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

2012

Department of the Treasury
Internal Revenue Service

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

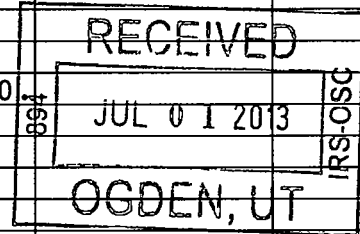
Open to public inspection

For calendar year 2012 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	Room/suite 110	B Telephone number 804-788-8401
City or town, state, and ZIP code RICHMOND, VA 23294		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 210,342. (Part I, column (d) must be on cash basis)	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <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		154.	154.		Statement 1
4 Dividends and interest from securities		4,741.	4,741.		Statement 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		<1,744.>			
b Gross sales price for all assets on line 6a		23,832.			
7 Capital gain net income (from Part IV, line 2)			0.		
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					
12 Total. Add lines 1 through 11		3,151.	4,895.		
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		3,485.	0.		0.
c Other professional fees Stmt 4		2,518.	2,518.		0.
17 Interest					
18 Taxes Stmt 5		167.	86.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses Stmt 6		128.	0.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		6,298.	2,604.		0.
25 Contributions, gifts, grants paid		10,400.			10,400.
26 Total expenses and disbursements. Add lines 24 and 25		16,698.	2,604.		10,400.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<13,547.>			
b Net investment income (if negative, enter -0-)			2,291.		
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		4,536.	7,444.	7,444.	
	2	Savings and temporary cash investments		24,493.	6,411.	6,411.	
	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.	30,886.	
	b	Investments - corporate stock Stmt 8		145,756.	146,655.	165,601.	
	c	Investments - corporate bonds					
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)		196,685.	182,410.	210,342.		
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		196,685.	182,410.			
30	Total net assets or fund balances		196,685.	182,410.			
31	Total liabilities and net assets/fund balances		196,685.	182,410.			

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	196,685.
2	Enter amount from Part I, line 27a	2	<13,547.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	183,138.
5	Decreases not included in line 2 (itemize) ▶ ADJUSTMENT TO BASIS IN SECURITIES	5	728.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	182,410.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a			
b See Attached Statements			
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 23,832.		25,576.	<1,744.>

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			
b			
c			
d			
e			<1,744.>

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	<1,744.>
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 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))
2011	9,800.	212,555.	.046106
2010	9,800.	208,532.	.046995
2009	11,349.	195,768.	.057972
2008	11,327.	218,323.	.051882
2007	11,000.	233,069.	.047196

2 Total of line 1, column (d)	2	.250151
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	.050030
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	212,503.
5 Multiply line 4 by line 3	5	10,632.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	23.
7 Add lines 5 and 6	7	10,655.
8 Enter qualifying distributions from Part XII, line 4	8	10,400.

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	46.
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	46.
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	46.
6. Credits/Payments:		
a. 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	
b. Exempt foreign organizations - tax withheld at source	6b	
c. Tax paid with application for extension of time to file (Form 8868)	6c	146.
d. Backup withholding erroneously withheld	6d	
7. Total credits and payments. Add lines 6a through 6d	7	146.
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	
10. Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	100.
11. Enter the amount of line 10 to be: Credited to 2013 estimated tax <input type="checkbox"/> 100. Refunded <input type="checkbox"/>	11	0.

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)? 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		X
1c. Did the foundation file Form 1120-POL for this year?		X
2. 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? 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?	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 instructions) <u>VA</u>		
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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? 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

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		15	N/A
16	At any time during calendar year 2012, 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 ▶		16	Yes No X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input 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 <u>N/A</u> ▶ <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 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <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.) <u>N/A</u>	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 2012 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 2012) <u>N/A</u>	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 2012?	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 Yes No

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 & 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 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	211,292.
b	Average of monthly cash balances	1b	4,447.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	215,739.
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	215,739.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	3,236.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	212,503.
6	Minimum investment return. Enter 5% of line 5	6	10,625.

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	10,625.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	46.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	46.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	10,579.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	10,579.
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	10,579.

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	10,400.
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	10,400.
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	10,400.

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				10,579.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			10,280.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ 10,400.				
a Applied to 2011, but not more than line 2a			10,280.	
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 2012 distributable amount				120.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (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 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				10,459.
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 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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 2012, enter the date of the ruling ▶ _____
- b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year		Prior 3 years		(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
2 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 or e-mail 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:

FENTON FOUNDATION

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 9 CRB GLOBAL COMMODITY EQUITY	P	09/21/11	04/26/12
b 83 ISHARES DOW JONES EPAC SELECT	P	09/21/11	05/23/12
c 26 ISHARES DOW JONES EPAC SELECT	P	09/21/11	04/26/12
d 9 ISHARES MSCI EAFE	P	09/07/07	05/23/12
e 40 ISHARES MSCI EAFE	P	07/05/07	05/23/12
f 20 ISHARES MSCI EAFE	P	07/05/07	04/26/12
g 6 SPDR SECTOR - MATERIALS	P	01/29/09	04/26/12
h 40 SELECT SECTOR SPDR - HEALTHCARE	P	10/03/06	04/26/12
i 13 SELECT SECTOR SPDR - CONSUMER	P	01/29/09	04/26/12
j 42 SELECT SECTOR SPDR - CONSUMER	P	10/03/06	04/26/12
k 5 SELECT SECTOR SPDR - INT ENERGY	P	10/03/06	04/26/12
l 5 SELECT SECTOR SPDR - INT ENERGY	P	01/29/09	04/26/12
m 141 CEF SELECT SECTOR SPDR - INT FINL	P	10/03/06	04/26/12
n 23 SELECT SECTOR SPDR - INT INDUST	P	10/03/06	04/26/12
o 100 SECTOR SPDR - TECHNOLOGY	P	10/03/06	04/26/12

(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 403.		395.	8.
b 2,354.		2,465.	<111.>
c 824.		772.	52.
d 431.		698.	<267.>
e 1,913.		3,272.	<1,359.>
f 1,077.		1,636.	<559.>
g 221.		134.	87.
h 1,500.		1,328.	172.
i 446.		299.	147.
j 1,900.		1,486.	414.
k 353.		258.	95.
l 424.		290.	134.
m 2,182.		4,926.	<2,744.>
n 854.		776.	78.
o 3,004.		2,204.	800.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(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			8.
b			<111.>
c			52.
d			<267.>
e			<1,359.>
f			<559.>
g			87.
h			172.
i			147.
j			414.
k			95.
l			134.
m			<2,744.>
n			78.
o			800.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	

FENTON FOUNDATION

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 4 SPDR SECTOR INDEX - UTILITIES	P	01/29/09	04/26/12
b 7 VANGUARD INTL EQUITY FD GLB	P	04/13/11	04/26/12
c 26 VANGUARD TOTAL WORLD STK	P	04/13/11	04/26/12
d 14 VANGUARD INTL EQUITY FD EMERGI	P	01/04/07	04/26/12
e 5 VANGUARD INDEX REIT VIPERS	P	07/24/09	04/26/12
f 10 VANGUARD INDEX REIT VIPERS	P	01/29/09	04/26/12
g 9 VANGUARD INDEX FDS MID CAP	P	01/29/09	04/26/12
h 11 VANGUARD INDEX FDS SMALL CAP	P	01/29/09	04/26/12
i 22 WISDOMTREE TR	P	03/16/10	04/26/12
J Capital Gains Dividends			
k			
l			
m			
n			
o			

(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 142.		119.	23.
b 335.		357.	<22.>
c 1,240.		1,302.	<62.>
d 597.		537.	60.
e 325.		162.	163.
f 650.		308.	342.
g 730.		382.	348.
h 859.		444.	415.
i 966.		1,026.	<60.>
J 102.			102.
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(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			23.
b			<22.>
c			<62.>
d			60.
e			163.
f			342.
g			348.
h			415.
i			<60.>
J			102.
k			
l			
m			
n			
o			

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	<1,744.>
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

Form 990-PF Interest on Savings and Temporary Cash Investments Statement 1

Source	Amount
TRUST CO OF VIRGINIA	154.
Total to Form 990-PF, Part I, line 3, Column A	154.

Form 990-PF Dividends and Interest from Securities Statement 2

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
TRUST CO OF VIRGINIA	4,843.	102.	4,741.
Total to Fm 990-PF, Part I, ln 4	4,843.	102.	4,741.

Form 990-PF Accounting Fees Statement 3

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
TAX SERVICES FEE	595.	0.		0.
ACCOUNTING SERVICES FEE	2,890.	0.		0.
To Form 990-PF, Pg 1, ln 16b	3,485.	0.		0.

Form 990-PF Other Professional Fees Statement 4

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
INVESTMENT ADVISORY FEE	2,518.	2,518.		0.
To Form 990-PF, Pg 1, ln 16c	2,518.	2,518.		0.

Form 990-PF	Taxes			Statement	5
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
EXCISE TAX DUE ON 2011	81.	0.		0.	
FOREIGN TAXES ON DIVIDENDS	86.	86.		0.	
To Form 990-PF, Pg 1, ln 18	167.	86.		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.	
BANK SERVICE CHARGES	103.	0.		0.	
To Form 990-PF, Pg 1, ln 23	128.	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.	30,886.
Total U.S. Government Obligations			21,900.	30,886.
Total State and Municipal Government Obligations				
Total to Form 990-PF, Part II, line 10a			21,900.	30,886.

Form 990-PF

Corporate Stock

Statement 8

Description	Book Value	Fair Market Value
SEE ATTACHED SCHEDULE	146,655.	165,601.
Total to Form 990-PF, Part II, line 10b	146,655.	165,601.

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

▶ **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on e-file for Charities & Nonprofits.

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

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

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

Type or print	Name of exempt organization or other filer, see instructions FENTON FOUNDATION	Employer identification number (EIN) or 54-6032866
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P.O. box, see instructions C/O EPPA HUNTON, 2819 N. PARHAM ROAD, No. 110	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions RICHMOND, VA 23294	

Enter the Return code for the return that this application is for (file a separate application for each return) 04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

J. MICHAEL PHELPS, ASST. TREASURER

• The books are in the care of ▶ **951 E. BYRD STREET, RICHMOND, VA - 23219-4074**
 Telephone No ▶ **804-788-8401** FAX No. ▶ _____

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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **August 15, 2013**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
 ▶ calendar year **2012** or
 ▶ tax year beginning _____, and ending _____.

2 If the tax year entered in line 1 is for less than 12 months, check reason Initial return Final return Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	146.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	0.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	146.

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

LHA For Privacy Act and Paperwork Reduction Act Notice, see instructions.

Form **8868** (Rev. 1-2013)

Agt Tr Eppa Hunton - Fenton Fdn
December 1, 2012 - December 31, 2012

Page 2 of 7

Account Number: 65-0005-29-1

List of Assets

Description	Shares	Cost/ Per Unit	Market Value/ Per Unit	Percent Of Total Market	Projected Annual Income	Current Yield
Cash and Equivalent						
Bmo Prime Money Market Fund C/I	408.51	408.51 1.00	408.51 1.00	0.20%	0.00	0.09%
Bmo Prime Money Market Fund C/I (Invested Income)	6,002.04	6,002.04 1.00	6,002.04 1.00	2.96%	5.00	0.09%
Total Cash and Equivalent		\$ 6,410.55	\$ 6,410.55	3.16%	\$ 5.00	0.09%

Equities

Crb Global Commodity Equity Index Fd	141	6,182.01 43.84	6,305.68 44.72	3.11%	109.00	1.74%
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The TRUST COMPANY of Virginia

Agt Tr Eppa Hunton - Fenton Fdn
December 1, 2012 - December 31, 2012

Account Number: 65-0005-29-1

List of Assets

Description	Shares	Cost/ Per Unit	Market Value/ Per Unit	Percent Of Total Market	Projected Annual Income	Current Yield
Ishares Msci EAFE Index	99	6,335.75 64.00	5,629.14 56.86	2.77%	174.00	3.09%
Ishares Dow Jones Epac Select Dividend Index Fd	168	4,989.97 29.70	5,656.56 33.67	2.79%	273.00	4.84%
Spdr S&P 500 Etf Trust	11	1,435.50 130.50	1,566.51 142.41	0.77%	34.00	2.18%
Spdr Sector - Materials	40	1,192.22 29.81	1,501.60 37.54	0.74%	34.00	2.27%
Select Sector Spdr Tr Sbi Healthcare	201	6,411.82 31.90	8,015.98 39.88	3.95%	161.00	2.01%
Select Sector Spdr Tr Sbi Consumer Staples	79	1,868.80 23.66	2,757.10 34.90	1.36%	84.00	3.05%
Select Sector Spdr Tr Sbi Consumer Discretion	163	5,403.86 33.15	7,732.57 47.44	3.81%	123.00	1.60%
Select Sector Spdr Tr Sbi Int Energy	87	4,488.99 51.60	6,213.54 71.42	3.06%	113.00	1.82%
Cef Select Sector Spdr Int-Finl	474	6,560.62 13.84	7,768.86 16.39	3.83%	136.00	1.76%
Select Sector Spdr Tr Sbi Int Industrial	99	2,983.03 30.13	3,752.10 37.90	1.85%	85.00	2.27%
Sector Spdr Tr-Technology Sh Ben Int	375	8,279.11 22.08	10,818.75 28.85	5.33%	188.00	1.74%
Spdr Sector Index - Utilities	41	1,257.11 30.66	1,431.74 34.92	0.71%	59.00	4.14%
Vanguard Intl Equity Index Fd Glb Ex US Etf	44	2,045.89 46.50	2,421.32 55.03	1.19%	135.00	5.58%
Vanguard Total World SIk Intl Equity Index	167	8,083.70 48.41	8,253.12 49.42	4.07%	190.00	2.30%
Vanguard Intl Equity Index Fd Emerging Markets Vipers	188	7,048.85 37.49	8,371.64 44.53	4.13%	183.00	2.19%

Agt Tr Eppa Hunton - Fenton Fdn
 December 1, 2012 - December 31, 2012

Account Number: 65-0005-29-1

Description	Shares	Cost/ Per Unit	Market Value/ Per Unit	Percent Of Total Market	Projected Annual Income	Current Yield
Vanguard Index Trust Reit Vipers	65	2,702.05 41.57	4,277.00 65.80	2.11%	152.00	3.56%
Vanguard Index Fds Mid Cap Etf	52	2,941.83 56.57	4,286.88 82.44	2.11%	60.00	1.40%
Vanguard Index Fds Small Cap Etf	55	2,910.05 52.91	4,449.50 80.90	2.19%	81.00	1.84%
Wisdomtree Trust Defa Fd	181	8,157.72 45.07	8,411.09 46.47	4.15%	295.00	3.52%
Total Equities		\$ 91,278.88	\$ 109,620.68	54.03%	\$ 2,669.00	2.44%
Fixed Income						
Spdr Barcalys Intl Treas Bd Fd	55	3,212.45 58.41	3,355.55 61.01	1.65%	67.00	2.03%
Vanguard Short Term Bond Fd Etf	517	41,757.51 80.77	41,871.83 80.99	20.64%	645.00	1.54%
Vanguard Mortgage Backed Securities Etf	206	10,406.49 50.52	10,753.20 52.20	5.30%	121.00	1.13%
United States Treas Bds 8.000% Due 11/15/21	20,000	21,892.66 109,504.98	30,886.00 154.43	15.22%	1,600.00	5.18%
Total Fixed Income		\$ 81,251.45 77,276.45	\$ 86,866.58	42.81%	\$ 2,433.00	2.80%
Total Assets		\$ 178,940.88	\$ 202,897.81	100.00%	\$ 5,107.00	2.52%

174,965.88



CONTRIBUTIONS

Washington & Lee University, Lexington, VA 24450	\$ 2,000.00
University of Virginia Alumni Association, 211 Emmet Street S, Charlottesville, VA 22903	600.00
University of Richmond School of Law, 28 Westhampton Way, University or 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 23266	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, 2124 N. 9 th Street, Richmond, VA 23223	1,000.00
Society of the Cincinnati in the State of Virginia, P. O. Box 940, Ruther Glen, VA 22546	500.00
St. Catherine's School, 6001 Grove Avenue, Richmond, VA 23226	300.00
Virginia Historical Society, P. O. Box 7311, Richmond, VA 23221	400.00
Tredegar Foundation for the benefit of the Tredegar Society, 490 Tredegar Street, Richmond, VA 23219	1,000.00
Savage Foundation, P. O. Box 7406, Richmond, VA 23221	400.00
	<u>\$10,400.00</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.