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

2010

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.

For calendar year 2010, or tax year beginning

, and ending

G Check all that apply:  Initial return  Initial return of a former public charity  Final return  
 Amended return  Address change  Name change

Name of foundation <b>DAVID G. BURTON, SUCCESSOR TRUSTEE U/A DTD 5/6/67</b>		A Employer identification number <b>52-6072646</b>
Number and street (or P O box number if mail is not delivered to street address) <b>1104 PHILADELPHIA PIKE</b>		Room/suite
City or town, state, and ZIP code <b>WILMINGTON, DE 19809-2031</b>		C If exemption application is pending, check here ► <input type="checkbox"/> 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 type="checkbox"/> Section 501(c)(3) exempt private foundation <input checked="" 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"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16)	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	
► \$ <b>3,349,989.</b> (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		108.	108.		Statement 1
4 Dividends and interest from securities		16,562.	16,562.		Statement 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		795,913.			
Gross sales price for all assets on line 6a		5,142,332.			
7 Capital gain net income (from Part IV, line 2)			795,913.		
8 Net short-term capital gain					
9 Income distributions					
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		812,583.	812,583.		
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.	138.		5,237.
c Other professional fees Stmt 4		42,022.	42,022.		0.
17 Interest					
18 Taxes Stmt 5		7,704.	0.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses					
24 Total operating and administrative expenses Add lines 13 through 23		55,101.	42,160.		5,237.
25 Contributions, gifts, grants paid		165,000.			165,000.
26 Total expenses and disbursements Add lines 24 and 25		220,101.	42,160.		170,237.
27 Subtract line 26 from line 12		592,482.			
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)			770,423.		
c Adjusted net income (if negative, enter -0-)				N/A	

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Assets	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
	1 Cash - non-interest-bearing				
	2 Savings and temporary cash investments		296,848.	118,604.	118,604.
	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		1,000.		
	10a Investments - U.S. and state government obligations				
	b Investments - corporate stock	Stmt 6	2,428,330.	6,092.	5.
	c Investments - corporate bonds				
	11 Investments - land, buildings, and equipment: basis ►				
	Less accumulated depreciation ►				
	12 Investments - mortgage loans				
	13 Investments - other	Stmt 7	0.	3,200,668.	3,231,380.
	14 Land, buildings, and equipment: basis ►				
	Less accumulated depreciation ►				
	15 Other assets (describe ► )				
	16 Total assets (to be completed by all filers)		2,726,178.	3,325,364.	3,349,989.
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 ► <b>FEDERAL EXCISE TAX</b> )		0.	6,879.	
	23 Total liabilities (add lines 17 through 22)		0.	6,879.	
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		2,726,178.	3,318,485.	
	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		2,726,178.	3,318,485.	
	31 Total liabilities and net assets/fund balances		2,726,178.	3,325,364.	

## 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 2,726,178.
2 Enter amount from Part I, line 27a	2 592,482.
3 Other increases not included in line 2 (itemize) ►	3 0.
4 Add lines 1, 2, and 3	4 3,318,660.
5 Decreases not included in line 2 (itemize) ► <b>NON DEDUCTIBLE EXPENSE</b>	5 175.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6 3,318,485.

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## 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	12/31/10	12/31/10
b SEE ATTACHED SCHEDULE - LT G/L			P	01/01/09	12/31/10
c Capital Gains Dividends					
d					
e					
(e) Gross sales price		(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a 2,849,019.			2,718,611.	130,408.	
b 2,290,588.			1,627,808.	662,780.	
c 2,725.				2,725.	
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				130,408.	
b				662,780.	
c				2,725.	
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	795,913.
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))
2009	142,787.	2,876,668.	.049636
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

2 Total of line 1, column (d)	2	.245520
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	.049104
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	3,268,290.
5 Multiply line 4 by line 3	5	160,486.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	7,704.
7 Add lines 5 and 6	7	168,190.
8 Enter qualifying distributions from Part XII, line 4	8	170,237.

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.

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**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.	1	7,704.
	' 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 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	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	7,704.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-	5	7,704.
6	<b>Credits/Payments:</b>		
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	1,000.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	1,000.
8	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	175.
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter amount owed	9	6,879.
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be: <b>Credited to 2011 estimated tax</b> ►	11	Refunded ►

**Part VII-A Statements Regarding Activities**

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	Yes	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		X	
1c	Did the foundation file Form 1120-POL for this year?		X	
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ► \$ _____ 0. (2) On foundation managers. ► \$ _____ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ _____ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>	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? <i>If "Yes," attach a conformed copy of the changes</i>	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? <i>If "Yes," attach the statement required by General Instruction T</i>	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? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► _____ <b>DE</b>			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? 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	

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

11		X
12		X
13	X	
14	The books are in care of ► BUMPERS & COMPANY Located at ► 1104 PHILADELPHIA PIKE, WILMINGTON, DE	Telephone no. ► 302-798-3300 ZIP+4 ► 19809
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 0.
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	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	X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	X 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	X 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	X No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A ►	
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	1b	
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010?	<input type="checkbox"/> Yes	X No
If "Yes," list the years ► _____, _____, _____, _____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____, _____	2b	
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	X No
b If "Yes," did it have excess business holdings in 2010 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010.)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	3b	
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4a	X
	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))?
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?
- (3) Provide a grant to an individual for travel, study, or other similar purposes?
- (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)?
- (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  
 Yes  No  
 Yes  No  
 Yes  No  
 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

►

5b

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

Yes  No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

Yes  No

6b

X

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If "Yes" to 6b, file Form 8870.

Yes  No

N/A

7b

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

**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

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**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
<b>NONE</b>		

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
<b>1</b>	<b>NONE</b>	
<b>2</b>		0.
<b>3</b>		
<b>4</b>		

**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
<b>1</b>		
<b>2</b>		
All other program-related investments. See instructions.		
<b>3</b>	<b>NONE</b>	
<b>Total.</b> Add lines 1 through 3		0.

**DAVID G. BURTON, SUCCESSOR TRUSTEE**  
**U/A DTD 5/6/67**

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**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	2,441,681.
b	Average of monthly cash balances	1b	876,380.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	3,318,061.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	3,318,061.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	49,771.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,268,290.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	163,415.

**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	163,415.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	7,704.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	7,704.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	155,711.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	155,711.
6	Deduction from distributable amount (see instructions)	6	0.
7	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	155,711.

**Part XII Qualifying Distributions** (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:	1a	170,237.
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1b	0.
b	Program-related investments - total from Part IX-B	2	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	3a	
3	Amounts set aside for specific charitable projects that satisfy the:	3b	
a	Suitability test (prior IRS approval required)	4	170,237.
b	Cash distribution test (attach the required schedule)	5	7,704.
4	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	6	162,533.
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		
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4		

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.

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**Part XIII Undistributed Income (see instructions)**

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				155,711.
2 Undistributed income, if any, as of the end of 2010			0.	
a Enter amount for 2009 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005				
b From 2006				
c From 2007	7,720.			
d From 2008	6,495.			
e From 2009				
f Total of lines 3a through e	14,215.			
4 Qualifying distributions for 2010 from Part XII, line 4: ► \$ 170,237.			0.	
a Applied to 2009, but not more than line 2a				
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 2010 distributable amount				155,711.
e Remaining amount distributed out of corpus	14,526.			0.
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			
6 Enter the net total of each column as indicated below:	28,741.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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 2009. Subtract line 4a from line 2a. Taxable amount - see instr.				0.
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	28,741.			
10 Analysis of line 9:				
a Excess from 2006				
b Excess from 2007	7,720.			
c Excess from 2008	6,495.			
d Excess from 2009				
e Excess from 2010	14,526.			

**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 2010, enter the date of the ruling  
b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

**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 the instructions.)

## 1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

None

**b** List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

None

**2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ►  if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

See Statement 8

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

**c Any submission deadlines:**

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

**Part XV Supplementary Information (continued)**

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<i>a Paid during the year</i> SEE LIST ATTACHED	NONE			165,000.
<b>Total</b>				► 3a 165,000.
<i>b Approved for future payment</i>				
None				
<b>Total</b>				► 3b 0.

## Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(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					
4 Dividends and interest from securities					
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					
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.		812,583.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13	812,583.

#### Relationship of Activities to the Accomplishment of Exempt Purposes



**David G Burton Successor Trust**  
**EIN 52-6072646**  
**Gain/Loss Schedule**  
**12/31/2010**

Asset	Date Acquired	Date Sold	Shares Sold	Proceeds	Total Cost	Gain / (Loss)
ST Telvent	11/02/09	01/28/10	200	7,542 64	5,558 90	1,983 74
ST Navigators Group	07/22/09	02/02/10	50	2,122 87	2,389 00	(266 13)
ST Neutral Tandem	Various	02/05/10	1,400	21,329 84	34,566 23	(13,236 39)
ST American Ecology Common	04/15/09	02/08/10	600	8,874 00	8,728 86	145 14
ST Navigators Group	07/22/09	02/08/10	350	14,665 48	16,722 92	(2,057 44)
ST American Ecology Common	Various	02/09/10	1,200	17,271 02	18,773 32	(1,502 30)
ST American Public Education Inc	05/13/09	02/18/10	1,100	44,012 42	36,277 78	7,734 64
ST Alphatec Holdings	10/27/09	03/22/10	700	4,642 55	3,426 29	1,216 26
ST Bridgeport Education Inc	10/15/09	03/31/10	500	12,412 34	8,244 95	4,167 39
ST American Public Education Inc	05/13/09	03/31/10	100	4,615 22	3,297 98	1,317 24
ST Bridgeport Education Inc	Various	04/01/10	1,000	24,011 09	16,511 05	7,500 04
ST Telvent GIT	11/02/09	04/12/10	200	5,617 08	5,558 90	58 18
ST Devry Inc	09/15/09	04/29/10	500	32,465 20	25,476 60	6,988 60
ST Cybersource Corp	09/02/09	05/10/10	1,500	38,450 49	23,847 30	14,603 19
ST Telvent GIT	11/02/09	05/11/10	300	7,924 24	8,338 35	(414 11)
ST Cybersource Corp	Various	05/11/10	1,400	35,895 39	22,511 67	13,383 72
ST Microstrategy Inc	11/17/09	05/11/10	500	34,965 25	44,900 80	(9,935 55)
ST Minefinders Corp	09/15/09	05/11/10	3,000	27,206 83	29,895 30	(2,688 47)
ST Argan Inc	10/14/09	05/11/10	2,300	25,159 27	29,454 26	(4,294 99)
ST Telvent GIT	11/02/09	05/12/10	600	15,741 15	16,350 00	(608 85)
ST Iris Int'l	11/24/09	05/12/10	300	3,172 23	3,304 71	(132 48)
ST Marketaxess Holdings Inc	08/17/09	05/12/10	1,000	15,434 93	11,145 00	4,289 93
ST RRSAT Global Co	05/29/09	05/14/10	100	999 46	1,035 75	(36 29)
ST Fairborne Energy	11/04/09	05/17/10	200	650 32	816 60	(166 28)
ST RRSAT Global Co	05/29/09	05/17/10	1,825	18,313 19	18,902 44	(589 25)
ST RRSAT Global Co	05/29/09	05/18/10	3,075	30,836 80	31,849 31	(1,012 51)
ST Marketaxess Holdings Inc	08/17/09	05/25/10	1,000	14,478 65	11,145 00	3,333 65
ST Thompson Creek Metals Co	01/13/10	05/25/10	500	4,509 92	6,947 00	(2,437 08)
ST Iris Int'l	Various	05/25/10	500	5,595 90	5,474 60	121 30
ST Devry Inc	Various	06/02/10	200	11,498 82	10,403 47	1,095 35
ST Tyler Technologies	02/02/10	06/07/10	700	11,403 78	13,169 24	(1,765 46)
ST Tyler Technologies	Various	06/07/10	800	12,785 38	15,016 26	(2,230 88)
ST Bridgeport Education Inc	Various	06/07/10	500	10,739 41	7,908 43	2,830 98
ST Bridgeport Education Inc	11/06/09	06/11/10	200	4,014 45	2,891 00	1,123 45
ST Thompson Creek Metals Co	01/13/10	06/11/10	1,000	8,050 06	13,894 00	(5,843 94)
ST Lihua Int'l	Various	06/11/10	2,300	18,180 73	19,476 18	(1,295 45)
ST Tyler Technologies	Various	06/11/10	400	6,415 89	7,588 84	(1,172 95)
ST Tyler Technologies	Various	07/01/10	800	12,806 42	15,130 36	(2,323 94)
ST Bridgeport Education Inc	Various	07/01/10	800	14,154 00	12,569 70	1,584 30
ST Devry Inc	11/13/09	07/07/10	500	25,419 02	26,540 75	(1,121 73)
ST Onyx Pharmaceutical	Various	07/07/09	200	3,965 69	5,387 23	(1,421 54)
ST Argan Inc	Various	07/15/10	741	6,831 90	10,990 02	(4,158 12)
ST Genoptix Inc	Various	07/19/10	400	7,020 40	12,553 76	(5,533 36)
ST Argan Inc	03/09/10	07/26/10	197	1,767 06	3,069 26	(1,302 20)
ST Log Me Inc	11/25/09	07/27/10	500	14,370 60	8,964 55	5,406 05
ST Argan Inc	Various	07/29/10	1,762	15,249 67	27,039 96	(11,790 29)
ST Strayer Education Inc	11/10/09	08/11/10	50	10,588 92	9,988 00	600 92
ST Nuance Comm Inc	12/09/09	08/13/10	308	4,665 75	4,608 91	56 84
ST Logmein Inc	Various	08/13/10	500	13,786 31	8,868 41	4,917 90
ST Digital Globe Inc	Various	08/13/10	115	3,485 02	2,262 43	1,222 59
ST Nuance Comm Inc	12/09/09	08/13/10	584	8,827 48	8,738 98	88 50
ST Digital Globe Inc	Various	08/13/10	885	26,655 65	17,678 61	8,977 04
ST Nuance Comm Inc	12/09/09	08/13/10	308	4,705 61	4,608 91	96 70
ST Genoptix Inc	Various	08/18/10	400	8,631 75	15,397 07	(6,765 32)

ST Greenlight Capital RE LTD	04/20/10	08/18/10	500	11,578 70	13,124 75	(1,546 05)
ST Power One Inc	05/14/10	8/118/10	500	5,318 91	3,984 95	1,333 96
ST Thompson Creek Metals Co	01/19/10	08/18/10	500	4,496 37	7,003 55	(2,507 18)
ST Emdeon Inc	03/19/10	08/19/10	3,400	37,356 86	56,338 00	(18,981 14)
ST Strayer Education Inc	11/10/09	08/19/10	100	16,559 64	19,976 00	(3,416 36)
ST Greenlight Capital RE LTD	04/20/10	08/19/10	1,000	23,044 51	26,249 50	(3,204 99)
ST Measurement Specialties Inc	Various	08/19/10	1,000	15,033 04	13,869 14	1,163 90
ST Thompson Creek Metals Co	01/19/10	08/20/10	300	2,735 98	4,202 13	(1,466 15)
ST Qiagen N V ORD	10/06/09	08/27/10	200	3,540 84	4,193 32	(652 48)
ST Greenlight Capital RE LTD	05/21/10	08/27/10	300	6,646 14	7,568 55	(922 41)
ST Measurement Specialties Inc	Various	08/27/10	800	11,420 84	10,621 52	799 32
ST Alphatec Holdings	10/27/09	08/30/10	100	203 82	489 47	(285 65)
ST Alphatec Holdings	10/27/09	09/01/10	700	1,479 28	3,426 29	(1,947 01)
ST KongZhong Corp ADR	07/14/10	09/01/10	2,016	11,416 00	12,255 47	(839 47)
ST Radian Systems Inc	04/12/10	09/03/10	400	7,123 47	5,455 08	1,668 39
ST KongZhong Corp ADR	Various	09/07/10	5,984	32,073 69	36,661 10	(4,587 41)
ST Radian Systems Inc	04/12/10	09/07/10	800	14,972 86	10,910 16	4,062 70
ST Alphatec Holdings	Various	09/08/10	7,100	15,969 75	32,652 21	(16,682 46)
ST Logmein Inc	11/30/09	09/13/10	300	9,901 48	5,090 31	4,811 17
ST Marketaxess Holdings Inc	10/27/09	10/20/10	1,000	17,005 21	12,495 40	4,509 81
ST Ariba Inc	10/27/09	10/20/10	1,100	21,346 90	13,378 09	7,968 81
ST Vicor Corp	10/01/10	10/20/10	2,400	38,889 90	33,635 68	5,254 22
ST American Superconductor Corp	10/18/10	10/20/10	1,000	35,895 39	38,583 30	(2,687 91)
ST SVB Financial Group	12/21/09	10/20/10	500	22,423 62	20,462 58	1,961 04
ST Clarus Corporation	05/13/10	10/20/10	13,000	87,358 51	78,390 00	8,968 51
ST BMP Sunstone Corp	Various	10/20/10	4,700	36,890 61	25,240 30	11,650 31
ST Hittie Microwave Corp	various	10/20/10	1,000	49,828 65	46,392 74	3,435 91
ST National American University Holdings	Various	10/21/10	8,800	62,038 94	66,229 81	(4,190 87)
ST Greenlight Capital RE LTD	Various	10/27/10	2,000	55,915 05	51,372 50	4,542 55
ST Littlefuse Common	Various	10/27/10	1,900	80,070 72	65,950 43	14,120 29
ST Peet's Coffee & Tea Inc	Various	10/27/10	1,300	48,512 58	45,930 29	2,582 29
ST American Public Education Inc	Various	10/27/10	400	13,252 53	17,772 00	(4,519 47)
ST Chinacast Education Corp	07/22/10	10/27/10	100	741 79	629 00	112 79
ST Emdeon Inc	03/19/10	10/18/10	2,700	34,772 98	44,739 00	(9,966 02)
ST Nuance Comm Inc	12/09/09	10/18/10	800	12,074 03	11,971 20	102 83
ST SVB Financial Group	12/21/09	10/18/10	200	9,185 10	7,758 12	1,426 98
ST Meta Financial Group Inc	05/14/10	10/18/10	100	2,008 97	2,998 08	(989 11)
ST Meta Financial Group Inc	05/14/10	10/19/10	1,900	40,553 67	56,963 52	(16,409 85)
ST Viastat Inc	10/01/10	10/20/10	1,000	41,719 29	40,090 10	1,629 19
ST National American University Holdings	01/13/10	10/20/10	1,200	9,025 88	9,508 08	(482 20)
ST Genoptix Inc	05/12/10	10/20/10	600	9,421 88	17,828 76	(8,406 88)
ST Copart Inc	Various	10/20/10	1,500	51,249 93	50,009 11	1,240 82
ST Hub Group Inc	Various	10/20/10	1,500	44,394 29	44,301 66	92 63
ST Radian Systems Inc	various	10/20/10	2,000	39,196 13	27,242 94	11,953 19
ST Shutterfly Inc	05/04/10	10/20/10	1,000	25,060 37	23,878 60	1,181 77
ST Netlogic Microsystems Inc	Various	10/20/10	2,000	53,903 88	59,876 55	(5,972 67)
ST Measurement Specialties Inc	Various	10/20/10	3,000	63,967 01	47,364 87	16,602 14
ST Digital Globe Inc	Various	10/20/10	1,000	32,793 14	21,871 20	10,921 94
ST Lihua Int'l	Various	10/20/10	7,000	63,745 82	61,292 57	2,453 25
ST Rentrak Corp	03/26/10	10/20/10	526	14,698 29	10,914 51	3,783 78
ST Thompson Creek Metals Co	Various	10/20/10	1,000	11,698 30	12,975 49	(1,277 19)
ST Royal Gold Inc	Various	10/20/10	1,500	74,277 24	73,604 39	672 85
ST Nuance Comm Inc	02/04/10	10/20/10	2,000	30,215 48	30,160 00	55 48
ST Sciquest Inc	09/29/10	10/20/10	1,100	13,088 78	10,450 00	2,638 78
ST Atlas Air Worldwide Holdings	Various	10/20/10	1,400	77,471 89	73,529 82	3,942 07
ST Skyworks Solutions Inc	Various	10/20/10	2,300	49,484 12	42,891 17	6,592 95
ST LKQ Corp	10/18/10	10/20/10	2,300	49,633 85	49,482 20	151 65
ST Costar Inc	4/19/2010	10/20/2010	600	30,573 14	26,441 94	4,131 20
ST Pason Systems Inc	Various	10/27/10	2,500	29,342 00	28,738 00	604 00
ST GT Solar International Inc	Various	10/27/10	8,600	71,894 78	70,102 90	1,791 88
ST Cymer Inc	Various	10/27/10	2,000	73,189 76	64,395 60	8,794 16
ST Power One Inc	05/14/10	10/27/10	6,000	63,718 92	47,819 40	15,899 52
ST Epiq Systems Inc	Various	10/27/2010	2,500	29,206 25	30,176 34	(970 09)

ST Liquidity Services Inc	various	11/19/10	3,300	49,880 30	30,878 27	19,002 03
ST IHS Inc	3/23/2010	11/19/10	300	21,542 64	16,294 38	5,248 26
ST Ebix Inc	Various	11/19/10	1,600	33,259 44	24,130 52	9,128 92
ST Log Me Inc	Various	11/19/10	1,200	46,271 21	21,202 50	25,068 71
ST BMP Sunstone Corp	12/7/2010	12/07/10	53	522 04	-	522 04

<b>Total Short Term Gain</b>	<b>2,849,018 93</b>	<b>2,718,610 61</b>	<b>130,408 32</b>
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LT Terremark Worldwide INC	various	01/08/10	1,400	10,668 28	11,495 84	(827 56)
LT Terremark Worldwide INC	various	01/11/10	2,400	17,910 25	18,795 31	(885 06)
LT Terremark Worldwide INC	5/31/2007	01/13/10	200	1,615 99	1,456 70	159 29
LT Balchem Corp	various	01/13/10	300	9,813 85	1,560 00	8,253 85
LT Terremark Worldwide INC	various	01/14/10	700	5,762 67	5,225 56	537 11
LT CKX Inc	various	01/25/10	6,000	29,521 42	39,520 66	(9,999 24)
LT Terremark Worldwide INC	6/12/2007	01/29/10	100	821 82	736 57	85 25
LT Fairborne Energy	11/18/2008	01/29/10	500	2,345 30	2,832 95	(487 65)
LT Terremark Worldwide INC	6/12/2007	01/29/10	100	824 38	736 57	87 81
LT Navigators Group	9/4/2001	02/02/10	250	10,612 50	4,787 50	5,825 00
LT Terremark Worldwide INC	various	02/03/10	500	4,192 44	3,644 37	548 07
LT Fairborne Energy	11/18/2008	02/08/10	1,500	6,731 25	8,498 85	(1,767 60)
LT CKX Inc	various	02/16/10	6,300	25,142 97	26,672 25	(1,529 28)
LT OSI Pharmaceuticals	10/22/2007	03/04/10	500	27,717 14	18,489 50	9,227 64
LT OSI Pharmaceuticals	10/30/2007	03/04/10	500	27,718 94	18,139 20	9,579 74
LT OSI Pharmaceuticals	10/30/2007	03/05/10	400	22,640 59	14,511 36	8,129 23
LT OSI Pharmaceuticals	10/30/2007	03/05/10	300	16,985 78	10,883 52	6,102 26
LT OSI Pharmaceuticals	10/30/2007	03/08/10	600	33,968 56	21,767 04	12,201 52
LT Geoeye Inc	various	03/12/10	400	9,995 27	8,506 38	1,488 89
LT Terremark Worldwide INC	various	03/15/10	1,500	11,650 20	9,910 70	1,739 50
LT Geoeye Inc	5/22/2008	03/16/10	400	11,241 73	7,819 80	3,421 93
LT Geoeye Inc	various	03/16/10	1,000	28,312 64	20,381 10	7,931 54
LT OSI Pharmaceuticals	10/30/2007	03/26/10	300	17,627 20	10,883 52	6,743 68
LT Drill Quip Inc	10/17/2008	03/26/10	400	24,448 56	12,676 64	11,771 92
LT Onyx Pharmaceutical	3/20/2008	04/01/10	400	12,384 11	10,551 00	1,833 11
LT Peet's Coffee & Tea Inc	1/11/2008	04/01/10	146	5,801 15	3,832 82	1,968 33
LT Neustar Inc	11/5/2008	04/01/10	400	10,059 02	7,947 00	2,112 02
LT Onyx Pharmaceutical	3/20/2008	04/05/10	200	6,083 57	5,275 50	808 07
LT Peet's Coffee & Tea Inc	3/20/2008	04/05/10	200	7,918 24	5,250 44	2,667 80
LT Onyx Pharmaceutical	3/20/2008	04/05/10	300	9,116 57	7,913 25	1,203 32
LT Peet's Coffee & Tea Inc	1/11/2008	04/05/10	154	6,104 96	4,042 84	2,062 12
LT Onyx Pharmaceutical	various	04/07/10	200	5,951 89	5,693 42	258 47
LT Peregrine Systems Inc - Class Action	04/06/10	-	26,515 71	-	-	26,515 71
LT Seracare Life Science Inc - Class Action	04/07/10	-	2,761 00	-	-	2,761 00
LT Peet's Coffee & Tea Inc	various	04/08/10	200	7,563 01	4,894 96	2,668 05
LT Terremark Worldwide INC	various	04/20/10	200	1,510 05	1,246 96	263 09
LT Constant Contact Inc	12/16/2008	04/20/10	600	15,236 02	8,875 56	6,360 46
LT Qiagen N V	2/3/2009	04/28/10	1,000	22,697 61	17,258 30	5,439 31
LT OSI Pharmaceuticals	10/30/2007	05/11/10	100	5,754 40	3,627 84	2,126 56
LT BMP Sunstone Corp	8/20/2007	05/11/10	600	3,071 94	5,637 00	(2,565 06)
LT Geoeye Inc	10/16/2008	05/11/10	300	7,746 85	6,280 65	1,466 20
LT Ariba Inc	11/13/2009	05/11/10	1,100	14,352 88	12,967 79	1,385 09
LT Iris Int'l Inc	various	05/11/10	2,300	25,879 16	30,311 58	(4,432 42)
LT Drill Quip Inc	10/17/2008	05/11/10	1,000	54,752 77	31,691 60	23,061 17
LT Fairborne Energy	11/18/2008	05/11/10	1,100	4,388 92	6,232 49	(1,843 57)
LT Iris Int'l Inc	various	05/12/10	2,900	30,568 31	29,732 86	835 45
LT OSI Pharmaceuticals	10/30/2007	05/12/10	200	11,363 26	7,255 68	4,107 58
LT Fairborne Energy	11/18/2008	05/14/10	1,900	7,666 69	10,765 21	(3,098 52)
LT Fairborne Energy	various	5/17/2010	5,400	22,094 64	12,717 19	9,377 45
LT Fairborne Energy	11/4/2009	05/17/10	900	3,682 55	3,674 70	7 85
LT Taro Pharmaceuticals - Litigation	-	05/27/10	-	29 80	-	29 80
LT BMP Sunstone Corp	10/6/2008	06/01/10	1,500	7,545 92	10,332 75	(2,786 83)
LT Onyx Pharmaceutical	various	06/02/10	300	6,620 88	9,167 01	(2,546 13)
LT BMP Sunstone Corp	various	06/11/10	1,500	7,289 87	8,549 25	(1,259 38)

LT Onyx Pharmaceutical	5/5/2009	06/11/10	200	4,537.92	5,193.26	(655.34)
LT Genoptix Inc	various	07/01/10	1,400	22,955.69	42,163.04	(19,207.35)
LT Seracare Life Science Inc	various	07/02/10	4,800	18,800.79	65,676.32	(46,875.53)
LT Onyx Pharmaceutical	5/5/2009	07/07/10	500	10,004.23	12,963.24	(2,959.01)
LT Genoptix Inc	various	07/07/10	700	11,946.90	20,275.38	(8,328.48)
LT Onyx Pharmaceutical	5/12/2009	07/07/10	200	3,965.69	5,153.44	(1,187.75)
LT Seracare Life Sciences Inc	4/21/2005	07/08/10	1,000	3,180.14	10,583.90	(7,403.76)
LT Strayer Education Inc	various	07/16/10	120	25,324.01	17,607.38	7,716.63
LT Genoptix Inc	5/11/2009	07/19/10	100	1,755.10	2,643.54	(888.44)
LT Seracare Life Sciece Inc	4/21/2005	07/22/10	306	1,245.39	3,238.67	(1,993.28)
LT Seracare Life Sciece Inc	various	07/26/10	1,894	7,709.39	20,809.81	(13,100.42)
LT Qiagen N V	various	07/29/10	500	9,291.34	7,973.85	1,317.49
LT Ariba Inc	11/13/2007	08/03/10	400	6,972.28	4,715.56	2,256.72
LT Geoeye Inc	10/16/2008	08/06/10	100	3,332.27	2,093.55	1,238.72
LT Geoeye Inc	10/16/2008	08/06/10	200	6,708.98	4,187.19	2,521.79
LT Strayer Education Inc	3/13/2008	08/11/10	10	2,117.79	1,450.22	667.57
LT Terremark Worldwide INC	various	08/12/10	1,000	8,427.35	7,094.39	1,332.96
LT Qiagen N V	various	08/13/10	600	11,219.69	9,734.94	1,484.75
LT Ariba Inc	various	08/13/10	600	9,251.84	6,787.59	2,464.25
LT American Public Education Inc	5/13/2009	08/13/10	200	5,452.90	6,595.96	(1,143.06)
LT IHS Inc	10/27/2008	08/13/10	300	18,382.18	11,224.71	7,157.47
LT American Public Education Inc	5/13/2009	08/18/10	200	4,943.91	6,595.96	(1,652.05)
LT Gen Probe Inc	10/27/2008	08/18/10	500	23,787.04	21,847.95	1,939.09
LT Gen Probe Inc	10/27/2008	08/19/10	200	9,421.84	8,739.18	682.66
LT SVB Financial Group	various	08/20/10	316	12,885.98	8,556.00	4,329.98
LT Gen Probe Inc	various	08/20/10	400	19,046.67	14,879.27	4,167.40
LT SVB Financial Group	9/17/2003	08/20/10	184	7,414.15	5,173.66	2,240.49
LT Qiagen N V	5/14/2009	08/23/10	200	3,616.63	3,302.00	314.63
LT Qiagen N V	5/21/2009	08/23/10	100	1,812.46	1,650.08	162.38
LT SVB Financial Group	9/17/2003	08/24/10	300	11,869.89	8,435.31	3,434.58
LT Qiagen N V	various	08/27/10	400	7,081.68	7,707.53	(625.85)
LT IHS Inc	10/27/2008	08/27/10	400	24,878.21	14,966.28	9,911.93
LT SVB Financial Group	9/17/2003	08/27/10	100	3,754.16	2,811.77	942.39
LT Gen Probe Inc	12/29/2008	09/02/10	100	4,514.82	3,973.33	541.49
LT IHS Inc	2/27/2009	08/31/10	100	6,181.90	3,894.48	2,287.42
LT Ariba Inc	various	08/31/10	500	7,471.42	5,832.27	1,639.15
LT Costar Group Inc	various	09/03/10	600	24,909.17	22,417.83	2,491.34
LT Terremark Worldwide INC	10/2/2007	09/15/10	400	3,819.93	2,996.00	823.93
LT Peregrine Systems Inc - Class Action	various	09/21/10	-	3,443.13	-	3,443.13
LT Terremark Worldwide INC	various	10/01/10	800	8,229.78	5,941.32	2,288.46
LT Terremark Worldwide INC	various	10/01/10	600	6,164.95	4,510.44	1,654.51
LT Marketaxess Holdings Inc	3/19/2009	10/20/10	1,000	17,005.21	10,680.90	6,324.31
LT Ariba Inc	various	10/20/10	2,300	44,634.42	22,246.99	22,387.43
LT Concur Technologies Inc	11/16/2005	10/20/10	500	24,673.13	5,919.35	18,753.78
LT Peet's Coffee & Tea Inc	various	10/27/10	200	7,463.47	4,621.92	2,841.55
LT Chinacast education Corp	various	10/27/10	4,000	29,671.49	16,427.65	13,243.84
LT Terremark Worldwide INC	various	10/27/10	9,600	93,670.41	62,300.93	31,369.48
LT American Public Education Inc	various	10/27/10	700	23,191.94	23,197.21	(5.27)
LT Haemonetics Corp	10/28/2008	10/18/10	1,100	60,495.67	57,044.90	3,450.77
LT Costar Group Inc	7/30/2009	10/20/10	300	15,286.57	10,577.27	4,709.30
LT Copart Inc	various	10/20/10	300	10,249.99	1,016.64	9,233.35
LT Shutterfly Inc	5/12/2008	10/20/10	400	10,024.15	5,116.28	4,907.87
LT Equinix Inc	12/11/2008	10/20/10	150	11,144.35	7,646.34	3,498.01
LT Geoeye Inc	various	10/20/10	700	31,125.46	14,127.21	16,998.25
LT Digitalglobe Inc	9/11/2009	10/20/10	500	16,396.57	9,986.65	6,409.92
LT Rentrak Corp	1/8/2008	10/20/10	400	11,177.41	5,640.80	5,536.61
LT Core Laboratories NV	3/5/2009	10/20/10	1,000	88,854.99	35,208.55	53,646.44
LT BMP Sunstone Corp	Various	10/20/10	1,700	13,343.41	7,630.45	5,712.96
LT LKQ Corp	various	10/20/10	700	15,105.95	2,934.75	12,171.20
LT Pason Sysystems Inc	various	10/27/10	3,500	41,078.80	32,847.01	8,231.79
LT Constant Contact Inc	various	10/27/10	3,400	70,207.79	44,204.51	26,003.28
LT Gen Probe Inc	5/6/2009	10/27/10	400	19,111.67	16,908.92	2,202.75
LT Epiq Systems Inc	various	10/27/10	6,600	77,104.51	87,034.90	(9,930.39)

LT Liquidity Services Inc	various	10/29/10	2,200	35,231 96	22,553 11	12,678 85
LT Liquidity Services Inc	various	10/29/10	2,200	35,442 72	22,600 24	12,842 48
LT Liquidity Services Inc	various	11/19/10	1,700	25,695 91	14,929 84	10,766 07
LT IHS Inc	9/29/2009	11/19/10	400	28,723 51	20,752 96	7,970 55
LT Ebix Inc	various	11/19/10	3,900	81,069 87	38,977 15	42,092 72
LT Silver Wheaton Corp	various	11/19/10	2,000	62,038 95	12,699 49	49,339 46
LT Seracare Life Sciences Inc	various	11/20/10	8,000	30,639 47	26,253 64	4,385 83
LT Balchem Corp	various	11/22/10	3,000	90,929 36	10,599 86	80,329 50
LT Expeditors Int'l Washington	various	11/22/10	1,000	50,215 15	166 66	50,048 49
LT United Health Group	5/2/2000	11/22/10	100	3,512 94	14 07	3,498 87
LT Western Union Co	10/2/2006	11/22/10	1,000	17,459 70	887 06	16,572 64
<b>Total Long Term Gain</b>				<u>2,290,587 98</u>	<u>1,627,808 35</u>	<u>662,779 63</u>
<b>Total Gain:</b>				<u>5,139,606 91</u>	<u>4,346,418 96</u>	<u>793,187 95</u>

David Burton Successor Trustee  
EIN: 52-6072646  
Contributions  
12/31/2010

**All grants are unrestricted to be used at the discretion of the charity**

<b>Charity</b>	<b>Check #</b>	<b>Amount</b>
Religious of the Sacred Heart 4356 West Pine St. St. Louis, MO 63108	1475	82,500
Benedictine School for Exceptional Children 14299 Benedictine Lane Ridgely, MD 21660-9941	1476	2,000
Marymount University 2807 N. Glebe Road Arlington, VA 22207-4299	1477	5,000
Bayard House 300 Bayard Road Wilmington, DE 19805	1478	1,000
Society of St. Vincent DePaul 115 E. 14th St. Wilmington, DE 19801	1479	1,000
Catholic Relief Services Major Gifts Unit 228 West Lexington St Baltimore, MD 21298-3173	1480	10,000
Casa San Francisco P.O. Box 38 Milton, DE 19968	1481	5,000
Joseph House 411 No. Poplar Hill Salisbury, MD 21802	1482	2,000
Holy Cross School 631 South 8th St, Dover, DE 19901-3559	1483	5,000
Pacem in Terris C/O Raskob Foundation P.O. Box 4019 Wilmington, DE 19807	1484	1,000
Save the Children P.O. Box 9158 Chelsea, MA 02150-9158	1485	2,000
Stone Ridge School 9101 Rockville Pike Bethesda, MD 20814	1486	2,000

Mom's House P.O. Box 1138 Dover, DE 19903	1487	2,000
Pregnancy Help Center 1991 South State Street Dover, DE 19901	1488	1,000
Sisters of Charity of Nazareth SCN Missions, Box 9 Nazareth, KY 40048	1489	1,000
St. Thomas More Academy 133 Thomas More Drive Magnolia, DE 19962	1490	20,000
Catholic Charities 1155 West Walker Road Dover, DE 19904	1491	5,000
St. John's Catholic Church Seabury Ave. & School Place Milford, DE 19963	1492	3,000
Georgetown University Office of Alumni & Univ Rel. P.O. Box 4571253 Washington, DC 20057-11253	1493	500
Family Network 2959 Park Ave. Soquel, CA 95073	1494	2,000
The Way Home P.O. Box 1103 Academy & E. Pine St. Georgetown, DE 19947	1495	4,000
La Esperanza 319 N. Race St. Georgetown, DE 19947	1496	4,000
Delaware Right of Life P.O. Box 1222 Wilmington, DE 19899	1497	2,000
Little Sisters of the Poor 185 Salem Church Road Newark, DE 19713-2997	1498	1,000
Interfaith Housing 613 N. Washington St. Wilmington, DE 19801	1499	<u>1,000</u>
<b>Total</b>		<b>165,000</b>

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

Source	Amount
WILMINGTON PRIME MONEY MARKET	37.
WILMINGTON TRUST	38.
WILMINGTON U.S GOV'T FUND	33.
Total to Form 990-PF, Part I, line 3, Column A	108.

## Form 990-PF Dividends and Interest from Securities Statement 2

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
AMERICAN ECOLOGY COMMON	324.	0.	324.
BALCHEM CORP CLASS B	380.	0.	380.
CORE LABORATORIES	706.	0.	706.
DEVRY INC	170.	0.	170.
EPIQ SYSTEMS	263.	0.	263.
EXPEDITORS INT'L OF WASHINGTON	200.	0.	200.
GLENMEDE FUND INC - CORE FIXED INCOME	299.	0.	299.
GLENMEDE FUND INC - INT'L PORTFOLIO	63.	0.	63.
GLENMEDE FUND INC - LARGE CAP 100	110.	0.	110.
GLENMEDE FUND INC - LARGE CAP GROWTH	59.	0.	59.
GLENMEDE FUND INC - LARGE CAP VALUE	93.	0.	93.
GLENMEDE FUND INC - SECURED OPTIONS	2,897.	1,731.	1,166.
GLENMEDE FUND INC - STRATEGIC EQUITY PORTFOLIO	683.	0.	683.
GLENMEDE FUND INC - TOTAL MARKET PORTFOLIO	50.	0.	50.
GMO QUALITY FUND IV	565.	0.	565.
LONGLEAF PARTNERS	656.	0.	656.
MARKETAXESS HOLDING INC	630.	0.	630.
MATTHEWS PACIFIC TIGER	213.	0.	213.
META FINANCIAL	520.	0.	520.
NATIONAL AMERICAN UNIVERSITY	1,741.	0.	1,741.
PASON SYSTEMS INC	1,166.	0.	1,166.
ROYAL GOLD INC	225.	0.	225.
ROYCE SPECIAL EQUITY	65.	0.	65.
RRSAT GLOBAL COMM	920.	0.	920.
STRAYER EDUCATION INC	420.	0.	420.
TEMPLETON GLOBAL FUNDS	682.	0.	682.

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THORNBURG INT'L VALUE	262.	0.	262.
TWEEDY BROWN GLOBAL FUND	2,696.	480.	2,216.
UNITED HEALTH GROUP	28.	0.	28.
VAN ECK GLOBAL HARD ASSETS	534.	0.	534.
VANGUARD PRIMECAP FUND	1,127.	514.	613.
VICOR CORP	360.	0.	360.
WESTERN UNION	180.	0.	180.
<b>Total to Fm 990-PF, Part I, ln 4</b>	<b>19,287.</b>	<b>2,725.</b>	<b>16,562.</b>

Form 990-PF	Accounting Fees	Statement	3
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Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Bumpers and Company Fees	5,100.	0.		5,100.
WILMINGTON TRUST COMPANY				
FIDUCIARY TAX FEE	275.	138.		137.
To Form 990-PF, Pg 1, ln 16b	5,375.	138.		5,237.

Form 990-PF	Other Professional Fees	Statement	4
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Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Other Professional Fees -				
ASHFORD CAPITAL	29,615.	29,615.		0.
Other Professional Fees -				
WILMINGTON TRUST	12,407.	12,407.		0.
To Form 990-PF, Pg 1, ln 16c	42,022.	42,022.		0.

Form 990-PF

Taxes

Statement 5

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
FEDERAL EXCISE TAX	7,704.	0.		0.
To Form 990-PF, Pg 1, ln 18	7,704.	0.		0.

Form 990-PF

Corporate Stock

Statement 6

Description	Book Value	Fair Market Value
0 SHS CONSTANT CONTACT	0.	0.
0 SHS EXPEDITORS INT'L WASH INC.	0.	0.
0 SHS EBIX	0.	0.
0 SH COPART INC	0.	0.
0 SHS COSTAR GROUP	0.	0.
0 SHS FAIRBOURNE ENERGY LTD	0.	0.
0 SHS SVB FINANCIAL GROUP	0.	0.
0 SHS UNITEDHEALTH GROUP	0.	0.
0 SHS BALCHEM CORP	0.	0.
0 SHS NAVIGATORS GROUP	0.	0.
3500 SH KAISER VENTURES LLC	5,250.	0.
0 SH EPIQ SYSTEMS INC	0.	0.
0 SHS GEN PROBE INC	0.	0.
0 SHS GENOP TIX INC	0.	0.
0 SHS EQUINOX INC	0.	0.
0 SHS LKQ CORP	0.	0.
0 SHS IRIS INTERNATIONAL	0.	0.
0 SHS PEET'S COFFEE AND TEA	0.	0.
0 SHS SERACARE LIFE SCIENCE	0.	0.
0 SH COPART INC	0.	0.
0 SHS PASON SYSTEMS INC	0.	0.
0 SHS ONYX PHARMACEUTICALS INC	0.	0.
0 SHS CKX INC	0.	0.
0 SHS LIQUIDITY SERVICES INC	0.	0.
0 SHS NEUSTAR INC	0.	0.
0 SHS WESTERN UNION	0.	0.
0 SHS ARIBA INC COMMON	0.	0.
0 SHS BMP SUNSTONE	0.	0.
0 SHS DRIL-QUIP INC	0.	0.
0 SHS GEOEYE INC	0.	0.
0 SHS HAEMONETICS CORP	0.	0.
0 SHS IHS INC	0.	0.
0 SHS OSI PHARMACEUTICALS	0.	0.
0 SHS RENTRAK CORP	0.	0.

0 SHS SHUTTERFLY INC	0.	0.
0 SHS STRAYER EDUCATION INC	0.	0.
0 SHS TERREMARK WORLDWIDE INC	0.	0.
7700 SHS ASSOCIATES FIRST CAPITAL CORP	842.	5.
0 SHS CORE LABORATORIES N V COMMON	0.	0.
0 SHS RRSAT GLOBAL COMM NET	0.	0.
0 SHS AMERICAN PUBLIC EDUCATION INC	0.	0.
0 SHS DEVRY INC DEL COMMON	0.	0.
0 SHS AMERICAN ECOLOGY COMMON	0.	0.
0 SHS ARGAN INC	0.	0.
0 SHS QIAGEN N V ORD	0.	0.
0 SHS ALPHATEC HOLDINGS INC	0.	0.
0 SHS CHINACAST EDUCATION CORPORATION	0.	0.
0 SHS CYBERSOURCE CORP	0.	0.
0 SHS DIGITAL GLOBAL INC	0.	0.
0 SHS MARKETAXESS HOLDING INC	0.	0.
0 SHS NEUTRAL TANDEM INC	0.	0.
0 SHS TELVENT GIT SA	0.	0.
0 SHS BRIDGEPOINT EDUCATION	0.	0.
0 SHS LOGMEIN INC	0.	0.
0 SHS MICROSTRATEGY INC	0.	0.
0 SHS NUANCE COMMUNICATIONS INC	0.	0.
0 SHS MINEFINDERS	0.	0.
0 SHS SILVER WHEATON	0.	0.
0 SHS CAMDEN LEARNING CORP	0.	0.

Total to Form 990-PF, Part II, line 10b	6,092.	5.
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Form 990-PF	Other Investments	Statement	7
Description	Valuation Method	Book Value	Fair Market Value
ABSOLUTE STRATEGIES FUND	COST	225,092.	224,770.
GLENMEDE FUND INC - TOTAL MARKET PORTFOLIO	COST	123,774.	124,425.
GLENMEDE FUND INC - LARGE CAP VALUE	COST	104,891.	108,043.
GLENMEDE FUND INC - LARGE CAP GROWTH	COST	105,346.	106,148.
GLENMEDE FUND INC - LARGE CAP 100	COST	105,311.	106,730.
GLENMEDE FUND INC - INT'L PORTFOLIO	COST	155,943.	158,321.
GLENMEDE FUND INC - CORE FIXED INCOME	COST	99,913.	99,652.
GLENMEDE FUND INC - SECURED OPTIONS	COST	203,321.	202,904.
GLENMEDE FUND INC - US EMERGING GROWTH	COST	48,785.	49,592.
GLENMEDE FUND INC - ADVISORS SM CAP EQUITY	COST	49,366.	49,981.
GLENMEDE FUND INC - STRATEGIC EQUITY	COST	382,999.	387,538.
GMO QUALITY FUND IV	COST	304,823.	306,494.

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LONGLEAF PARTNERS	COST	130,225.	132,435.
MATTHEWS PACIFIC TIGER FD	COST	166,297.	168,303.
ROYCE SPECIAL EQUITY FD	COST	48,779.	49,315.
TEMPLETON GLOBAL BD FD	COST	50,074.	50,037.
THIRD AVE REAL ESTATE VAL	COST	150,000.	151,109.
THORNBURG INT'L VAL FD	COST	250,941.	254,682.
TIAA CREF HI YLD FD	COST	50,077.	50,308.
TWEEDY BROWNE GLBL FD	COST	207,177.	208,295.
VAN ECK GLOBAL HARD ASSET	COST	126,366.	130,272.
VANGUARD PRIMECAP FD	COST	111,168.	112,026.
Total to Form 990-PF, Part II, line 13		3,200,668.	3,231,380.

Form 990-PF

Grant Application Submission Information  
Part XV, Lines 2a through 2d

Statement 8

## 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