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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

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

OMB No 1545-0052

2010

For calendar year 2010, 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

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 [X] 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) ▶ $ 3,373,511

J Accounting method [X] 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)	2,500			
	2	Check ▶ [X] if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	39	39	39	
	4	Dividends and interest from securities	60,747	60,747	60,747	
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	62,408			
	b	Gross sales price for all assets on line 6a 1,127,237				
	7	Capital gain net income (from Part IV, line 2)		62,408		
	8	Net short-term capital gain			33,700	
	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	125,694	123,194	94,486	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0			
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule) SEE STMT 1	4,413			4,413
	b	Accounting fees (attach schedule) STMT 2	5,623			5,623
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see page 14 of the instructions) STMT 3	237	212		25
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (att sch) STMT 4	21,236	21,202		34
	24	**Total operating and administrative expenses.** Add lines 13 through 23	31,509	21,414	0	10,095
	25	Contributions, gifts, grants paid	160,476			160,476
	26	**Total expenses and disbursements.** Add lines 24 and 25	191,985	21,414	0	170,571
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-66,291			
	b	**Net investment income** (if negative, enter -0-)		101,780		
	c	**Adjusted net income** (if negative, enter -0-)			94,486	

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For Paperwork Reduction Act Notice, see page 30 of the instructions.

DAA

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
1	Cash—non-interest-bearing	4,117	11,224	11,224
2	Savings and temporary cash investments	33,122	25,560	25,560
3	Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
4	Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
7	Other notes and loans receivable (att schedule) ▶			
	Less allowance for doubtful accounts ▶ 0			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10a	Investments—U S and state government obligations (attach schedule) STMT 5	100,055		
b	Investments—corporate stock (attach schedule) SEE STMT 6	3,046,256	3,080,475	3,336,727
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)	3,183,550	3,117,259	3,373,511
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	
	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	3,183,550	3,117,259	
30	**Total net assets or fund balances** (see page 17 of the instructions)	3,183,550	3,117,259	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	3,183,550	3,117,259	

(Side labels: Assets, lines 1–16; Liabilities, lines 17–23; Net Assets or Fund Balances, lines 24–31)

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	3,183,550
2	Enter amount from Part I, line 27a	2	-66,291
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	3,117,259
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	3,117,259

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	62,408
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	33,700

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))
2009	275,924	2,859,219	0.096503
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

2	**Total** of line 1, column (d)	2	0.253881
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	0.050776
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	3,184,977
5	Multiply line 4 by line 3	5	161,720
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,018
7	Add lines 5 and 6	7	162,738
8	Enter qualifying distributions from Part XII, line 4	8	170,571

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	1,018
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	1,018
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	1,018
6	Credits/Payments		
a	2010 estimated tax payments and 2009 overpayment credited to 2010 — 6a: 509		
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	509
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	509
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be **Credited to 2011 estimated tax** ▶ **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 2010 or the taxable year beginning in 2010 (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 700 ELIZABETH ST	Telephone no ▶ 304-375-6122			
	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			
16	At any time during calendar year 2010, 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?		16		X
	See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶				

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			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 22 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 2010?	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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010?	☐ 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 22 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 2010 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 2010)	N/A	3b		
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 2010?		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

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 7				

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 ▶ 0

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 ▶	

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	3,174,869
b	Average of monthly cash balances	1b	58,610
c	Fair market value of all other assets (see page 25 of the instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	3,233,479
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	3,233,479
4	Cash deemed held for charitable activities Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	48,502
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	3,184,977
6	**Minimum investment return.** Enter 5% of line 5	6	159,249

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	159,249
2a	Tax on investment income for 2010 from Part VI, line 5 — 2a: 1,018		
b	Income tax for 2010 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	1,018
3	Distributable amount before adjustments Subtract line 2c from line 1	3	158,231
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	158,231
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	158,231

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	170,571
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	170,571
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	1,018
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	169,553

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 2009	(c) 2009	(d) 2010
1	Distributable amount for 2010 from Part XI, line 7					158,231
2	Undistributed income, if any, as of the end of 2010					
a	Enter amount for 2009 only					
b	Total for prior years 20____ , 20____ , 20____					
3	Excess distributions carryover, if any, to 2010					
a	From 2005					
b	From 2006					
c	From 2007					
d	From 2008	9,497				
e	From 2009	133,725				
f	**Total** of lines 3a through e		143,222			
4	Qualifying distributions for 2010 from Part XII, line 4 ▶ $ 170,571					
a	Applied to 2009, 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 2010 distributable amount					158,231
e	Remaining amount distributed out of corpus		12,340			
5	Excess distributions carryover applied to 2010 (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		155,562			
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 2009 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions					
f	Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011					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 2005 not applied on line 5 or line 7 (see page 27 of the instructions)					
9	**Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a		155,562			
10	Analysis of line 9					
a	Excess from 2006					
b	Excess from 2007					
c	Excess from 2008	9,497				
d	Excess from 2009	133,725				
e	Excess from 2010	12,340				

DAA

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 2010, 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 (a) 2010	Prior 3 years (b) 2009	(c) 2008	(d) 2007	(e) Total
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 8

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 9

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 10				160,476
Total			▶ 3a	160,476
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		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	39	
4 Dividends and interest from securities			14	60,747	
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	62,408	
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		123,194	0

13 **Total.** Add line 12, columns (b), (d), and (e) 13 123,194

(See worksheet in line 13 instructions on page 29 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 15/11/2011 President

Signature of officer or trustee Date Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed
MAC LICHTERMAN		05/05/11	
Firm's name ▶ TENNEY & ASSOCIATES, LLC CPA'S		PTIN	P00575378
Firm's address ▶ 418 GRAND PARK DR STE 320 VIENNA, WV 26105		Firm's EIN ▶	31-1624928
		Phone no	304-428-9711

Form 990-PF — Capital Gains and Losses for Tax on Investment Income — 2010

For calendar year 2010, 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)	SEE ATTACHED PEOPLES BANK STMT	P	VARIOUS	VARIOUS
(2)	SEE ATTACHED PEOPLES BANK STMT	P	VARIOUS	VARIOUS
(3)	SEE ATTACHED FLEMING WATSON STMT	P	VARIOUS	VARIOUS
(4)	SEE ATTACHED FLEMING WATSON STMT	P	VARIOUS	VARIOUS
(5)	PEOPLES BANK STCG DISTRIBUTIONS	P	VARIOUS	VARIOUS
(6)	FLEMING WATSON STCG DISTRIBUTIONS	P	VARIOUS	VARIOUS
(7)	CAPITAL GAIN DISTRIBUTIONS			
(8)				
(9)				
(10)				
(11)				
(12)				
(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)	234,283		213,923	20,360
(2)	332,161		310,501	21,660
(3)	4,525		4,688	-163
(4)	535,000		535,717	-717
(5)	4,255			4,255
(6)	9,248			9,248
(7)	7,765			7,765
(8)				
(9)				
(10)				
(11)				
(12)				
(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)				20,360
(2)				21,660
(3)				-163
(4)				-717
(5)				4,255
(6)				9,248
(7)				7,765
(8)				
(9)				
(10)				
(11)				
(12)				
(13)				
(14)				
(15)				

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 16a - Legal Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
LEGAL FEES	$ 4,413	$	$	$ 4,413
TOTAL	$ 4,413	$ 0	$ 0	$ 4,413

Statement 2 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
TAX PREPARATION	$ 5,623	$	$	$ 5,623
TOTAL	$ 5,623	$ 0	$ 0	$ 5,623

Statement 3 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
FOREIGN TAXES ON INVESTMENTS	$ 212	$ 212	$	$
WV STATE LICENSE	25			25
TOTAL	$ 237	$ 212	$ 0	$ 25

Statement 4 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
	$	$	$	$
EXPENSES				
INVESTMENT FEES	21,202	21,202		
BANK FEES	34			34
TOTAL	$ 21,236	$ 21,202	$ 0	$ 34

Statement 5 - 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				
	$ 100,055	$	COST	$
TOTAL	$ 100,055	$ 0		$ 0

Statement 6 - 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				
	$ 3,046,256	$ 3,080,475	COST	$ 3,336,727
TOTAL	$ 3,046,256	$ 3,080,475		$ 3,336,727

Federal Statements

Statement 7 - 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 13611 HAUSER ST. #207 OVERLAND PARK KS 66221	DIRECTOR	0.25	0	0	0

Federal Statements

Statement 8 - 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 9 - 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.

Statement 10 - 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	1,000
ARTSBRIDGE PARKERSBURG WV 26102	P.O. BOX 1706		OPERATIONS	12,000
BETSEY MILLS CLUB MARIETTA OH 45750	300 FOURTH STREET		OPERATIONS	1,000
BOYS & GIRLS CLUB OF PARK PARKERSBURG WV 26101	514 MARKET STREET		OPERATIONS	250
CHAMBER OF COMM OF MOV PARKERSBURG WV 26101	214 8TH STREET		OPERATIONS	100
CHILDREN'S HOME SOCIETY O CHARLESTON WV 25330-9980	P.O. BOX 2942		OPERATIONS	1,000
CHOCOLATE JAZZ - WHS MINERAL WELLS WV 26150	155 DIKENS DR. SUITE 10		CAPITAL CAMPAIGN	200
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	3,000
EDUCATION ALLIANCE CHARLESTON WV 25331-3071	P.O. BOX 3071		OPERATIONS	500
ELY CHAPMAN EDUCATION FD MARIETTA OH 45750	403 SCAMMEL STREET		OPERATIONS	2,000
EVERGREEN ARTS & HUM SER MARIETTA OH 45750	710 COLEGATE DRIVE		OPERATIONS	200
FAITH BIBLE CHURCH WILLIAMSTOWN WV 26187	118 W. 9TH STREET		OPERATIONS	1,500
FIRST BAPTIST CHURCH WILLIAMSTOWN WV 26187	431 HIGHLAND AVENUE		OPERATIONS	4,000
FIRST UNITED METHODIST CH WILLIAMSTOWN WV 26187	304 W. FIFTH STREET		OPERATIONS	4,000
FIRST UNITED PRESBYTERIAN WILLIAMSTOWN WV 26187	COLUMBIA AVE & W. 5TH ST		OPERATIONS	3,000
FRIENDS OF THE MUSEUM MARIETTA OH 45750	138 PUTNAM STREET		OPERATIONS	2,000
GIRL SCOUT TROOP #5522 WILLIAMSTOWN WV 26187	226 NORTHWOOD TERRACE		OPERATIONS	1,000
HEARTS AND HANDS MINISTRY WILLIAMSTOWN WV 26187	304 W. FIFTH STREET		OPERATIONS	5,000

Statement 10 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name / Address	Address / Relationship	Status	Purpose	Amount
MARIETTA COLLEGE MARIETTA OH 45750	215 FIFTH STREET		CAPITAL CAMPAIGN	20,000
MARIETTA COMMUNITY FD MARIETTA OH 45750	121 PUTNAM ST. SUITE 105		OPERATIONS	3,000
MARIETTA FAMILY YMCA MARIETTA OH 45750	300 7TH STREET		OPERATIONS	3,000
MARIETTA MEMORIAL HEALTH MARIETTA OH 45750	401 MATTHEW STREET		OPERATIONS	10,000
MARIETTA UNITED WAY MARIETTA OH 45750	307 LL PUTNAM STREET		OPERATIONS	6,000
MID-OHIO VALLEY UNITED WA VIENNA WV 26105	520 GRAND CENTRAL AVE 201		OPERATIONS	18,000
OH FOUND. OF IND COLLEGES COLUMBUS OH 43215-3722	250 E.BROAD ST. STE 1700		OPERATIONS	200
PBURG COALIT - HOMELESS PARKERSBURG WV 26101	413 8TH STREET		OPERATIONS	400
PARKERSBURG AREA COMM FD PARKERSBURG WV 26101	1620 PARK AVENUE		OPERATIONS	3,000
REGIONAL EDUC SVC AGNCY PARKERSBURG WV 26101	2507 9TH AVENUE		OPERATIONS	1,500
RIVERSIDE CHURCH OF CHRIS WILLIAMSTOWN WV 26187	501 CAROLINE AVENUE		OPERATIONS	500
SALVATION ARMY-MARIETTA MARIETTA OH 45750	136 FRONT STREET		OPERATIONS	1,750
SALVATION ARMY-PARKERSBUR PARKERSBURG WV 26102	P. O. BOX 1445		OPERATIONS	1,750
SENIOR CITIZENS OF WILLIA WILLIAMSTOWN WV 26187	510 COLUMBIA AVENUE		OPERATIONS	2,076
THE CASTLE MARIETTA OH 45750	418 FOURTH STREET		OPERATIONS	300
WAVERLY ELEMENTARY SCHOOL WAVERLY WV 26184	422 VIRGINIA STREET		CAPITAL CAMPAIGN	3,000
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
WILLAMSTOWN COMM ASSOC WILLIAMSTOWN WV 26187	15 PAINTER'S CROSSING		OPERATIONS	10,000

Statement 10 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name / Address	Address / Relationship	Status	Purpose	Amount
WILLIAMSTOWN ELEM. PTA WILLIAMSTOWN WV 26187	419 WILLIAMS AVENUE		CAPITAL CAMPAIGN	1,100
WM EVERGREEN YOUTH STRING WILLIAMSTOWN WV 26187	10 FAITH MEADOWS		OPERATIONS	5,000
WILLIAMSTOWN HS GRADUATIO WILLIAMSTOWN WV 26187	219 FIFTH STEET		OPERATIONS	100
WILLIAMSTOWN HS WIN PROJ WILLIAMSTOWN WV 26187	P.O. BOX 71		CAPITAL CAMPAIGN	4,000
WILLIAMSTOWN SOCCER CLUB WILLIAMSTOWN WV 26187	P.O. BOX 28		CAPITAL CAMPAIGN	4,000
WOMEN'S CARE CENTER PARKERSBURG WV 26104	P. O. BOX 4765		OPERATIONS	800
WOOD COUNTY BOARD OF EDUC PARKERSBURG WV 26101	1210 13TH STREET		OPERATIONS	5,200
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	300
WV SYMPHONY ORCHESTRA, PK VIENNA WV 26105	P. O. BOX 5511		OPERATIONS	500
TOTAL				160,476

FENTON FOUNDATION, INC.
EIN 55-6017260
SUPPLEMENT TO 2010 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		COST	
FFCB 5.32% 05/11/2010	50,055.43		COST	
TOTAL TO PART II, LINE 10a	**100,055.43**	-		-
PART II, LINE 10b				
INVESTMENTS-CORPORATE STOCK				
AMERICAN CENTURY INFLATION ADJ TREAS	130,277.24	31,850 31	COST	34,038 02
BURNHAM FIN SVC CLASS A	52,519.97		COST	
CALAMOS MARKET NEUTRAL I FUND #629	32,400.00		COST	
COLUMBIA ACORN CLASS Z FUND #492	54,353 87	38,602 16	COST	66,694 84
COLUMBIA ACORN INTERNATIONAL Z FUND #493	35,600.00	35,965 56	COST	42,984.82
COLUMBIA MID CAP INDEX Z FUND #296		61,701 67	COST	70,089.30
DODGE & COX INTERNATL STOCK FUND	167,482 08		COST	
DODGE & COX STOCK	184,556.53	186,636 38	COST	183,628 10
FEDERATED INTER CONTINENTAL CLASS A	86,263.71		COST	
FIDELITY ADVISOR NEW INSIGHTS FD #1281	31,096 54	16,893.77	COST	25,798 59
FIDELITY ADVISOR STRATEGIC INCOME #648	30,312 15	67,142 03	COST	69,238 38
FIRST AMERICAN REAL ESTATE #817		26,300 00	COST	32,098 86
FRANKLIN FLOATING RATE FUND #689	21,200 00	85,211 54	COST	86,846 32
FRONTEGRA COLUMBUS CORE PLUS INTL CL	212,388 78	231,049.20	COST	222,358 70
GABELLI SMALL CAP GROWTH FUND #443		35,500 00	COST	44,797 94
GUGGENHEIM MULTI ASSET INCOME ETF		29,924 30	COST	30,105.00
GLOBAL RESOURCES FUND		55,278 18	COST	48,271 50
HODGES FUND	73,571 32	73,571 32	COST	75,011.30
HODGES SMALL CAP FUND	50,000.00	50,970 19	COST	56,099 41
I SHARES COMEX GOLD	12,250 20	12,250.20	COST	19,460.00
I SHARES RUSSELL 1000 GROWTH	44,027 46	13,326 87	COST	14,887.60
I SHARES RUSSELL 1000 VALUE	15,440 38	15,440.38	COST	17,839.25
KEELEY SMALL CAP VALUE CLASS A	45,059.44	45,059.44	COST	40,204.02

FENTON FOUNDATION, INC.
EIN 55-6017260
SUPPLEMENT TO 2010 FORM 990-PF

	BEGINNING OF YEAR	END OF YEAR	BASIS OF VALUATION	FAIR MARKET VALUE
PART II, LINE 10b				
INVESTMENTS-CORPORATE STOCK (CONTINUED)				
KEELEY SMALL CAP VALUE CLASS I #2251	31,290.45		COST	
LAZARD EMERGING MARKET CL I FD #638	23,490.35	37,690.35	COST	63,201.53
LEUTHOLD ASSETT ALLOCATION FD	220,382.78	221,768.94	COST	216,428.43
LOOMIS SAYLES VALUE CL A	75,366.41		COST	
MAINSTAY LARGE CAP GROWTH FUND #1483	40,000 00	32,727 27	COST	45,034 64
MANNING & NAPIER WORLD OPPORTUNITIES	28,100 12		COST	
OAKMARK EQUITY & INCOME FD	96,667 75	97,740.67	COST	133,538 22
PERRITT MICROCAP OPPORTUNITIES	66,068 15	66,068 15	COST	54,576 57
PIMCO TOTAL RETURN BOND FUND #35	52,131 53	92,208 48	COST	92,465 46
ROOSEVELT MULTI-CAP	42,430.56	42,456 04	COST	59,775 52
ROYCE SPECIAL EQUITY FUND #449		40,972.90	COST	44,621 62
RYDEX SGI MID CAP VALUE #1035	34,094 16		COST	
SEXTANT INTERNATIONAL FUND		76,742 19	COST	82,202 27
T ROWE CAP APPRECIATION	284,944.78	290,854 00	COST	306,020 58
T ROWE CAP APPRECIATION #72	53,849 23	64,206.82	COST	81,972.36
T ROWE EQUITY INCOME #71		35,000 00	COST	41,230.74
T ROWE MID CAP VALUE #115		45,900 00	COST	50,949.73
THOMPSON PLUMB BOND FUND		227,220.91	COST	228,397 90
US GLOBAL ACCOLADES MEGA TRENDS	16,967.91		COST	
US GLOBAL RESOURCES	54,127.98		COST	
VANGUARD ADMIRAL GNMA FUND #536	13,205 99		COST	
VANGUARD ADMIRAL ST BD FD #539	65,692 10	71,933.10	COST	73,635 21
VANGUARD TOTAL BD MKT INDEX #1351	78,793.73	86,452.49	COST	88,302.24
VANGUARD 500 INDEX SIG FD #1340	325,729 14	312,484.03	COST	358,945 91
WASATCH 1ST SOURCE EQUITY #6	46,400 00	29,043 60	COST	35,502.80
WEITZ SHORT INTERMED INCOME FUND	110,222 88	54,254 36	COST	58,053.55
YACKTMAN FOCUSED FUND		34,577.11	COST	33,919 43
FENTON ART GLASS	7,500.00	7,500 00	COST	7,500 00
TOTAL TO PART II, LINE 10b	**3,046,255.67**	**3,080,474.91**		**3,336,726.66**

2010 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
ATTN: THOMAS K FENTON
700 ELIZABETH STREET
WILLIAMSTOWN, WV 26187

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

2010 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	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								
343.2000	197199409	COLUMBIA ACORN CLASS Z FUND #492 MID CAP	06/22/2009	01/12/2010	8,590.30	6,410.97	2,179 33	0 00
1810.5760	487300808	KEELEY SMALL CAP VALUE CLASS I FUND #225	VARIOUS	01/12/2010	36,881.43	31,290.45	5,590.98	0.00
1675.5880	814219887	RYDEX SGI MID CAP VALUE FUND #1035	VARIOUS	01/12/2010	47,301.85	34,094.16	13,207.69	0.00
739.6450	90330L204	US GLOBAL ACCOLADES GLOBAL MEGA TRENDS	06/22/2009	01/12/2010	6,250.00	5,000.00	1,250.00	0.00
178.4130	128119880	CALAMOS MARKET NEUTRAL I FUND #629	09/16/2009	04/09/2010	2,080.30	2,000.00	80.30	0.00
520.4050	197199813	COLUMBIA ACORN INTERNATIONAL Z FUND #493	VARIOUS	04/09/2010	19,000.00	17,782.02	1,217.98	0.00
2122.6410	563821545	MANNING & NAPIER WORLD OPPORTUNITIES CLA	VARIOUS	04/09/2010	18,000.00	15,876.59	2,123.41	0.00
264.9840	197199813	COLUMBIA ACORN INTERNATIONAL Z FUND #493	09/16/2009	06/07/2010	8,400.00	8,752.42	-352.42	0.00
409.0690	315918854	FIDELITY ADVISOR FOCUS INDUSTRIALS FUND	04/09/2010	06/07/2010	8,300.00	9,555.85	-1,255.85	0.00
3553.6500	563821545	MANNING & NAPIER WORLD OPPORTUNITIES CLA	06/22/2009	06/07/2010	25,017.70	22,423.53	2,594.17	0.00
320.5660	74441K503	PRUDENTIAL JENNISON NATURAL RESOURCES CL	01/12/2010	06/07/2010	13,265.02	15,400.00	-2,134.98	0.00

This is important tax information and is being furnished to the Internal Revenue Service. If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported.

2010 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
ATTN: THOMAS K FENTON
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 (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)
832.3690	315918854	FIDELITY ADVISOR FOCUS INDUSTRIALS FUND	04/09/2010	07/06/2010	16,480.91	19,444.15	-2,963.24	0.00
891.9380	780905535	ROYCE SPECIAL EQUITY FUND #449	04/09/2010	09/08/2010	15,600.00	17,027.10	-1,427.10	0.00
824.8980	922031794	VANGUARD ADMIRAL GNMA FUND #536 INT TERM	VARIOUS	09/08/2010	9,115.12	8,865.74	249.38	0.00
Total Short Term Sales Reported on 1099-B					234,282.63	213,922.98	20,359.65	0.00
Long Term 15% Sales Reported on 1099-B								
108.2580	197199409	COLUMBIA ACORN CLASS Z FUND #492 MID CAP	VARIOUS	01/12/2010	2,709.69	3,153.87	-444.18	0.00
1004.3430	77954M105	T ROWE PRICE CAPITAL APPRECIATION FUND #	VARIOUS	01/12/2010	18,500.00	17,038.78	1,461.22	0.00
1060.9850	90330L204	US GLOBAL ACCOLADES GLOBAL MEGA TRENDS	04/11/2008	01/12/2010	8,965.32	11,967.91	-3,002.59	0.00
80.9530	922908496	VANGUARD 500 INDEX SIGNAL FUND #1340 OWNS STOCK IN THE S & P 500 INDEX	VARIOUS	01/12/2010	7,000.00	8,516.65	-1,516.65	0.00
3012.8840	128119880	CALAMOS MARKET NEUTRAL I FUND #629	04/03/2009	04/09/2010	35,130.22	30,400.00	4,730.22	0.00
461.8770	197199409	COLUMBIA ACORN CLASS Z FUND #492 MID CAP	02/06/2009	04/09/2010	12,600.00	7,985.85	4,614.15	0.00
1086.9570	316071604	FIDELITY ADVISOR NEW INSIGHTS CLASS I FU	VARIOUS	04/09/2010	20,000.00	14,343.84	5,656.16	0.00
4545.4550	56062X641	MAINSTAY LARGE CAP GROWTH CLASS I FUND #	04/03/2009	04/09/2010	30,000.00	21,272.73	8,727.27	0.00

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2010 Tax Information Statement

Account Number: 1035003805
Recipient's Tax ID Number: 55-6017260
Payer's Federal ID Number: 31-1278433
☐ **Corrected** ☐ **2nd TIN notice**

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

Recipient's Name and Address:
FENTON FOUNDATION
ATTN: THOMAS K FENTON
700 ELIZABETH STREET
WILLIAMSTOWN WV 26187

Number of shares	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)
51.3350	77954M105	T ROWE PRICE CAPITAL APPRECIATION FUND #	10/07/2008	04/09/2010	1,000.00	804.93	195.07	0.00
1921.2300	921937868	VANGUARD TOTAL BOND MARKET INDEX SIGNAL	04/11/2008	04/09/2010	20,000.00	19,731.04	268.96	0.00
45.0800	922908496	VANGUARD 500 INDEX SIGNAL FUND #1340 OWNS STOCK IN THE S & P 500 INDEX	10/24/2006	04/09/2010	4,100.00	4,728.46	-628.46	0.00
50000.0000	3128X7HX5	FHLMC 4.3% 04/14/2016-2010	04/07/2008	04/14/2010	50,000.00	50,000.00	0.00	0.00
50000.0000	31331VZC3	FFCB 5.32% 05/11/2010	08/23/2006	05/11/2010	50,000.00	50,000.00	0.00	0.00
550.0000	464287614	ISHARES RUSSELL 1000 GROWTH TRACKS THE GROWTH CO. SUBSET OF THE RUSSELL 1000 IND	VARIOUS	06/07/2010	26,202.55	30,700.59	-4,498.04	0.00
3012.0480	936793843	WASATCH 1ST SOURCE EQUITY FUND #6	VARIOUS	06/07/2010	35,000.00	30,170.36	4,829.64	0.00
538.7520	922031794	VANGUARD ADMIRAL GNMA FUND #536 INT TERM	06/22/2009	09/08/2010	5,953.21	5,700.00	253.21	0.00
410.5090	936793843	WASATCH 1ST SOURCE EQUITY FUND #6	04/03/2009	09/08/2010	5,000.00	3,986.04	1,013.96	0.00
Total Long Term 15% Sales Reported on 1099-B					**332,160.99**	**310,501.05**	**21,659.94**	**0.00**

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FLEMING WATSON FINANCIAL SERVICES

Fenton Foundation, Inc.

Capital Gain/Loss Worksheet

For the Period 01/01/2010 to 12/31/2010

	Date Acquired	Date Disposed	Units	Disposed Amount	Basis	Gain/Loss	Capital Gains
Short Term							
Fenton Foundation, Inc.							
BURNHAM FINANCIAL SER (Average	12/15/2009	06/28/2010	32 180	552.21	493.44	58.77	
Asset Total			32.180	$ 552.21	$ 493.44	$ 58.77	
DODGE & COX INTERNATI (Average	12/21/2009	06/28/2010	77 324	2,287 26	2,303 11	-15 85	
Asset Total			77.324	$ 2,287.26	$ 2,303.11	$ -15.85	
FEDERATED INTERCONTIN (Average	12/30/2009	09/09/2010	39.632	1,685.55	1,891.91	-206.36	
Asset Total			39.632	$ 1,685.55	$ 1,891.91	$ -206.36	
Short Term Total				$ 4,525.02	$ 4,688.46	$ [illegible]	
Long Term							
Fenton Foundation, Inc.							
AMERICAN CENTURY INF- (Average	04/15/2009	05/17/2010	3,969.595	47,000.00	43,734.16	3,265.84	
Subtotal			3,969.595	$ 47,000.00	$ 43,734.16	$ 3,265.84	
	04/15/2009	10/26/2010	5,117 219	63,300 00	56,420.81	6,879.19	
Subtotal			5,117.219	$ 63,300.00	$ 56,420.81	$ 6,879.19	
Asset Total			9,086.814	$ 110,300.00	$ 100,154.97	$ 10,145.03	
BURNHAM FINANCIAL SER (Average	07/24/2008	06/28/2010	3,248.863	55,750.49	49,817.61	5,932.88	
	12/17/2008	06/28/2010	10.683	183.32	163.81	19.51	
	12/17/2008	06/28/2010	124.229	2,131.77	1,904 91	226.86	
	12/17/2008	06/28/2010	21.643	371 39	331.87	39.52	
Asset Total			3,405.418	$ 58,436.97	$ 52,218.20	$ 6,218.77	
DODGE & COX INTERNATI (Average	11/15/2004	06/28/2010	2,385 892	70,574.68	71,064 30	-489.62	
	12/16/2004	06/28/2010	2,001.334	59,199.46	59,610 16	-410 70	
	12/29/2004	06/28/2010	14 398	425 89	428.85	-2.96	
	12/29/2004	06/28/2010	17.278	511 08	514 63	-3 55	

Fenton Foundation, Inc. Capital Gain/Loss Worksheet

For the Period 01/01/2010 to 12/31/2010

(Continued)

	Date Acquired	Date Disposed	Units	Disposed Amount	Basis	Gain/Loss	Capital Gains
	12/29/2004	06/28/2010	34.556	1,022.17	1,029.26	-7 09	
	12/28/2005	06/28/2010	44 496	1,316.19	1,325.32	-9.13	
	12/28/2005	06/28/2010	5.594	165.47	166 62	-1 15	
	12/28/2005	06/28/2010	44.115	1,304 92	1,313.97	-9.05	
	12/28/2006	06/28/2010	49.105	1,452 53	1,462.60	-10 07	
	12/28/2006	06/28/2010	58.905	1,742.41	1,754.50	-12.09	
	12/28/2006	06/28/2010	15.013	444.08	447.17	-3.09	
	12/28/2007	06/28/2010	34.706	1,026.60	1,033.73	-7 13	
	12/28/2007	06/28/2010	117 172	3,465.95	3,489 99	-24.04	
	12/28/2007	06/28/2010	127.493	3,771 24	3,797 41	-26.17	
	12/22/2008	06/28/2010	14.170	419.15	422.06	-2.91	
	12/22/2008	06/28/2010	221 997	6,566 67	6,612.23	-45 56	
	12/22/2008	06/28/2010	359 446	10,632.41	10,706.18	-73.77	
Asset Total			**5,545.670**	**$ 164,040.90**	**$ 165,178.98**	**$ -1,138.08**	
FEDERATED INTERCONTIN (Average	01/30/2006	09/09/2010	1,566.743	66,633 58	74,791 31	-8,157.73	
	12/18/2006	09/09/2010	16 039	682 14	765.65	-83 51	
	12/18/2006	09/09/2010	18.092	769.45	863.65	-94.20	
	12/28/2007	09/09/2010	47.468	2,018.81	2,265.97	-247.16	
	12/28/2007	09/09/2010	9.909	421 43	473.02	-51 59	
	12/28/2007	09/09/2010	11.352	482.80	541.91	-59 11	
	12/30/2008	09/09/2010	97.834	4,160.88	4,670.28	-509.40	
Asset Total			**1,767.437**	**$ 75,169.09**	**$ 84,371.79**	**$ -9,202.70**	
HODGES SMALL CAP FUND (Average	11/15/2010			0.00			
Asset Total			**0.000**	**$ 0.00**	**$ 0.00**	**$ 0.00**	
LOOMIS SAYLES VALUE F (Average	02/26/2007	12/27/2010	3,139 013	59,013.45	69,436.50	-10,423.05	
	10/24/2007	12/27/2010	65.103	1,223.94	1,440.11	-216.17	
	10/24/2007	12/27/2010	89.113	1,675.32	1,971.22	-295 90	
	10/24/2007	12/27/2010	15.823	297.47	350.01	-52 54	
	12/10/2007	12/27/2010	0.755	14 19	16 70	-2 51	
	12/10/2007	12/27/2010	8 372	157.39	185.19	-27 80	

Fenton Foundation, Inc. Capital Gain/Loss Worksheet

For the Period 01/01/2010 to 12/31/2010

(Continued)

	Date Acquired	Date Disposed	Units	Disposed Amount	Basis	Gain/Loss	Capital Gains
	12/10/2007	12/27/2010	10.133	190.50	224.15	-33.65	
	12/08/2008	12/27/2010	50.965	958 14	1,127.37	-169 23	
	12/09/2009	12/27/2010	27 809	522.82	615 15	-92.33	
Asset Total			**3,407.086**	**$ 64,053.22**	**$ 75,366.40**	**$ -11,313.18**	
SEXTANT INTERNATIONAL (Average	11/30/2010			0.00			
THOMPSON PLUMB BOND F (Average	12/16/2010			0 00			
Asset Total			**0.000**	**$ 0.00**	**$ 0.00**	**$ 0.00**	
WEITZ SHORT-INTERMEDI (Average	04/23/2009	11/19/2010	5,048 077	63,000.00	58,427.06	4,572.94	
Asset Total			**5,048.077**	**$ 63,000.00**	**$ 58,427.06**	**$ 4,572.94**	
YACKTMAN FOCUSED FUND	12/30/2010			0.00			
Asset Total			**0.000**	**$ 0.00**	**$ 0.00**	**$ 0.00**	
Long Term Total				**$ 535,000.18**	**$ 535,717.40**	**$ 717.22**	
Total				**$ 539,525.20**	**$ 540,405.86**	**$ -880.66**	