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**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.

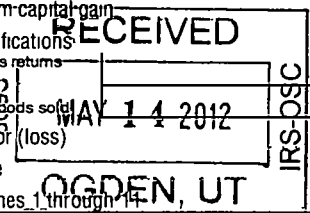
For calendar year 2011 or tax year beginning

, and ending

Name of foundation FENTON FOUNDATION		A Employer identification number 54-6032866
Number and street (or P O box number if mail is not delivered to street address) C/O EPPA HUNTON, 2819 N. PARHAM ROAD		B Telephone number 804-788-8401
Room/suite 110		C If exemption application is pending, check here <input type="checkbox"/>
City or town, state, and ZIP code RICHMOND, VA 23294		D 1. Foreign organizations, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change		D 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 206,762.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	
(Part I, column (d) must be on cash basis.)		

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received			N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	6,384.	6,384.		Statement 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	5,494.			
b Gross sales price for all assets on line 6a 122,323.				
7 Capital gain net income (from Part IV, line 2)		5,494.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of Goods Sold				
c Gross profit or (loss)				
11 Other income	108.	0.		Statement 2
12 Total Add lines 1 through 11	11,986.	11,878.		
13 Compensation of officers, directors, trustees, etc	0.	0.		0.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees				
b Accounting fees Stmt 3	3,035.	0.		0.
c Other professional fees Stmt 4	2,361.	2,361.		0.
17 Interest				
18 Taxes Stmt 5	191.	83.		0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses Stmt 6	25.	0.		0.
24 Total operating and administrative expenses. Add lines 13 through 23	5,612.	2,444.		0.
25 Contributions, gifts, grants paid	9,800.			9,800.
26 Total expenses and disbursements. Add lines 24 and 25	15,412.	2,444.		9,800.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	<3,426.>			
b Net investment income (if negative, enter -0-)		9,434.		
c Adjusted net income (if negative, enter -0-)			N/A	

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	3,397.	4,536.	4,536.
	2 Savings and temporary cash investments	3,436.	24,493.	24,493.
	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			
	7 Other notes and loans receivable ▶			
	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 Stmt 7	21,900.	21,900.	31,263.
	b Investments - corporate stock Stmt 8	151,192.	145,756.	146,470.
	c Investments - corporate bonds	20,186.		
11 Investments - land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment; basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers)	200,111.	196,685.	206,762.	
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			
	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 ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
29 Retained earnings, accumulated income, endowment, or other funds	200,111.	196,685.		
30 Total net assets or fund balances	200,111.	196,685.		
31 Total liabilities and net assets/fund balances	200,111.	196,685.		

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	200,111.
2 Enter amount from Part I, line 27a	2	<3,426.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	196,685.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	196,685.

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 ATTACHED SCHEDULE	P		
b	SEE ATTACHED SCHEDULE	P		
c	Capital Gains Dividends			
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	29,654.		28,675.	979.
b	92,496.		88,154.	4,342.
c	173.			173.
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(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	
a			979.
b			4,342.
c			173.
d			
e			

2	Capital gain net income or (net capital loss) $\left\{ \begin{array}{l} \text{If gain, also enter in Part I, line 7} \\ \text{If (loss), enter -0- in Part I, line 7} \end{array} \right\}$	2	5,494.
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). If (loss), enter -0- in Part I, line 8	3	N/A

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 instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	9,800.	208,532.	.046995
2009	11,349.	195,768.	.057972
2008	11,327.	218,323.	.051882
2007	11,000.	233,069.	.047196
2006	11,225.	232,527.	.048274

2	Total of line 1, column (d)	2	.252319
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	.050464
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	212,555.
5	Multiply line 4 by line 3	5	10,726.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	94.
7	Add lines 5 and 6	7	10,820.
8	Enter qualifying distributions from Part XII, line 4	8	9,800.

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.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> 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 <input type="checkbox"/> and enter 1% of Part I, line 27b		1	189.
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	189.
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	189.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	108.	
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	108.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	81.	
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 2012 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? <i>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.</i>		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. $\$$ 0. (2) On foundation managers. $\$$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. $\$$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>		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? <i>If "Yes," attach a conformed copy of the changes</i>		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
4b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		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?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) \blacktriangleright VA		
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 <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

N/A

Part VII-A Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)			X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>		X	
14	The books are in care of ► <u>J. MICHAEL PHELPS, ASST. TREASURER</u> Telephone no. ► <u>804-788-8401</u> Located at ► <u>951 E. BYRD STREET, RICHMOND, VA</u> ZIP+4 ► <u>23219-4074</u>			
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 ► <u>15</u> <u>N/A</u>			
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►		Yes	No
		16		X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here N/A ► <input type="checkbox"/>	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► _____, _____, _____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) 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. ► _____, _____, _____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.) 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 2011?	4b	X

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? Yes No

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here N/A

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
 If "Yes," attach the statement required by Regulations section 53.4945-5(d) N/A

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
 If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

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

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

(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
EPPA HUNTON 5904 THREE CHOPT ROAD RICHMOND, VA 23226	PRESIDENT, TREASURER & SECRETARY PART-TIME	0.	0.	0.
MARY P. HUNTON 5904 THREE CHOPT ROAD RICHMOND, VA 23226	SECRETARY PART-TIME	0.	0.	0.
J. MICHAEL PHELPS 5042 CROWN HILL ROAD MECHANICSVILLE, VA 23111	ASSISTANT TREASURER PART-TIME	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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. 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		0

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

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 instructions.	
3	
Total. Add lines 1 through 3	0.

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	213,383.
b	Average of monthly cash balances	1b	2,409.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	215,792.
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	215,792.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	3,237.
5	Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	212,555.
6	Minimum investment return. Enter 5% of line 5	6	10,628.

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

1	Minimum investment return from Part X, line 6	1	10,628.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	189.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	189.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	10,439.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	10,439.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	10,439.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	9,800.
b	Program-related investments - total from Part IX-B	1b	0.
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	9,800.
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	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	9,800.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				10,439.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			9,641.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ \$ 9,800.				
a Applied to 2010, but not more than line 2a			9,641.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2011 distributable amount				159.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
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		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				10,280.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

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

- 1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling ▶
- b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Prior 3 years				(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
2 a 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 instructions.)

- 1 **Information Regarding Foundation Managers:**
- a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)
- None**
- b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.
- None**

- 2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**
- Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

See Statement 9

- b The form in which applications should be submitted and information and materials they should include:
- c Any submission deadlines:
- d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment					
Recipient		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
Name and address (home or business)					
<i>a Paid during the year</i>					
SEE ATTACHED SCHEDULE					9,800.
Total				▶ 3a	9,800.
<i>b Approved for future payment</i>					
None					
Total				▶ 3b	0.

Form 990-PF	Dividends and Interest from Securities	Statement	1
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Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
MISC	5.	0.	5.
TRUST CO OF VIRGINIA	6,552.	173.	6,379.
Total to Fm 990-PF, Part I, ln 4	6,557.	173.	6,384.

Form 990-PF	Other Income	Statement	2
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Description	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
2010 OVERPAY EXCISE TAX	108.	0.	
Total to Form 990-PF, Part I, line 11	108.	0.	

Form 990-PF	Accounting Fees	Statement	3
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Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
TAX SERVICES FEE	595.	0.		0.
ACCOUNTING SERVICES FEE	2,440.	0.		0.
To Form 990-PF, Pg 1, ln 16b	3,035.	0.		0.

Form 990-PF	Other Professional Fees	Statement	4
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Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
INVESTMENT ADVISORY FEE	2,361.	2,361.		0.
To Form 990-PF, Pg 1, ln 16c	2,361.	2,361.		0.

Form 990-PF	Taxes			Statement	5
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
ESTIMATED EXCISE TAX - 2011	108.	0.			0.
FOREIGN TAXES ON DIVIDENDS	83.	83.			0.
To Form 990-PF, Pg 1, ln 18	191.	83.			0.

Form 990-PF	Other Expenses			Statement	6
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
REGISTRATION FEE	25.	0.			0.
To Form 990-PF, Pg 1, ln 23	25.	0.			0.

Form 990-PF	U.S. and State/City Government Obligations		Statement	7
Description	U.S. Gov't	Other Gov't	Book Value	Fair Market Value
SEE ATTACHED SCHEDULE	X		21,900.	31,263.
Total U.S. Government Obligations			21,900.	31,263.
Total State and Municipal Government Obligations				
Total to Form 990-PF, Part II, line 10a			21,900.	31,263.

Form 990-PF

Corporate Stock

Statement 8

<u>Description</u>	<u>Book Value</u>	<u>Fair Market Value</u>
SEE ATTACHED SCHEDULE	145,756.	146,470.
Total to Form 990-PF, Part II, line 10b	145,756.	146,470.

FENTON FOUNDATION

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SECURITIES

No. of Shares or Dollars	Book Price	Book Value	Market Price 12/31/11	Market Value 12/31/11
150 CRB Global Com Equity	43.84	\$6,576.61	42.54	\$ 6,381.00
46 SPDR Sector - Materials	28.83	1,326.14	33.50	1,541.00
241 Select Sector SPDR - Healthcare	32.65	7,869.50	34.69	8,360.29
92 Select Sector SPDR - Consumer Staples	23.56	2,167.79	32.49	2,989.08
205 Select Sector SPDR - Consumer Discretion	33.61	6,890.18	39.02	7,999.10
98 Select Sector SPDR - Int Energy	52.38	5,133.09	69.13	6,774.74
615 CEF Select Sector SPDR - Int Finl	18.68	11,486.96	13.00	7,995.00
122 Select Sector SPDR - Int Industrial	30.82	3,759.48	33.75	4,117.50
475 Sector SPDR - Technology	22.25	10,569.06	25.45	12,088.75
45 SPDR Sector Index - Utilities	30.58	1,375.94	35.98	1,619.10
277 Ishares Dow Jones Epac Select	29.70	8,227.51	29.69	8,224.13
168 Ishares Msci EAFE	71.09	11,942.64	49.53	8,321.04
55 SPDR Barclays Intl Treas Bd Fd	58.41	3,212.45	58.83	3,235.65
55 Vanguard Index Mid Cap	52.25	2,873.94	71.94	3,956.70
59 Vanguard Index Small Cap	48.32	2,851.14	69.67	4,110.53
51 Vanguard Intl Equity Glb	47.12	2,403.14	40.70	2,075.70
139 Vanguard Intl Equity Emerging Mkts	40.28	5,599.40	38.21	5,311.19
193 Vanguard Total World Stk	48.63	9,385.23	43.18	8,333.74
80 Vanguard Index Trust REIT Vipers	40.53	3,242.03	58.00	4,640.00
240 Vanguard Short-Term Bd Fd	80.31	19,273.42	80.84	19,401.60

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206 Vanguard Mtge Backed Sec	50.52	10,406.49	51.88	10,687.26
203 Wisdomtree Trust	45.24	9,184.13	40.97	8,306.76
\$20,000 U.S. Treas. Bd. 8% 11/15/21	109.50	<u>21,900.03</u>	156.31	<u>31,262.60</u>
		<u>\$167,656.30</u>		<u>\$177,732.46</u>
Increase in Market Value over Book Value 6.01%				<u>\$10,076.16</u>

GAINS AND LOSSES FROM SALES OR EXCHANGES OF PROPERTY

NAME: Fenton Foundation YEAR ENDED: December 31, 2011

KIND OF PROPERTY	HOW ACQUIRED	DATE ACQUIRED	DATE SOLD	GROSS SALES PRICE	COST	GAIN OR (LOSS)
35 Barclays Bk Plc	Purchased	10/20/2010	4/13/2011	1,788.82	1,547.33	241.49
105 Barclays Bk Plc	Purchased	10/20/2010	8/19/2011	5,012.07	4,641.99	370.08
280 Vanguard Short Term Bond Fd	Purchased	4/13/2011	9/21/2011	22,852.93	22,485.66	367.27
Net Short-Term Capital Gain				29,653.82	28,674.98	978.84
30 Ishares MSCI EAFE Index	Purchased	7/5/2007	4/13/2011	1,820.97	2,454.25	-633.28
15 Ishares MSCI EAFE Small Cap	Purchased	3/16/2010	4/13/2011	646.94	557.99	88.95
10 SPDR Sector - Materials	Purchased	1/29/2009	4/13/2011	387.19	223.20	163.99
70 Select Sector SPDR TR SBI Healthcare	Purchased	10/3/2006	4/13/2011	2,335.15	2,324.60	10.55
30 Select Sector SPDR TR SBI Consumer Staples	Purchased	1/29/2009	4/13/2011	913.48	690.00	223.48
30 Select Sector SPDR Consumer Discretion	Purchased	10/3/2006	4/13/2011	1,167.58	1,061.66	105.92
30 Select Sector SPDR Int Energy	Purchased	10/3/2006	4/13/2011	2,270.66	1,550.06	720.60
50 CEF Select Sector SPDR Int-Finl	Purchased	10/3/2006	4/13/2011	810.48	1,746.93	-936.45
40 Select Sector SPDR Int Industrial	Purchased	10/3/2006	4/13/2011	1,476.37	1,350.35	126.02
100 Sector SPDR Tr-Technology	Purchased	10/0/2006	4/13/2011	2,575.95	2,203.86	372.09
40 SPDR Sector Index - Utilities	Purchased	9/12/2007	4/13/2011	1,265.19	1,449.14	-183.98
350 Vanguard Inter-Term Bond Fd	Purchased	11/24/2009	4/13/2011	28,706.34	28,308.00	398.34
190 Vanguard Intl Equity	Purchased	7/24/2009	4/13/2011	9,457.34	7,373.90	2,083.44
20 Vanguard Intl Equity Index Fd Emerging Markets	Purchased	1/09/2007	4/13/2011	983.39	767.36	216.03
40 Vanguard Index Trust REIT Vipers	Purchased	3/16/2010	4/13/2011	2,300.00	1,961.60	338.40
15 Vanguard Index Mid Cap	Purchased	1/29/2009	4/13/2011	1,191.25	636.15	555.10
10 Vanguard Index Small Cap	Purchased	1/29/2009	4/13/2011	771.20	403.50	367.70
35 Wisdomtree Trust	Purchased	3/16/2010	4/13/2011	1,763.41	1,632.92	130.49
65 Ishares MSCI EAFE Small Cap	Purchased	3/16/2010	9/21/2011	2,310.54	2,417.98	-107.44
179 Vanguard Mortgage Backed Securities	Purchased	3/16/2010	9/21/2011	9,342.60	9,040.32	302.28
\$20,000 Chubb Corp 6.00% 11/15/2011	Purchased	6/12/2008	11/15/2011	20,000.00	20,000.00	0.00
Net Long-Term Capital Gain				92,496.03	88,153.80	4,342.23

FENTON FOUNDATION

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CONTRIBUTIONS

Washington & Lee University, Lexington, VA 24450	\$2,000.00
University of Virginia General Endowment Fund, P. O. Box 400807, Charlottesville, VA 22904	600.00
University of Richmond School of Law, 28 Westhampton Way, University of Richmond, VA 23173	500.00
Mount Vernon Ladies' Association, 3200 Mount Vernon Memorial Highway, Mount Vernon, VA 22121	500.00
St. Stephen's Episcopal Church, 6000 Grove Avenue, Richmond, VA 23226	2,000.00
St. Christopher's School, 711 St. Christopher's Road, Richmond, VA 23220	500.00
St. Paul's Memorial Church, 1700 University Avenue, Charlottesville, VA 22903	700.00
Anna Julia Cooper School, 1716 N. 22 nd Street, Richmond, VA 23223	1,000.00
Better Housing Coalition, 23 W. Broad Street, Suite 100, Richmond, VA 23241	1,000.00
Society of the Cincinnation in the State of Virginia, P. O. Box 940, Ruther Glen, VA 22546	500.00
Virginia Museum of Fine Arts, 200 N. Boulevard, Richmond, VA 23220	<u>500.00</u>
	<u>\$9,800.00</u>

Note: None of the Foundation's contributions was made to individuals. All organizations receiving contributions are classified as public charities and all contributions are for general use, except where specified for a particular fund.