSTOWN WV 26187	VICE-PRES	0.25	0	0	0
LYNN F. ERB 310 W 4TH STREET WILLIAMSTOWN WV 26187	SECRETARY	2.00	0	0	0
MICHAEL D. FENTON 10-136 THE FIELDS WILLIAMSTOWN WV 26187	DIRECTOR	0.25	0	0	0
SCOTT K. FENTON 413 FORT STREET MARIETTA OH 45750	DIRECTOR	0.25	0	0	0

Statement 7 - Form 990-PF, Part XV, Line 2b - Application Format and Required Contents

Description
NO SPECIFIC FORM - LETTER OUTLINING NATURE OF REQUEST SHOULD BE SUBMITTED TO THOMAS K. FENTON.

Form 990-PF, Part XV, Line 2c - Submission Deadlines

Description
NONE

Statement 8 - Form 990-PF, Part XV, Line 2d - Award Restrictions or Limitations

Description
NO GIFTS, GRANTS,SCHOLARSHIPS, ETC. ARE MADE TO AN INDIVIDUAL. MAJOR EMPHASIS ON WOOD COUNTY, WV AND WASHINGTON COUNTY, OH INSTITUTIONS.

Federal Statements

Statement 9 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Name / Address	Address / Relationship	Status	Purpose	Amount
ALLOHAK COUNCIL BOY SCOUT PARKERSBURG WV 26102	P.O. BOX 1508		OPERATIONS	150
ARTSBRIDGE PARKERSBURG WV 26102	P.O. BOX 1706		OPERATIONS	8,000
BETSEY MILLS CLUB MARIETTA OH 45750	300 FOURTH STREET		OPERATIONS	400
BOYS & GIRLS CLUB OF PARK PARKERSBURG WV 26101	514 MARKET STREET		OPERATIONS	250
CHILDREN'S HOME SOCIETY O CHARLESTON WV 25330-9980	P.O. BOX 2942		OPERATIONS	250
CHRIST MEMORIAL EPISCOPAL WILLIAMSTOWN WV 26187	409 COLUMBIA AVENUE		OPERATIONS	3,000
CITY OF WILLIAMSTOWN WILLIAMSTOWN WV 26187	100 W. FIFTH STREET		ACQUISITION OF SWIMMING POOL	199,273
COLONY THEATRE MARIETTA OH 45750	222 1/2 PUTNAM STREET		OPERATIONS	5,000
EDUCATION ALLIANCE CHARLESTON WV 25331-3071	P.O. BOX 3071		OPERATIONS	500
FAITH BIBLE CHURCH WILLIAMSTOWN WV 26187	118 W. 9TH STREET		OPERATIONS	1,500
FIRST BAPTIST CHURCH WILLIAMSTOWN WV 26187	431 HIGHLAND AVENUE		OPERATIONS	3,000
FIRST UNITED METHODIST CH WILLIAMSTOWN WV 26187	304 W. FIFTH STREET		OPERATIONS	3,000
FIRST UNITED PRESBYTERIAN WILLIAMSTOWN WV 26187	COLUMBIA AVE & W. 5TH ST		OPERATIONS	3,000
HEARTS AND HANDS MINISTRY WILLIAMSTOWN WV 26187	304 W. FIFTH STREET		OPERATIONS	1,500
MARIETTA COLLEGE MARIETTA OH 45750	215 FIFTH STREET		CAPITAL CAMPAIGN	15,000
MARIETTA FAMILY YMCA MARIETTA OH 45750	300 7TH STREET		OPERATIONS	750
MARIETTA MEMORIAL HEALTH MARIETTA OH 45750	401 MATTHEW STREET		OPERATIONS	1,000
MARIETTA UNITED WAY MARIETTA OH 45750	307 LL PUTNAM STREET		OPERATIONS	3,000
MID-OHIO VALLEY UNITED WA VIENNA WV 26105	520 GRAND CENTRAL AVE 201		OPERATIONS	9,000

Statement 9 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name / Address	Address / Relationship	Status	Purpose	Amount
OH FOUND. OF IND COLLEGES COLUMBUS OH 43215-3722	250 E.BROAD ST. STE 1700		OPERATIONS	200
RIVERSIDE CHURCH OF CHRIS WILLIAMSTOWN WV 26187	501 CAROLINE AVENUE		OPERATIONS	500
SALVATION ARMY-MARIETTA MARIETTA OH 45750	136 FRONT STREET		OPERATIONS	200
SALVATION ARMY-PARKERSBUR PARKERSBURG WV 26102	P. O. BOX 1445		OPERATIONS	200
THE CASTLE MARIETTA OH 45750	418 FOURTH STREET		OPERATIONS	100
WILLIAMSTOWN CHURCHOF CH WILLIAMSTOWN WV 26187	111 W. 9TH STREET		OPERATIONS	1,000
WILLIAMSTOWN CHURCH OF GO WILLIAMSTOWN WV 26187	511 HIGHLAND AVENUE		OPERATIONS	1,500
WILLIAMSTOWN ELEMENTARY S WILLIAMSTOWN WV 26187	418 WILLIAMS AVENUE		CAPITAL CAMPAIGN	2,000
WILLIAMSTOWN HS GRADUATIO WILLIAMSTOWN WV 26187	219 FIFTH STEET		OPERATIONS	100
WILLIAMSTOWN SOCCER CLUB WILLIAMSTOWN WV 26187	P.O. BOX 28		CAPITAL CAMPAIGN	1,000
WOMEN'S CARE CENTER PARKERSBURG WV 26104	P. O. BOX 4765		OPERATIONS	200
WOOD COUNTY BOARD OF EDUC PARKERSBURG WV 26101	1210 13TH STREET		OPERATIONS	50
WOOD COUNTY REC COMMISSIO WILLIAMSTOWN WV 26187	219 W. FIFTH STREET		OPERATIONS	750
WV IND COLLEGES AND UNIV CHARLESTON WV 25301	900 LEE STREET SUITE 910		OPERATIONS	7,000
WV MUSEUM OF AMERICAN GLA WESTON WV 26452	P.O. BOX 574		OPERATIONS	100
WV SYMPHONY ORCHESTRA, PK VIENNA WV 26105	P. O. BOX 5511		OPERATIONS	500
TOTAL				272,973

FENTON FOUNDATION, INC.
EIN 55-6017260
SUPPLEMENT TO 2009 FORM 990-PF

	BEGINNING OF YEAR	END OF YEAR	BASIS OF VALUATION	FAIR MARKET VALUE
PART II, LINE 10a				
INVESTMENTS - US OBLIGATIONS				
FHLMC 4.3% 04/14/2016-2010	50,000.00	50,000.00	COST	50,469.00
FFCB 5.32% 05/11/2010	50,167.20	50,055.43	COST	50,906.50
FHLB 5 00% 12/22/2011-2009	50,000 00		COST	
TOTAL TO PART II, LINE 10a	**150,167.20**	**100,055.43**		**101,375.50**
PART II, LINE 10b				
INVESTMENTS-CORPORATE STOCK				
AIM ASIA PACIFIC GROWTH FD #1531	5,893 98		COST	
AMERICAN CENTURY INFLATION ADJ TREAS		130,277.24	COST	135,985.25
BRIDGEWAY AGGRESSIVE INVESTOR 1	75,540.44		COST	
BURNHAM FIN SVC CLASS A	52,185.51	52,519.97	COST	58,267 29
CALAMOS MARKET NEUTRAL I FUND #629		32,400.00	COST	36,604.18
COLUMBIA ACORN CLASS Z FUND #492	11,736 69	54,353 87	COST	75,560 93
COLUMBIA ACORN INTERNATIONA Z FUND #493		35,600 00	COST	36,925 70
DIAMOND HILL LONG SHORT I FUND #11	100,298.89		COST	
DODGE & COX INTERNATL STOCK FUND	165,064 17	167,482.08	COST	179,092 36
DODGE & COX INTL STOCK FUND #1048	14,475 96		COST	
DODGE & COX STOCK	182,563.75	184,556.53	COST	161,803.72
FEDERATED INTER CONTINENTAL CLASS A	84,554.78	86,263 71	COST	77,740 11
FIDELITY ADVISOR NEW INSIGHTS FD #1281		31,096 54	COST	41,042.31
FIDELITY ADVISOR STRATEGIC INCOME #648		30,312.15	COST	31,805.72
FIDELITY DIVERSIFIED INTL FUND #325	15,639 02		COST	
FRANKLIN FLOATING RATE FUND #689		21,200 00	COST	21,224 04
FRONTEGRA COLUMBUS CORE PLUS INTL CL		212,388 78	COST	202,039 99
HODGES FUND	73,571 32	73,571 32	COST	61,949 97
HODGES SMALL CAP FUND	50,000 00	50,000 00	COST	41,739 13
I SHARES COMEX GOLD		12,250 20	COST	15,031.80

FENTON FOUNDATION, INC.
EIN 55-6017260
SUPPLEMENT TO 2009 FORM 990-PF

PART II, LINE 10b
INVESTMENTS-CORPORATE STOCK (CONTINUED)

	BEGINNING OF YEAR	END OF YEAR	BASIS OF VALUATION	FAIR MARKET VALUE
I SHARES DJ SELECT	13,153.92		COST	
I SHARES MSCI EAFE INDEX FOREIGN STCK	11,451.06		COST	
I SHARES RUSSELL 1000 GROWTH	50,435 60	44,027 46	COST	40,378.50
I SHARES RUSSELL 1000 VALUE	52,969 61	15,440.38	COST	15,785.00
I SHARES S& P 100 INDEX FUND	39,719 52		COST	
I SHARES S& P 500 BARRA GROWTH	33,574 85		COST	
I SHARES S&P 400 MIDCAP INDEX	29,662 73		COST	
I SHARES S&P 400 MIDCAP GROWTH	8,197.74		COST	
I SHARES S&P 400 MIDCAP VALUE	6,565.45		COST	
I SHARES S&P 500 BARRA VALUE	19,657 21		COST	
I SHARES S&P 600 SMALL CAP GROWTH	8,204.40		COST	
I SHARES S&P 600 SMALL CAP VALUE	4,892 58		COST	
KEELEY SMALL CAP VALUE CLASS A	45,000 00	45,059 44	COST	31,912 04
KEELEY SMALL CAP VALUE CLASS I #2251	25,234 89	31,290 45	COST	35,994 25
LAZARD EMERGING MARKET CL I FD #638	10,006 70	23,490 35	COST	38,737 13
LEUTHOLD ASSETT ALLOCATION FD	217,946 65	220,382 78	COST	200,039 71
LOOMIS SAYLES VALUE CL A	74,907 84	75,366 41	COST	57,409 40
MAINSTAY LARGE CAP GROWTH FUND #1483		40,000.00	COST	53,504.28
MANNING & NAPIER WORLD OPPORTUNITIES		28,100.12	COST	36,160.54
OAKMARK EQUITY & INCOME FD	95,282.88	96,667.75	COST	121,950.41
PERRITT MICROCAP OPPORTUNITIES	66,068.15	66,068.15	COST	43,135.98
PIMCO TOTAL RETURN BOND FUND #35	44,329.15	52,131.53	COST	52,991.40
RAINIER SMALL/MID CAP PORT #49	11,762.02		COST	
ROOSEVELT MULTI-CAP		42,430 56	COST	52,455 75
RYDEX SGI MID CAP VALUE #1035		34,094 16	COST	46,581 35
T ROWE CAP APPRECIATION	279,163 05	284,944 78	COST	268,278 62
T ROWE CAP APPRECIATION #72	74,071 00	53,849 23	COST	64,467 55
US GLOBAL ACCOLADES MEGA TRENDS	25,000 00	16,967 91	COST	14,675.13
US GLOBAL RESOURCES	54,127 98	54,127 98	COST	34,980 24

FENTON FOUNDATION, INC.
EIN 55-6017260
SUPPLEMENT TO 2009 FORM 990-PF

PART II, LINE 10b
INVESTMENTS-CORPORATE STOCK (CONTINUED)

	BEGINNING OF YEAR	END OF YEAR	BASIS OF VALUATION	FAIR MARKET VALUE
VANGUARD ADMIRAL GNMA FUND #536	20,119.90	13,205 99	COST	13,157.28
VANGUARD ADMIRAL ST BD FD #539	30,000 00	65,692 10	COST	66,204 90
VANGUARD INTERM TERM BD INDEX #314	6,560 00		COST	
VANGUARD SIGNAL SHRT TERM BOND 1349	13,158.19		COST	
VANGUARD TOTAL BD MKT INDEX #1351	53,941 00	78,793 73	COST	79,213.92
VANGUARD 500 INDEX SIG FD #1340	251,028 88	325,729 14	COST	328,855 69
WASATCH 1ST SOURCE EQUITY #6		46,400 00	COST	59,386 59
WEITZ SHORT INTERMED INCOME FUND		110,222.88	COST	115,433 31
FENTON ART GLASS	7,500 00	7,500.00	COST	7,500 00
TOTAL TO PART II, LINE 10b	**2,515,217.46**	**3,046,255.67**		**3,056,001.47**

2009 Tax Information Statement

Account Number: 1035003805
Recipient's Tax ID number: 55-6017260
Payer's Federal ID number: 31-1278433

☐ **Corrected** ☐ **2nd TIN notice**

Recipient's Name and Address
FENTON FOUNDATION
700 ELIZABETH STREET
WILLIAMSTOWN, WV 26187

Payer's Name and Address
PEOPLES BANK NATIONAL ASSOCIATION
138 PUTNAM STREET
MARIETTA, OH 45750

2009 Form 1099-B: Proceeds from Broker and Barter Exchange Transactions

OMB No. 1545-0715

Reported to the IRS are Gross Proceeds less commissions and option premiums.

Number of shares *(Box 5)*	CUSIP *(Box 1b)*	Description *(Box 7)*	Date Acquired	Date of Sale *(Box 1a)*	Stocks Bonds, etc. *(Box 2)*	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld *(Box 4)*
Short Term Sales Reported on 1099-B								
26.6090	256206103	DODGE & COX INTL STOCK FUND #1048	VARIOUS	01/07/2009	598.97	557 73	41 24	0.00
.0700	750869604	RAINIER SMALL/MID CAP PORT I #49 MID CAP	12/16/2008	01/07/2009	1.46	1.39	0 07	0 00
719.4240	922031836	VANGUARD ADMIRAL SHRT TERM INV #539 SHORT TERM HIGH QUALITY BOND FUND	06/10/2008	02/25/2009	7,000.00	7,553.95	-553 95	0 00
1576 6130	25264S833	DIAMOND HILL LONG SHORT I FUND #11	VARIOUS	04/03/2009	20,716.69	29,343 17	-8,626.48	0 00
243.4880	315910802	FIDELITY DIVERSIFIED INTL FUND #325 DIVERSIFIED INTERNATIONAL FUND	VARIOUS	04/03/2009	4,950.11	4,800.00	150.11	0 00
823.8530	487300808	KEELEY SMALL CAP VALUE CLASS I FUND #225	VARIOUS	04/03/2009	11,871.72	15,434.65	-3,562 93	0.00
769 6430	55273E822	MFS INTERNATIONAL VALUE FUND #887	VARIOUS	04/03/2009	13,345.61	14,100 00	-754.39	0.00
505.0500	814219887	RYDEX SGI MID CAP VALUE FUND #1035	02/06/2009	04/03/2009	10,000 00	9,949 48	50 52	0.00
2487 5630	921937868	VANGUARD TOTAL BOND MARKET INDEX SIGNAL	04/11/2008	04/03/2009	25,000 00	25,547.27	-547 27	0 00
719.4240	922031836	VANGUARD ADMIRAL SHRT TERM INV #539 SHORT TERM HIGH QUALITY BOND FUND	06/10/2008	04/03/2009	7,000 00	7,553 95	-553.95	0 00
160.0000	931142103	WAL MART STORES INC	04/13/2009	04/14/2009	8,106.59	8,244.80	-138.21	0.00

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2009 Tax Information Statement

Account Number: 1035003805
Recipient's Tax ID number: 55-6017260
Payer's Federal ID number: 31-1278433

☐ Corrected ☐ 2nd TIN notice

Recipient's Name and Address
FENTON FOUNDATION
700 ELIZABETH STREET
WILLIAMSTOWN, WV 26187

Payer's Name and Address
PEOPLES BANK NATIONAL ASSOCIATION
138 PUTNAM STREET
MARIETTA, OH 45750

Number of shares (Box 5)	CUSIP (Box 1b)	Description (Box 7)	Date Acquired	Date of Sale (Box 1a)	Stocks Bonds, etc. (Box 2)	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld (Box 4)
83.6550	487300808	KEELEY SMALL CAP VALUE CLASS I FUND #225	02/06/2009	06/22/2009	1,300.00	1,274.90	25.10	0.00
673.2120	52106N889	LAZARD EMERGING MARKET CL I FD #638	VARIOUS	06/22/2009	9,148 95	8,027.24	1,121.71	0.00
386.3490	77954M105	T ROWE PRICE CAPITAL APPRECIATION FUND #	VARIOUS	06/22/2009	6,000.00	7,437.51	-1,437.51	0.00
499 4070	921935201	VANGUARD WELLINGTON FUND #0521 ADMIRAL S	VARIOUS	06/22/2009	21,424 56	21,000.00	424.56	0 00
70.0000	464287598	ISHARES RUSSELL 1000 VALUE TRACKS THE VALUE CO SUBSET OF THE RUSSELL 1000 INDEX	10/07/2008	09/16/2009	3,948.23	3,930 28	17.95	0.00
115.3400	52106N889	LAZARD EMERGING MARKET CL I FD #638	04/03/2009	09/16/2009	2,000 00	1,331 02	668.98	0.00
618.0470	563821545	MANNING & NAPIER WORLD OPPORTUNITIES CLA	06/22/2009	09/16/2009	5,000.00	3,899 88	1,100.12	0.00
111.8560	814219887	RYDEX SGI MID CAP VALUE FUND #1035	06/22/2009	09/16/2009	3,000.00	2,456.36	543.64	0 00
72.7180	922031794	VANGUARD ADMIRAL GNMA FUND #536 INT TERM	11/04/2009	12/23/2009	781 72	782.45	-0.73	0.00
Total Short Term Sales Reported on 1099-B					**161,194.62**	**173,226.03**	**-12,031.41**	**0.00**
Long Term 15% Sales Reported on 1099-B								
352 5490	256206103	DODGE & COX INTL STOCK FUND #1048	VARIOUS	01/07/2009	7,935 87	13,918.23	-5,982.36	0 00
225 0000	464287101	ISHARES S & P 100 INDEX FUND TRACKS THE	10/16/2007	01/07/2009	9,683.05	16,198.53	-6,515.48	0.00

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Recipient's Tax ID number: 55-6017260
Payer's Federal ID number: 31-1278433

☐ Corrected ☐ 2nd TIN notice

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FENTON FOUNDATION
700 ELIZABETH STREET
WILLIAMSTOWN, WV 26187

Payer's Name and Address
PEOPLES BANK NATIONAL ASSOCIATION
138 PUTNAM STREET
MARIETTA, OH 45750

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
(Box 5)	*(Box 1b)*	*(Box 7)*		*(Box 1a)*	*(Box 2)*			*(Box 4)*
316.8890	750869604	RAINIER SMALL/MID CAP PORT I #49 MID CAP	VARIOUS	01/07/2009	6,626.14	11,760.63	-5,134.49	0.00
320.3210	008882888	AIM ASIA PACIFIC GROWTH FD#1531	VARIOUS	01/30/2009	4,087.30	5,893 98	-1,806.68	0 00
355.0000	464287101	ISHARES S & P 100 INDEX FUND TRACKS THE	VARIOUS	01/30/2009	14,026.80	23,520.99	-9,494.19	0 00
200.0000	464287465	ISHARES MSCI EAFE INDEX FOREIGN STCK TRACKS THE MSCI EAFE INDEX	VARIOUS	01/30/2009	7,746.05	11,451.06	-3,705.01	0 00
77 0000	464287879	ISHARES S & P 600 SMALL CAP VALUE TRACKS THE VALUE CO SUBSET OF THE S&P SMALL CA	08/11/2005	02/06/2009	3,369.51	4,892 58	-1,523.07	0.00
144 0000	464287887	ISHARES S & P 600 SMALL CAP GROWTH TRACKS THE GROWTH CO SUBSET OF THE S&P SMALL	08/11/2005	02/06/2009	6,055.24	8,204 40	-2,149.16	0.00
626.5520	921937306	VANGUARD INTERM TERM BD INDEX #314	08/11/2005	02/06/2009	6,434 69	6,560.00	-125 31	0.00
208 0000	464287168	ISHARES DJ SELECT DIV TRACKS SELECTED DI	08/11/2005	02/25/2009	6,252 38	13,153.92	-6,901 54	0 00
114.0000	464287606	ISHARES S & P 400 MIDCAP GROWTH TRACKS THE GROWTH CO SUBSET OF THE S & P 400 MID	08/11/2005	02/25/2009	5,563 42	8,197 74	-2,634.32	0 00
95 0000	464287705	ISHARES S & P 400 MIDCAP VALUE TRACKS THE VALUE CO SUBSET OF THE S & P 400 MIDCA	08/11/2005	02/25/2009	3,956 22	6,565 45	-2,609 23	0.00
1998.0010	693390700	PIMCO TOTAL RETURN BOND FUND #35 INTERMEDIATE TERM BOND FUND	VARIOUS	02/25/2009	20,000.00	21,778 88	-1,778 88	0.00

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2009 Tax Information Statement

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Recipient's Tax ID number: 55-6017260
Payer's Federal ID number: 31-1278433
☐ Corrected ☐ 2nd TIN notice

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FENTON FOUNDATION
700 ELIZABETH STREET
WILLIAMSTOWN, WV 26187

Payer's Name and Address
PEOPLES BANK NATIONAL ASSOCIATION
138 PUTNAM STREET
MARIETTA, OH 45750

Number of shares (Box 5)	CUSIP (Box 1b)	Description (Box 7)	Date Acquired	Date of Sale (Box 1a)	Stocks Bonds, etc. (Box 2)	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld (Box 4)
1334 5020	921937850	VANGUARD SIGNAL SHORT TERM BOND FUND 1349 SHORT TERM BOND INDEX FUND	10/24/2006	02/25/2009	13,611.92	13,158.19	453.73	0.00
3911 2990	25264S833	DIAMOND HILL LONG SHORT I FUND #11	VARIOUS	04/03/2009	51,394.47	70,955.72	-19,561.25	0 00
439.4080	315910802	FIDELITY DIVERSIFIED INTL FUND #325 DIVERSIFIED INTERNATIONAL FUND	VARIOUS	04/03/2009	8,933.16	15,639.02	-6,705.86	0 00
400 0000	464287507	ISHARES S & P 400 MIDCAP TRACKS THE S&P	VARIOUS	04/03/2009	20,829.92	29,662.73	-8,832 81	0.00
355.8830	487300808	KEELEY SMALL CAP VALUE CLASS I FUND #225	VARIOUS	04/03/2009	5,128.28	10,234.89	-5,106.61	0 00
693.7560	693390700	PIMCO TOTAL RETURN BOND FUND #35 INTERMEDIATE TERM BOND FUND	VARIOUS	04/03/2009	7,000.00	7,156.65	-156.65	0.00
656.6600	922031794	VANGUARD ADMIRAL GNMA FUND #536 INT TERM	01/17/2008	04/03/2009	7,000.00	6,894.93	105 07	0 00
555 0000	464287309	ISHARES S & P 500 BARRA GROWTH TRACKS GROWTH CO SUBSET OF S & P 500 INDEX	VARIOUS	06/22/2009	26,281 11	33,574.85	-7,293.74	0 00
307.0000	464287408	ISHARES S & P 500 BARRA VALUE TRACKS VALUE CO SUBSET OF S & P 500 INDEX	08/11/2005	06/22/2009	13,270.47	19,657.21	-6,386 74	0 00
340 0000	464287598	ISHARES RUSSELL 1000 VALUE TRACKS THE VALUE CO SUBSET OF THE RUSSELL 1000 INDEX	VARIOUS	06/22/2009	15,884.73	25,454.77	-9,570.04	0.00
379.0320	52106N889	LAZARD EMERGING MARKET CL I FD #638	VARIOUS	06/22/2009	5,151 05	9,158.09	-4,007 04	0.00

2009 Tax Information Statement

Account Number: 1035003805
Recipient's Tax ID number: 55-6017260
Payer's Federal ID number: 31-1278433

☐ **Corrected** ☐ **2nd TIN notice**

Recipient's Name and Address
FENTON FOUNDATION
700 ELIZABETH STREET
WILLIAMSTOWN, WV 26187

Payer's Name and Address
PEOPLES BANK NATIONAL ASSOCIATION
138 PUTNAM STREET
MARIETTA, OH 45750

Number of shares *(Box 5)*	CUSIP *(Box 1b)*	Description *(Box 7)*	Date Acquired	Date of Sale *(Box 1a)*	Stocks Bonds, etc. *(Box 2)*	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld *(Box 4)*
140.4740	922908496	VANGUARD 500 INDEX SIGNAL FUND #1340 OWNS STOCK IN THE S & P 500 INDEX	11/30/2006	06/22/2009	9,600.00	15,022 11	-5,422.11	0.00
277.6610	197199409	COLUMBIA ACORN CLASS Z FUND #492 MID CAP	VARIOUS	09/16/2009	6,600.00	8,582.82	-1,982 82	0.00
110 0000	464287598	ISHARES RUSSELL 1000 VALUE TRACKS THE VALUE CO SUBSET OF THE RUSSELL 1000 INDEX	07/25/2006	09/16/2009	6,204.37	8,144 18	-1,939.81	0 00
110 0000	464287614	ISHARES RUSSELL 1000 GROWTH TRACKS THE GROWTH CO. SUBSET OF THE RUSSELL 1000 IND	08/24/2007	09/16/2009	5,096.10	6,408 14	-1,312 04	0.00
2034.8510	77954M105	T ROWE PRICE CAPITAL APPRECIATION FUND #	07/29/2008	09/16/2009	36,200 00	38,784 26	-2,584 26	0.00
1155.3270	90330L204	US GLOBAL ACCOLADES GLOBAL MEGA TRENDS	04/11/2008	09/16/2009	9,000 00	13,032.09	-4,032.09	0 00
90 4970	922908496	VANGUARD 500 INDEX SIGNAL FUND #1340 OWNS STOCK IN THE S & P 500 INDEX	11/30/2006	09/16/2009	7,400.00	9,677 63	-2,277.63	0 00
50000.0000	3133XJEB0	FHLB 5% 12/22/2011-2009	12/15/2006	12/22/2009	50,000.00	50,000 00	0.00	0.00
1294.7240	922031794	VANGUARD ADMIRAL GNMA FUND #536 INT TERM	VARIOUS	12/23/2009	13,918.28	13,224 97	693 31	0 00
Total Long Term 15% Sales Reported on 1099-B					**420,240.52**	**556,519.64**	**-136,279.12**	**0.00**

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Form **990-PF** | **Capital Gains and Losses for Tax on Investment Income** | **2009**

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

Name: FENTON FOUNDATION, INC.

Employer Identification Number: 55-6017260

	(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)
(1)	PEOPLES BANK - SEE ATTACHED DETAIL	P	VARIOUS	VARIOUS
(2)	PEOPLES BANK -DONATED 140 SH WALMART	D	04/13/09	04/14/09
(3)	PEOPLES BANK - SEE ATTACHED DETAIL	P	VARIOUS	VARIOUS
(4)	PEOPLES BANK STCG DISTRIBUTION	P	VARIOUS	VARIOUS
(5)	3626.47 AMER CENTURY INF-ADJ BOND FD	P	04/15/09	06/03/09
(6)	889.68 AMER CENTURY INF-ADJ BOND FD	P	04/15/09	08/19/09
(7)	5,546.07 AMER CENTURY INF-ADJ BOND F	P	04/15/09	12/14/09
(8)	1,682.98 BRIDGEWAY AGGRESSIVE INVEST	P	VARIOUS	07/09/09
(9)	22.37 BRIDGEWAY AGGRESSIVE INVEST	P	12/16/08	07/09/09
(10)	16,501 WEITZ SHORT-INTERM INCOME	P	04/23/09	10/09/09
(11)	WATSON FIN SVC STCG DISTRIBUTIONS	P	VARIOUS	VARIOUS
(12)	CAPITAL GAIN DISTRIBUTIONS			
(13)				
(14)				
(15)				

	(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)
(1)	153,088		164,981	-11,893
(2)	8,107		8,245	-138
(3)	420,241		556,520	-136,279
(4)	715			715
(5)	40,000		39,928	72
(6)	10,000		9,795	205
(7)	65,000		61,062	3,938
(8)	41,856		74,549	-32,693
(9)	556		991	-435
(10)	200,000		190,759	9,241
(11)	8,768			8,768
(12)	120			120
(13)				
(14)				
(15)				

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))
(1)				-11,893
(2)				-138
(3)				-136,279
(4)				715
(5)				72
(6)				205
(7)				3,938
(8)				-32,693
(9)				-435
(10)				9,241
(11)				8,768
(12)				120
(13)				
(14)				
(15)				