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Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust

Treated as a Private Foundation

OMB No 1545-0052

2009

Department of the Treasury
Internal Revenue Service (77)

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

For calendar year 2009, or tax year beginning

, and ending

G Check all that apply:

☐ Initial return☐ Initial Return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name changeUse the IRS
label.
Otherwise,
print
or type.
See Specific
Instructions.

Name of foundation

DAVID G. BURTON, SUCCESSOR TRUSTEE

U/A DTD 5/6/67

Number and street (or P.O. box number if mail is not delivered to street address)

1104 PHILADELPHIA PIKE

City or town, state, and ZIP code

WILMINGTON, DE 19809-2031

A Employer identification number

52-6072646

B Telephone number

302-798-3300

C If exemption application is pending, check here ☐D 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐H Check type of organization: ☐ Section 501(c)(3) exempt private foundation☒ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year

(from Part II, col. (c), line 16)

\$ 3,175,010.

J Accounting method: ☐ Cash ☒ Accrual☐ Other (specify) _____

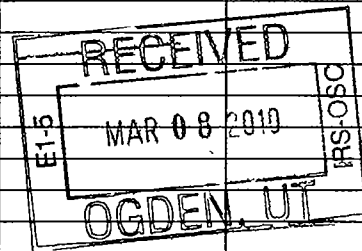
(Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)

	(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	1,481.	1,481.		Statement 1
4 Dividends and interest from securities	4,463.	4,463.		Statement 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	-70,288.			
b Gross sales price for all assets on line 6a	1,124,245.			
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	-64,344.	5,944.		
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	5,375.	2,688.		2,687.
c Other professional fees Stmt 4	34,179.	34,179.		0.
17 Interest				
18 Taxes				
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses Stmt 5	100.	0.		100.
24 Total operating and administrative expenses Add lines 13 through 23	39,654.	36,867.		2,787.
25 Contributions, gifts, grants paid	140,000.			140,000.
26 Total expenses and disbursements Add lines 24 and 25	179,654.	36,867.		142,787.
27 Subtract line 26 from line 12	-243,998.			
a Excess of revenue over expenses and disbursements				
b Net investment income (if negative, enter -0-)		0.		
c Adjusted net income (if negative, enter -0-)			N/A	

SCANNED MAR 10 2010



P 9 7

DAVID G. BURTON, SUCCESSOR TRUSTEE

Form 990-PF (2009)

U/A DTD 5/6/67

52-6072646

Page 2

Part II Balance Sheets <small>Attached schedules and amounts in the description column should be for end-of-year amounts only</small>		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	617,372.	296,848.	296,848.
	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	16,880.	1,000.	
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock Stmt 6	2,347,844.	2,428,330.	2,878,162.
	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)	2,982,096.	2,726,178.	3,175,010.	
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 ▶ DUE TO BROKER)	11,920.	0.		
23 Total liabilities (add lines 17 through 22)	11,920.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	2,970,176.	2,726,178.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> 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			
	30 Total net assets or fund balances	2,970,176.	2,726,178.	
	31 Total liabilities and net assets/fund balances	2,982,096.	2,726,178.	

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	2,970,176.
2 Enter amount from Part I, line 27a	2	-243,998.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	2,726,178.
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	2,726,178.

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 - ST G/L		P	Various	Various
b SEE ATTACHED SCHEDULE - LT G/L		P	Various	Various
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 307,132.		331,444.	-24,312.
b 817,113.		863,089.	-45,976.
c			
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			-24,312.
b			-45,976.
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	-70,288.
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))
2008	177,725.	3,424,609.	.051896
2007	227,637.	4,581,526.	.049686
2006	202,520.	4,348,150.	.046576
2005	198,592.	4,161,087.	.047726
2004	189,326.	3,705,775.	.051089

2 Total of line 1, column (d)	2	.246973
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	.049395
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	2,876,668.
5 Multiply line 4 by line 3	5	142,093.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	0.
7 Add lines 5 and 6	7	142,093.
8 Enter qualifying distributions from Part XII, line 4	8	142,787.

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)		1	0.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		2	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		3	0.
3 Add lines 1 and 2		4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		5	0.
5 Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a 1,000.	7	1,000.
b Exempt foreign organizations - tax withheld at source	6b	8	
c Tax paid with application for extension of time to file (Form 8868)	6c	9	
d Backup withholding erroneously withheld	6d	10	1,000.
7 Total credits and payments. Add lines 6a through 6d		11	0.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached			
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11 Enter the amount of line 10 to be: Credited to 2010 estimated tax <input checked="" type="checkbox"/> 1,000. Refunded <input checked="" type="checkbox"/>			

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
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 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.		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b 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? If "Yes," attach the statement required by General Instruction T		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? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> DE		
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	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(i)(3) or 4942(i)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes" attach a schedule listing their names and addresses		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)	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? Website address ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>BUMPERS & COMPANY</u> Telephone no. ► <u>302-798-3300</u> Located at ► <u>1104 PHILADELPHIA PIKE, WILMINGTON, DE</u> ZIP+4 ► <u>19809</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		<u>0.</u>

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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here <u>N/A</u> <input checked="" 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 2009?	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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? <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 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.) <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 2009?	4b	X

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)?

N/A

☒

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?

☐ 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?

N/A

☐

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
DAVID G. BURTON 411 N. REHOBOTH BLVD MILFORD, DE 19963	SUCCESSOR TRUSTEE 5.00	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 NONE	
	0.
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	
2	
All other program-related investments. See instructions.	
3 NONE	
Total. Add lines 1 through 3	0.

Form 990-PF (2009)

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	2,418,537.
b	Average of monthly cash balances	1b	501,938.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	2,920,475.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	2,920,475.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	43,807.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,876,668.
6	Minimum investment return. Enter 5% of line 5	6	143,833.

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	143,833.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	0.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	143,833.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	143,833.
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	143,833.

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	142,787.
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	142,787.
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	142,787.

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 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				143,833.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004				
b From 2005				
c From 2006				
d From 2007	8,766.			
e From 2008	6,495.			
f Total of lines 3a through e	15,261.			
4 Qualifying distributions for 2009 from Part XII, line 4: ► \$ 142,787.				
a Applied to 2008, but not more than line 2a			0.	
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 2009 distributable amount				142,787.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)	1,046.			1,046.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	14,215.			
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 2008. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2010 Subtract lines 7 and 8 from line 6a	14,215.			
10 Analysis of line 9				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007	7,720.			
d Excess from 2008	6,495.			
e Excess from 2009				

N/A

1

☐ 4942(1)(3) or ☐ 4942(1)(5)

(4) Gross investment income

[illegible]

1 Information Regarding Foundation Managers:

None

None

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.

See Statement 7

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)					
a Paid during the year SEE LIST ATTACHED		NONE			140,000.
Total					▶ 3a 140,000.
b Approved for future payment None					
Total					▶ 3b 0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion 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	1,481.		
4 Dividends and interest from securities			14	4,463.		
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	-70,288.		
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.		-64,344.		0.
13 Total. Add line 12, columns (b), (d), and (e)						-64,344.

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

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

[illegible]

Part XVII

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

- | | | Yes |
|----------|--|--------------|
| 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) |
| | (2) Other assets | 1a(2) |
| b | Other transactions: | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) |
| | (4) Reimbursement arrangements | 1b(4) |
| | (5) Loans or loan guarantees | 1b(5) |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c |
| 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. | |

	Yes	No
1a(1)		X
1a(2)		X
1b(1)		X
1b(2)		X
1b(3)		X
1b(4)		X
1b(5)		X
1b(6)		X
1c		X

[illegible]

- 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		


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.

Sign Here

Signature of officer or trustee

3-1-10
Date

transfer
Title

Preparer's signature 

Firm's name (or yours if self-employed)
address and ZIP code

J. H. Bumpers CPA
BUMPERS & COMPANY

Date	02,
------	-----

02/01/10

Check if self-employed	
------------------------	--

Preparer's identifying number
194-38-1421

EIN ► 51-0267254

BUMPERS & COMPANY
1104 PHILADELPHIA PIKE
WILMINGTON, DELAWARE 19809-2031

Phone no (302) 798-3300

Form 990-PF (2009)

David G Burton Successor Trust
Gain/Loss Schedule
2009

Asset	Date Acquired	Date Sold	Shares Sold	Proceeds	Total Cost	Gain / (Loss)
ST Neustar	02/13/08	01/27/09	500	7,962 06	11,722 90	(3,760 84)
ST Neustar	02/13/08	01/29/09	50	788 33	1,172 29	(383 96)
ST Neustar	VARIOUS	02/03/09	600	7,953 07	15,283 73	(7,330 66)
ST Neustar	05/12/08	02/04/09	200	2,737 94	5,662 16	(2,924 22)
ST Central European Media Enterprise	11/24/08	02/04/09	800	7,814 19	10,488 96	(2,674 77)
ST Central European Media Enterprise	11/24/08	02/09/09	700	6,849 60	9,177 84	(2,328 24)
ST Central European Media Enterprise	VARIOUS	03/04/09	1,700	10,654 01	18,161 29	(7,507 28)
ST Bankrate Inc	10/15/08	07/27/09	400	11,475 54	11,002 97	472 57
ST Utah Medical Products	08/06/08	07/23/09	100	2,845 61	2,911 00	(65 39)
ST Utah Medical Products	08/08/08	08/06/09	150	4,271 98	4,408 50	(136 52)
ST Utah Medical Products	8/6/2008	08/06/09	100	2,854 78	2,911 00	(56 22)
ST Metropcs Communications	10/17/08	08/11/09	400	3,508 51	5,768 00	(2,259 49)
ST Metropcs Communications	10/17/08	08/11/09	1,100	9,875 87	15,862 00	(5,986 13)
ST Metropcs Communications	10/17/08	08/12/09	700	6,111 89	10,094 00	(3,982 11)
ST Metropcs Communications	10/17/08	08/18/09	400	3,527 54	5,768 00	(2,240 46)
ST Metropcs Communications	10/17/08	08/24/09	500	3,958 39	7,210 00	(3,251 61)
ST Metropcs Communications	10/17/08	08/24/09	400	3,198 03	5,768 00	(2,569 97)
ST Metropcs Communications	10/17/08	08/24/09	400	3,153 56	5,764 10	(2,610 54)
ST Bill Barrett Corp	VARIOUS	08/11/09	200	18,628 86	12,958 84	5,670 02
ST Bill Barrett Corp	10/17/08	08/11/09	100	3,145 28	2,180 00	965 28
ST Bill Barrett Corp	10/17/08	08/11/09	100	3,110 11	2,180 00	930 11
ST FTI Consulting Inc	10/29/08	08/11/09	100	4,506 79	5,616 11	(1,109 32)
ST FTI Consulting Inc	11/26/08	08/31/09	100	4,508 51	4,479 77	28 74
ST FTI Consulting Inc	11/26/08	08/31/09	100	4,451 69	4,479 77	(28 08)
ST FTI Consulting Inc	VARIOUS	08/31/09	200	8,904 77	8,525 41	379 36
ST Ebix Inc	09/09/08	09/08/09	300	15,144 42	10,076 08	5,068 34
ST Integral Systems Inc	VARIOUS	09/08/09	1,700	10,323 83	14,581 11	(4,257 28)
ST Utah Medical Products	VARIOUS	09/24/09	300	8,543 99	8,036 36	507 63
ST Bill Barrett Corp	10/17/08	09/29/09	300	9,292 02	6,539 52	2,752 50
ST Bill Barrett Corp	10/17/08	10/07/09	200	6,176 40	4,359 68	1,816 72
ST Integral Systems Inc	VARIOUS	10/27/09	2,000	17,199 55	17,048 48	151 07
ST Neutral Tandem Inc	VARIOUS	10/27/09	1,400	32,745 15	34,688 34	(1,943 19)
ST Silver Wheaton Corp	02/13/09	10/27/09	1,700	23,833 38	10,853 65	12,979 73
ST Neutral Tandem Inc	08/11/09	11/05/09	400	8,136 15	11,287 32	(3,151 17)
ST Neutral Tandem Inc	VARIOUS	11/06/09	300	6,144 89	7,739 85	(1,594 96)
ST Televent GIT	11/02/09	12/18/09	600	22,795 15	16,676 70	6,118 45
Total Short Term Gain				307,131 84	331,443 73	(24,311 89)

LT NEUSTAR INC	VARIOUS	01/27/09	500	7,962 06	15,279 30	(7,317 24)
LT Ambassadors Int'l Inc Common	Various	02/20/09	3,200	1,375 99	19,706 35	(18,330 36)
LT LKQ Corp	12/6/2004	02/27/09	300	3,238.45	1,350 75	1,887 70
LT Immucor	4/7/2008	04/13/09	100	2,480.75	2,584 20	(103 45)
LT Rentrak	Various	04/13/09	600	5,822 13	8,995 53	(3,173 40)
LT Bankrate Inc	Various	04/14/09	400	9,904 98	11,455 12	(1,550 14)
LT Immucor	4/7/2008	04/17/09	200	4,391.62	5,168 40	(776 78)
LT Navigators Group common	8/15/2001	04/22/09	100	4,602 53	1,950 00	2,652 53
LT Navigators Group common	Various	04/24/09	200	9,062.64	3,882 50	5,180 14
LT Bankrate Inc	Various	05/05/09	600	15,149 67	16,678 35	(1,528 68)
LT Bill Barrett	Various	05/08/09	500	15,308 85	13,037 80	2,271 05
LT Equinix Inc	11/21/2003	05/11/09	400	28,587.34	8,000 00	20,587 34
LT Dolan Media Co	2/12/2008	05/12/09	300	4,222 39	6,653 55	(2,431 16)
LT Bill Barrett	Various	05/12/09	200	6,601.77	4,820 69	1,781 08
LT Equinix Inc	11/21/2003	05/12/09	100	6,768 21	2,000 00	4,768.21
LT Dolan Media Co	2/12/2008	05/13/09	200	2,893 02	4,435 70	(1,542 68)
LT Dolan Media Co	Various	05/14/09	900	11,723 99	20,167 88	(8,443 89)

LT Dolan Media Co	Various	05/14/09	800	10,382 69	18,497 42	(8,114 73)
LT Bill Barrett	9/28/2006	05/14/09	100	3,200 59	2,363 43	837 16
LT Equinix Inc	11/21/2003	05/15/09	100	6,562 64	2,000 00	4,562 64
LT Ambassadors Int'l Inc Common	Various	06/04/09	3,800	1,142 24	62,832 40	(61,690 16)
LT Bankrate Inc	Various	06/08/09	200	5,933 18	6,412 72	(479 54)
LT Bankrate Inc	Various	06/15/09	300	8,224 10	9,619 09	(1,394 99)
LT Bankrate Inc	Various	06/22/09	100	2,468 40	3,206 30	(737 90)
LT Bill Barrett	Various	06/08/09	400	13,081 46	9,453 72	3,627 74
LT Bill Barrett	Various	06/18/09	300	9,927 85	5,970 60	3,957 25
LT Equinix Inc	Various	06/08/09	150	11,281 86	5,444 00	5,837 86
LT Equinix Inc	Various	06/15/09	100	7,181 15	6,998 00	293 15
LT Martek Bioscience - Class Action Sui	Various	06/16/09		93 67	-	93 67
LT Equinix Inc	Various	06/17/09	100	7,051 04	6,888 00	163 04
LT Equinix Inc	Various	06/19/09	200	13,739 84	13,776 00	(36.16)
LT Dolan Media Co	Various	06/22/09	100	1,104 97	1,350 54	(245 57)
LT Dolan Media Co	Various	06/23/09	900	10,117 71	12,155 34	(2,037 63)
LT Rentrak Corp	Various	07/13/09	1,000	16,274 08	14,863 34	1,410 74
LT Convera Corp	12/17/2004	07/09/09	666	114 28	3,126 34	(3,012 06)
LT LKQ Corp	12/6/2004	07/24/09	400	7,009 85	1,801 00	5,208 85
LT Convera Corp	Various	07/28/09	21,124	3,609 99	86,666 00	(83,056 01)
LT Convera Corp	10/15/2007	07/31/09	110	19 78	356 53	(336 75)
LT Rentrak Corp	Various	07/30/09	300	5,633 79	4,403 04	1,230 75
LT Immucor	Various	07/01/09	1,500	19,997 48	24,666 39	(4,668 91)
LT Rentrak Corp	1/8/2008	08/07/09	100	1,802 10	1,410 20	391 90
LT Rentrak Corp	1/8/2008	08/12/09	200	3,393 91	2,820 40	573 51
LT Rentrak Corp	1/8/2008	08/18/09	100	1,595 95	1,410 20	185 75
LT Metropcs Communications	3/28/2008	08/11/09	500	4,430 90	8,426 30	(3,995 40)
LT FTI Consulting	1/25/2008	08/11/09	100	4,394 88	5,694 00	(1,299 12)
LT FTI Consulting	Various	08/11/09	800	36,080 00	44,624 22	(8,544 22)
LT Equinix Inc	Various	08/11/09	100	8,099 78	6,888 00	1,211 78
LT Bank of Florida Corp	Various	08/24/09	900	2,614 34	15,355 65	(12,741 31)
LT LKQ Corp	12/6/2004	08/28/09	200	3,465 25	900 00	2,565 25
LT LKQ Corp	12/6/2004	09/02/09	300	5,163 91	1,350 75	3,813 16
LT Omniture Inc	6/26/2008	09/18/09	1,000	21,750 44	20,969 90	780 54
LT Omniture Inc	Various	09/21/09	1,000	21,739 04	19,424 00	2,315 04
LT Utah Medical Products	Various	09/23/09	250	7,117 31	7,265 50	(148 19)
LT Omniture Inc	7/29/2008	09/24/09	1,000	21,752 04	18,331 70	3,420 34
LT Coprat Inc	Various	09/29/09	1,000	35,034 39	4,121 63	30,912 76
LT LKQ Corp	12/6/2004	10/07/09	100	1,880 60	450 25	1,430 35
LT CKX Inc	Various	10/08/09	600	3,756 20	6,772 42	(3,016 22)
LT LKQ Corp	Various	10/13/09	200	3,756 86	901 00	2,855 86
LT LKQ Corp	1/5/2005	10/15/09	200	3,769 54	901 50	2,868 04
LT LKQ Corp	1/5/2005	10/22/09	100	1,878 82	450 75	1,428 07
LT LKQ Corp	1/26/2005	10/23/09	300	5,473 84	1,286 88	4,186 96
LT CKX Inc	Various	10/19/09	1,400	9,067 56	12,172 10	(3,104 54)
LT Terremark Worldwide Inc	3/28/2007	10/19/09	400	2,592.89	3,286 12	(693 23)
LT Terremark Worldwide Inc	3/28/2007	10/19/09	500	3,242 96	4,107 50	(864 54)
LT EBIX Inc	9/9/2008	10/22/09	500	31,886 13	16,793 47	15,092 66
LT Omniture Inc (Tendered)	Various	10/26/09	1,400	30,100 00	25,666 86	4,433 14
LT Clarus Corp	Various	10/27/09	3,600	16,131 54	17,860 40	(1,728 86)
LT Nerstar Inc	5/12/2008	10/27/09	150	3,418 41	4,246 62	(828.21)
LT Ins Int'l Inc	9/22/2008	10/27/09	300	3,086 92	4,851.00	(1,764 08)
LT Seachange Int'l Inc	Various	10/27/09	7,900	56,204 67	63,246 98	(7,042.31)
LT Terremark Worldwide Inc	Various	10/27/09	2,500	17,643 79	20,021 53	(2,377.74)
LT Equinix Inc	Various	10/27/09	100	9,268 28	5,992 78	3,275 50
LT Bill Barrett	10/17/2008	11/06/09	100	3,005 15	2,179 84	825 31
LT Bill Barrett	10/17/2008	11/06/09	100	2,976 54	2,179 84	796.70
LT Bill Barrett	10/17/2008	11/18/09	300	9,093 72	6,538 78	2,554 94
LT Peet's Coffee & Tea Inc	1/8/2008	11/27/09	400	13,802 40	11,218 28	2,584 12
LT Peet's Coffee & Tea Inc	1/8/2008	11/27/09	400	13,179 54	11,218 28	1,961 26
LT Peet's Coffee & Tea Inc	Various	11/27/09	400	13,372 89	10,859 58	2,513 31
LT Dolan Media Co	Various	11/30/09	2,300	26,723 70	10,243 26	16,480 44
LT LKQ Corp	Various	12/02/09	200	3,539 10	849 76	2,689 34
LT Dolan Media Co	11/26/2008	12/03/09	700	8,224 50	2,218 02	6,006 48
LT Dolan Media Co	11/26/2008	12/09/09	300	3,361 74	950 58	2,411 16
LT Dolan Media Co	11/26/2008	12/10/09	300	3,310 20	950 58	2,359 62

LT Dolan Media Co	11/26/2008	12/11/09	300	3,219 12	950.58	2,268 54
LT Dolan Media Co	11/26/2008	12/14/09	300	3,181 44	950.58	2,230 86
LT Dolan Media Co	11/26/2008	12/14/09	700	7,474 33	2,218 02	5,256 31
LT Balchem Corp	Various	12/21/09	500	<u>16,806 21</u>	<u>2,655 87</u>	<u>14,150 34</u>
Total Long Term Gain				<u>817,112 86</u>	<u>863,088 78</u>	<u>(45,975 92)</u>
Total Loss:				<u>1,124,244 70</u>	<u>1,194,532 51</u>	<u>(70,287 81)</u>

DAVID G. BURTON				2009	TRUST		
(at discretion of charity unless otherwise noted)							
Charity	Check	IRS	Amount				
	#						
Georgetown University	1446		\$1,000 00	At discretion of Chanty			
Office of Alumni & Univ. Rel							
P.O. 4571253							
Washington, DC 20057-11253							
Benedictine School for	1447		\$2,000 00	At discretion of Chanty			
Exceptional Children							
14299 Benedictine Lane							
Ridgely, MD 21660-9941							
Pacem In Terris	1448		\$1,000 00	At discretion of Chanty			
c/o Raskob Foundation							
P.O. Box 4019							
Wilmington, DE 19807							
Marymount Fund	1449		\$5,000 00	At discretion of Chanty			
Office of Development							
Marymount University							
2807 N Glebe Road							
Arlington, VA 22207-4299				At discretion of Chanty			
Mr. and Mrs. Luke Leonard	1450		\$3,000.00				
820 Bay Avenue, Suite 206							
Capitola, California 95010							
Religious of the Sacred Heart	1451		\$50,000 00	At discretion of Chanty			
4356 West Pine St.							
St. Louis, MO 63108							
Save the Children	1452		\$2,000 00	At discretion of Chanty			
54 Wilton Rd.							
Westport, CT 06881							

Bayard House	1453	\$1,000.00	At discretion of Charity
300 Bayard Road			
Wilmington, DE 19805			
Pregnancy Help Center	1454	\$1,000.00	At discretion of Charity
1991 South State St			
Dover, DE 19901			
Little Sisters of the Poor	1455	\$1,000 00	At discretion of Charity
185 Salem Church Rd			
Newark, DE 19713-2997			
St Thomas More Academy	1456	\$20,000 00	At discretion of Charity
133 Thomas More Drive			
Magnolia, DE 19962			
Inter-Faith Housing	1457	\$1,000 00	At discretion of Charity
2 S. Augustine St.			
Wilmington, DE 19804			
Attn: Dennis Sheer			
Hermana Rosa	1458	\$5,000 00	At discretion of Charity
La Esperanza			
319 N. Race St			
Georgetown, DE 19947			
Mom's House	1459	\$2,000.00	At discretion of Charity
P O. Box 1138			
Dover, De 19903			
Attn: Dana Mather			
Society of St. Vincent dePaul	1460	\$1,000.00	
Prison Ministry			
115 E. 14th St.			
Wilmington, DE 19801			
Stone Ridge School	1461	\$2,000 00	At discretion of Charity
9101 Rockville Pike			
Bethesda, MD 20814			

Catholic Relief Services	1462	\$10,000.00	At discretion of Charity
Major Gifts Unit			
228 West Lexington Street			
Baltimore, MD 21298-3173			
Casa San Francisco	1463	\$5,000.00	At discretion of Charity
P O Box 38			
Milton, DE 19968			
Catholic Charities	1464	\$8,000 00	At discretion of Charity
1155 West Walker Rd.			
Dover, DE 19904			
The Shepherd Place	1465	\$1,000 00	At discretion of Charity
1362 S Governors Ave			
Dover, DE 19901			
St John's Catholic Church	1466	\$3,000 00	Building
Seabury Ave & School Place			At discretion of Charity
Milford, DE 19963			
Sisters of Charity of Nazareth	1467	\$1,000 00	At discretion of Charity
SCN Missions, Box 9			
Nazareth, KY 40048			
Joseph House	1468	\$2,000.00	At discretion of Charity
411 No. Poplar Hill			
Salisbury, MD 21802			
Delaware Right to Life	1469	\$2,000.00	At discretion of Charity
P.O. Box 1222			
Wilmington, DE 19899			
Delaware Hospice	1470	\$5,000.00	At discretion of Charity
911 South DuPont Highway			
Dover, DE 19901			

1/26/2010

4

The Way Home, Inc.	1471		\$5,000 00	At discretion of Charity
P.O Box 1103				
Academy & E. Pine St.				
Georgetown, DE 19947				

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

Source	Amount
WILMINGTON PRIME MONEY MARKET	1,451.
WILMINGTON TRUST	30.
Total to Form 990-PF, Part I, line 3, Column A	1,481.

Form 990-PF Dividends and Interest from Securities Statement 2

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
AMERICAN ECOLOGY COMMON	792.	0.	792.
BALCHEM CORP CLASS B	308.	0.	308.
CORE LABORATORIES	446.	0.	446.
EXPEDITORS INT'L OF WASHINGTON	380.	0.	380.
MARKETAXESS HOLDING INC	280.	0.	280.
PASON SYSTEMS INC	568.	0.	568.
RRSAT GLOBAL COMM	680.	0.	680.
STRAYER EDUCATION INC	405.	0.	405.
UNITED HEALTH GROUP	3.	0.	3.
UTAH MEDICAL PRODUCTS	541.	0.	541.
WESTERN UNION	60.	0.	60.
Total to Fm 990-PF, Part I, ln 4	4,463.	0.	4,463.

Form 990-PF Accounting Fees Statement 3

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Bumpers and Company Fees	5,100.	2,550.		2,550.
WILMINGTON TRUST COMPANY FIDUCIARY TAX FEE	275.	138.		137.
To Form 990-PF, Pg 1, ln 16b	5,375.	2,688.		2,687.

Form 990-PF	Other Professional Fees			Statement	4
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Other Professional Fees - ASHFORD CAPITAL	26,167.	26,167.		0.	
Other Professional Fees - WILMINGTON TRUST	8,012.	8,012.		0.	
To Form 990-PF, Pg 1, ln 16c	34,179.	34,179.		0.	

Form 990-PF	Other Expenses			Statement	5
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
OFFICE EXPENSE	100.	0.		100.	
To Form 990-PF, Pg 1, ln 23	100.	0.		100.	

Form 990-PF	Corporate Stock		Statement	6
Description	Book Value	Fair Market Value		
4000 SHS CONSTANT CONTACT	53,080.	64,000.		
1000 SHS EXPEDITORS INT'L WASH INC.	167.	34,770.		
1300 SHS EBIX	38,977.	63,479.		
300 SH COPART INC	1,017.	10,986.		
900 SHS COSTAR GROUP	32,995.	37,593.		
11500 SHS FAIRBOURNE ENERGY LTD	45,538.	52,354.		
1600 SHS SVB FINANCIAL GROUP	53,197.	66,656.		
100 SHS UNITEDHEALTH GROUP	14.	3,048.		
2300 SHS BALCHEM CORP	12,160.	77,073.		
650 SHS NAVIGATORS GROUP	23,899.	30,622.		
3500 SH KAISER VENTURES LLC	5,250.	1,750.		
6600 SH EPIQ SYSTEMS INC	87,035.	92,334.		
1600 SHS GEN PROBE INC	66,349.	68,672.		
2700 SHS GENOP TIX INC	81,147.	95,931.		
150 SHS EQUINOX INC	7,646.	15,923.		
700 SHS LKQ CORP	2,935.	13,713.		
6000 IRIS INTERNATIONAL	68,824.	74,160.		
900 PEET'S COFFEE AND TEA	22,643.	30,015.		

16000 SHS SERACARE LIFE SCIENCE	126,562.	61,600.
500 SHS CONCUR TECHNOLOGIES INC	5,919.	21,375.
3500 SHS PASON SYSTEMS INC	35,282.	38,916.
2500 SHS ONYX PHARMACEUTICALS INC	67,297.	73,350.
12300 SHS CKX INC	66,193.	64,821.
9200 SHS LIQUIDITY SERVICES INC	88,843.	92,644.
400 SHS NEUSTAR INC	7,947.	9,216.
1000 SHS WESTERN UNION	887.	18,850.
6000 SHS Ariba INC COMMON	65,928.	75,120.
5300 SHS BMP SUNSTONE	32,149.	30,157.
1400 SHS DRIL-QUIP INC	44,368.	79,072.
3100 SHS GEOEYE INC	63,396.	86,428.
1100 SHS HAEMONETICS CORP	57,045.	60,665.
1200 SHS IHS INC	50,838.	65,772.
2900 SHS OSI PHARMACEUTICALS	105,558.	90,074.
400 SHS RENTRAK CORP	5,641.	7,068.
400 SHS SHUTTERFLY INC	5,116.	7,124.
280 SHS STRAYER EDUCATION INC	49,022.	59,506.
19500 SHS TERREMARK WORLDWIDE INC	136,092.	133,380.
7700 SHS ASSOCIATES FIRST CAPITAL CORP	842.	2.
500 SHS CORE LABORATORIES N V COMMON	35,209.	59,060.
5000 SHS RRSAT GLOBAL COMM NET	51,788.	56,500.
2300 SHS AMERICAN PUBLIC EDUCATION INC	75,965.	79,028.
1200 SHS DEVRY INC DEL COMMON	62,421.	68,076.
1800 SHS AMERICAN ECOLOGY COMMON	27,502.	30,672.
2500 SHS ARGAN INC	32,016.	35,975.
3000 SHS QIAGEN N V ORD	51,820.	66,990.
7100 SHS ALPHATEC HOLDINGS INC	33,776.	37,914.
4000 SHS CHINACAST EDUCATION CORPORATION	16,428.	30,240.
2900 SHS CYBERSOURCE CORP	46,359.	58,319.
1500 SHS DIGITAL GLOBAL INC	29,928.	36,300.
4000 SHS MARKETAXESS HOLDING INC	45,466.	55,600.
1400 SHS NEUTRAL TANDEM INC	34,566.	31,850.
1300 SHS TELVENT GIT SA	35,806.	50,674.
3000 SHS BRIDGEPOINT EDUCATION	48,125.	45,060.
1500 SHS LOGMEIN INC	26,317.	29,925.
500 SHS MICROSTRATEGY INC	44,901.	47,010.
2000 SHS NUANCE COMMUNICATIONS INC	29,928.	31,060.
3000 SHS MINEFINDERS	29,895.	30,900.
2000 SHS SILVER WHEATON	12,699.	30,040.
5000 SHS CAMDEN LEARNING CORP	39,617.	58,750.
Total to Form 990-PF, Part II, line 10b	2,428,330.	2,878,162.

Form 990-PF	Grant Application Submission Information	Statement	7
	Part XV, Lines 2a through 2d		

Name and Address of Person to Whom Applications Should be Submitted

DAVID G. BURTON 411 N. REHOBOTH BLVD. MILFORD, DE 19963 (302)422-3041
411 N. REHOBOTH BLVD
MILFORD , DE 19963

Telephone Number

(302)-422-3041

Form and Content of Applications

LETTER TO FOUNDATION STATING REASON FOR NEED

Any Submission Deadlines

NONE

Restrictions and Limitations on Awards

NONE