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

2011

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

For calendar year 2011 or tax year beginning

, and ending

Name of foundation

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

Room/suite

City or town, state, and ZIP code

WILMINGTON, DE 19809-2031

G Check all that apply:

 Initial return Initial return of a former public charity Final return Amended return Address change Name change

H Check type of organization:

 Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust Other taxable private foundationI Fair market value of all assets at end of year
(from Part II, col. (c), line 16)

►

\$ 3,084,839.

J Accounting method:

 Cash Accrual Other (specify) _____

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 Interest on savings and temporary cash investments				
3	Dividends and interest from securities	140.	140.		Statement 1
5a	Gross rents	61,030.	61,030.		Statement 2
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	-5,322.			
b	Gross sales price for all assets on line 6a	1,213,468.			
7	Capital gain net income (from Part IV, line 2)		0.		
8	Net short-term capital gain				
9	Income modifications Gross sales less returns and allowances				
10a	b Less Cost of goods sold				
c	Gross profit or (loss)				
11	Other income				
12	Total Add lines 1 through 11	55,848.	61,170.		
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	6,500.	0.		6,500.
c	Other professional fees Stmt 4	21,752.	21,752.		0.
17	Interest				
18	Taxes Stmt 5	788.	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	29,040.	21,752.		6,500.
25	Contributions, gifts, grants paid	140,000.			140,000.
26	Total expenses and disbursements Add lines 24 and 25	169,040.	21,752.		146,500.
27	Subtract line 26 from line 12:	-113,192.			
a	Excess of revenue over expenses and disbursements				
b	Net investment income (if negative, enter -0-)		39,418.		
c	Adjusted net income (if negative, enter -0-)			N/A	

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Part II	Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
	1 Cash - non-interest-bearing				
	2 Savings and temporary cash investments		118,604.	157,142.	157,142.
	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			5,002.	5,002.
	10a Investments - U.S. and state government obligations				
	b Investments - corporate stock Stmt 6		6,092.	0.	0.
	c Investments - corporate bonds				
	11 Investments - land, buildings, and equipment basis ►				
	Less accumulated depreciation ►				
	12 Investments - mortgage loans				
	13 Investments - other Stmt 7		3,200,668.	3,043,320.	2,922,281.
	14 Land, buildings, and equipment basis ►				
	Less accumulated depreciation ►				
	15 Other assets (describe ► DIVIDEND RECEIVABLE)		0.	414.	414.
	16 Total assets (to be completed by all filers)		3,325,364.	3,205,878.	3,084,839.
	17 Accounts payable and accrued expenses			586.	
	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 ► FEDERAL EXCISE TAX)		6,879.	0.	
	23 Total liabilities (add lines 17 through 22)		6,879.	586.	
	Foundations that follow SFAS 117, check here ► <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted		3,318,485.	3,205,292.	
	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		3,318,485.	3,205,292.	
	31 Total liabilities and net assets/fund balances		3,325,364.	3,205,878.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1 3,318,485.
2 Enter amount from Part I, line 27a	2 -113,192.
3 Other increases not included in line 2 (itemize) ►	3 0.
4 Add lines 1, 2, and 3	4 3,205,293.
5 Decreases not included in line 2 (itemize) ► ROUNDING ADJUSTMENT	5 1.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6 3,205,292.

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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	12/31/11	12/31/11
b SEE ATTACHED SCHEDULE - LT G/L			P	01/01/10	12/31/11
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 1,162,263.		1,185,586.	-23,323.		
b 25,014.		33,204.	-8,190.		
c 26,191.			26,191.		
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) 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			-23,323.		
b			-8,190.		
c			26,191.		
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	-5,322.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8				3	N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

 Yes No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	170,237.	3,268,290.	.052087
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
2 Total of line 1, column (d)			.249881
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			.049976
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			3,306,718.
5 Multiply line 4 by line 3			165,257.
6 Enter 1% of net investment income (1% of Part I, line 27b)			394.
7 Add lines 5 and 6			165,651.
8 Enter qualifying distributions from Part XII, line 4			146,500.

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	788.
Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b		
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		
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		
6	Credits/Payments:	6a	5,790.
a	2011 estimated tax payments and 2010 overpayment credited to 2011		
b	Exempt foreign organizations - tax withheld at source		
c	Tax paid with application for extension of time to file (Form 8868)		
d	Backup withholding erroneously withheld	6b	0.
7	Total credits and payments. Add lines 6a through 6d		
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	10	5,002.
11	Enter the amount of line 10 to be: Credited to 2012 estimated tax ► <input type="checkbox"/> 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	X	
b	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>				
c	Did the foundation file Form 1120-POL for this year?	1b	X	
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:			
(1) On the foundation. ► \$ <u>0.</u> (2) On foundation managers. ► \$ <u>0.</u>				
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ <u>0.</u>	1c	X	
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>				
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>	2	X	
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?			
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?	3	X	
<i>If "Yes," attach the statement required by General Instruction T.</i>				
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:			
N/A				
• 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?				
7	Did the foundation have at least \$5,000 in assets at any time during the year?	4a	X	
<i>If "Yes," complete Part II, col. (c), and Part XV</i>				
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► <u>DE</u>			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	4b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV			
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses			

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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 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16 Yes No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	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 instructions)? Organizations relying on a current notice regarding disaster assistance check here ►	N/A	1b
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?		1c X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011?	<input type="checkbox"/> Yes	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	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	X No
b If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?		4b X

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

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

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

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

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



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

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

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

Yes No

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

N/A

7b

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

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

(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

0.

Total. Add lines 1 through 3 ►

0.

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:	
a Average monthly fair market value of securities	1a 3,240,354.
b Average of monthly cash balances	1b 116,720.
c Fair market value of all other assets	1c
d Total (add lines 1a, b, and c)	1d 3,357,074.
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 3,357,074.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4 50,356.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5 3,306,718.
6 Minimum investment return. Enter 5% of line 5	6 165,336.

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	1 165,336.
2a Tax on investment income for 2011 from Part VI, line 5	2a 788.
b Income tax for 2011. (This does not include the tax from Part VI.)	2b
c Add lines 2a and 2b	2c 788.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3 164,548.
4 Recoveries of amounts treated as qualifying distributions	4 0.
5 Add lines 3 and 4	5 164,548.
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	7 164,548.

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 146,500.
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	4 146,500.
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	6 146,500.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				164,548.
2 Undistributed income, if any, as of the end of 2011			0.	
a Enter amount for 2010 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007	7,720.			
c From 2008	6,495.			
d From 2009				
e From 2010	14,526.			
f Total of lines 3a through e	28,741.			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ 146,500.			0.	
a Applied to 2010, 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 2011 distributable amount				146,500.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	18,048.			18,048.
6 Enter the net total of each column as indicated below:	10,693.			
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 2010. Subtract line 4a from line 2a. Taxable amount - see instr.				0.
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				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 2006 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2012 Subtract lines 7 and 8 from line 6a	10,693.			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010	10,693.			
e Excess from 2011				

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

N/A

Part XV | Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see instructions.)

1 Information Regarding Foundation Managers:

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

None

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

None

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

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

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

See Statement 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:

DAVID G. BURTON, SUCCESSOR TRUSTEE

Form 990-PF (2011)

U/A DTD 5/6/67

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Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<i>a Paid during the year</i>				
SEE LIST ATTACHED	NONE			140,000.
Total			► 3a	140,000.
<i>b Approved for future payment</i>				
None				
Total			► 3b	0.

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

Form 990-PF (2011)

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Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

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)

13 Total Add line 12, columns (b), (d), and (e)

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

	Unrelated business income		(c) Exclu- sion code	(d) Amount	(e) Related or exempt function income
	(a) Business code	(b) 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	140.
4 Dividends and interest from securities				14	61,030.
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	-5,322.
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.		55,848.	0.
13 Total Add line 12, columns (b), (d), and (e)				13	55,848.

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

Line No.	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).
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Part XVII **Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations**

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
- (2) Other assets

b Other transactions:

- (1) Sales of assets to a noncharitable exempt organization
- (2) Purchases of assets from a noncharitable exempt organization
- (3) Rental of facilities, equipment, or other assets
- (4) Reimbursement arrangements
- (5) Loans or loan guarantees
- (6) Performance of services or membership or fundraising activities

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

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.

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

Yes No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign
Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

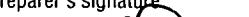
2-30-14

May the IRS discuss this return with the preparer shown below (see instr.)?

Signature of officer or trustee

Date

Title

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	John E. Mager, CPA		02/08/12		P01333246
	Firm's name ► BUMPERS & COMPANY			Firm's EIN ► 51-0267254	
Firm's address ► 1104 PHILADELPHIA PIKE WILMINGTON, DE 19809-2031			Phone no. (302) 798-3300		

David G Burton Successor Trust
EIN 52-6072646
Gain/Loss Schedule
12/31/2011

Asset	Date Acquired	Date Sold	Shares Sold	Proceeds	Total Cost	Gain / (Loss)
ST Glenmede Fund - Core Fixed Inc FD	12/31/10	01/18/11	6,613 757	75,000 00	75,194 25	(194 25)
ST Van Eck Global Hard Assets	12/31/10	02/01/11	2,439 542	132,125.59	126,366 30	5,759 29
ST Glenmede Fund - Strategic Equity FD	12/31/10	03/22/11	2,787.068	50,000.00	48,355 63	1,644 37
ST Thornburg Int'l Value Fd	12/31/10	04/19/11	1,680.108	50,000.00	48,065.03	1,934.97
ST Tweedy Brown Global Value FD	12/31/10	04/19/11	2,068 68	50,000 00	49,641 95	358 05
ST Absolute Strategies Fund I	12/31/10	04/27/11	20,735.206	225,391 69	225,092 17	299 52
ST Glenmede Fund - Int'l Portfolio	12/31/10	06/06/11	6,963.788	100,000 00	94,043 73	5,956 27
ST Glenmede Fund - Strategic Equity FD	12/31/10	07/21/11	2,655 337	50,000 00	46,020 22	3,979.78
ST U S Commodity Index	02/02/11	07/25/11	900	60,041 71	59,505 48	536 23
ST Glenmede Total Mkt Portfolio	12/31/10	08/09/11	13,996 049	111,128 63	123,774 28	(12,645.65)
ST U S Commodity Index	2/2/2011	08/11/11	1,521	94,269 76	100,564 26	(6,294 50)
ST Oakmark Intl Fund	12/31/10	11/21/11	1,578	25,000 00	31,171 09	(6,171.09)
ST Third Ave Real Estate Val	12/31/10	12/13/2011	1,263	25,000 00	29,313 28	(4,313 28)
ST Thornburg Int'l Value Fd	12/31/10	12/13/2011	2,049	50,000 00	56,161 30	(6,161 30)
ST WisdomTree Japan Hedged Equity	12/31/10	12/13/2011	1,385	44,305 29	50,981 85	(6,676 56)
ST Royce Special Equity Fund	12/31/2010	12/13/2011	1,035	20,000 00	21334 71	(1,334 71)
Total Short Term Gain				1,162,262 67	1,185,585 53	(23,322 86)
LT Kaiser Venture LLC	11/30/01	01/01/11	3,500	-	5,250 00	(5,250 00)
LT Associates First Capital Corp	5/2/2000	01/01/11	7,700	-	842 19	(842 19)
LT SeraCare Life Sciences Securities		09/19/11	-	14 01	-	14 01
LT Thornburg Intl Value Fund		12/13/11	2,049	-	1,731 04	(1,731 04)
LT Glenmede Fund Inc US Emerging		12/14/2011	3,840	25,000 00	25,380 83	(380 83)
Total Long Term Gain				25,014 01	33,204 06	(8,190 05)
Total Gain:				1,187,276 68	1,218,789 59	(31,512 91)

David Burton Successor Trustee
EIN 52-6072646
Contributions
12/31/2011

Charity	Check #	Amount
Religious of the Sacred Heart 4356 West Pine St. St. Louis, MO 63108	1502	70,000
Benedictine School for Exceptional Children 14299 Benedictine Lane Ridgely, MD 21660-9941	1505	1,000
Marymount University 2807 N. Glebe Road Arlington, VA 22207-4299	1516	3,000
Bayard House 300 Bayard Road Wilmington, DE 19805	1517	500
Society of St. Vincent DePaul 115 E. 14th St Wilmington, DE 19801	1501	1,000
Catholic Relief Services Major Gifts Unit 228 West Lexington St Baltimore, MD 21298-3173	1506	10,000
Casa San Francisco P.O Box 38 Milton, DE 19968	1507	5,000
Joseph House 411 No Poplar Hill Salisbury, MD 21802	1518	500
Holy Cross School 631 South 8th St, Dover, DE 19901-3559	1503	5,000
Pacem in Terris C/O Raskob Foundation P O. Box 4019 Wilmington, DE 19807	1509	1,000
Save the Children P O Box 9158 Chelsea, MA 02150-9158	1510	2,000
Stone Ridge School 9101 Rockville Pike Bethesda, MD 20814	1519	1,000

Mom's House P O Box 1138 Dover, DE 19903	1511	2,000
Pregnancy Help Center 1991 South State Street Dover, DE 19901	1520	500
Sisters of Charity of Nazareth SCN Missions, Box 9 Nazareth, KY 40048	1521	500
St. Thomas More Academy 133 Thomas More Drive Magnolia, DE 19962	1524	20,000
Catholic Charities 1155 West Walker Road Dover DE 19904	1531	4,000
St John's Catholic Church Seabury Ave. & School Place Milford, DE 19963	1523	1,000
Georgetown University Office of Alumni & Univ Rel. P O. Box 4571253 Washington, DC 20057-11253	1525	500
Family Network 2959 Park Ave. Soquel, CA 95073	1515	1,000
The Way Home P.O Box 1103 Academy & E Pine St. Georgetown, DE 19947	1526	4,000
La Esperanza 319 N Race St. Georgetown, DE 19947	1504	4,000
Delaware Right of Life P O Box 1222 Wilmington, DE 19899	1527	1,000
Little Sisters of the Poor 185 Salem Church Road Newark, DE 19713-2997	1528	500
Interfaith Housing 613 N Washington St. Wilmington, DE 19801	1529	500
Shepherds Place		<u>500</u>

1362 South Governors Ave
Dover, DE 19904

Total 140,000

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

Source	Amount
GLENMEDE FUND INC - GOV'T CASH PORTFOLIO	117.
WILMINGTON TRUST	23.
Total to Form 990-PF, Part I, line 3, Column A	140.

Form 990-PF Dividends and Interest from Securities Statement 2

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
ABSOLUTE STRATEGIES FUND	619.	0.	619.
DUPONT CAPITAL EMG MKTS	621.	0.	621.
GLENMEDE FUND INC - CORE FIXED INCOME	1,305.	438.	867.
GLENMEDE FUND INC - INT'L PORTFOLIO	1,999.	0.	1,999.
GLENMEDE FUND INC - LARGE CAP 100	984.	0.	984.
GLENMEDE FUND INC - LARGE CAP GROWTH	671.	0.	671.
GLENMEDE FUND INC - LG CAP VALUE	886.	0.	886.
GLENMEDE FUND INC - SEC OPTIONS	9,663.	9,663.	0.
GLENMEDE FUND INC - SMALL CAP	46.	0.	46.
GLENMEDE FUND INC - STRATEGIC EQUITY PORTFOLIO	2,022.	0.	2,022.
GMO QUALITY FUND IV	6,422.	0.	6,422.
LONGLEAF PART DIV	3,849.	3,234.	615.
MATTHEW PACIFIC TIGER	3,468.	2,374.	1,094.
NORTH AMERICAN UNIV	200.	0.	200.
OAKMARK INTL FUND	598.	0.	598.
PIMCO ALL ASSETS AUTHORITY	26,975.	0.	26,975.
ROYCE SPECIAL EQUITY	2,836.	2,556.	280.
TEMPLETON GLOBAL FUNDS	5,336.	581.	4,755.
THORNBURG INT'L VALUE	2,766.	0.	2,766.
TIAA CREF HIGH YIELD FUND	3,859.	0.	3,859.
TWEEDY BROWN GLBL FUND	6,569.	3,765.	2,804.
VANGUARD PRIMECAP FUND	4,868.	3,580.	1,288.
WISDOMTREE JAPAN DIV ETF	659.	0.	659.
Total to Fm 990-PF, Part I, ln 4	87,221.	26,191.	61,030.

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	6,500.	0.		6,500.
To Form 990-PF, Pg 1, ln 16b	6,500.	0.		6,500.

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 - Wilmington Trust	21,752.	21,752.		0.
To Form 990-PF, Pg 1, ln 16c	21,752.	21,752.		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	788.	0.		0.
To Form 990-PF, Pg 1, ln 18	788.	0.		0.

Form 990-PF

Corporate Stock

Statement 6

Description	Book Value	Fair Market Value
ASSOCIATES FIRST CAPITAL CORP	0.	0.
KAISER VENTURE LLC	0.	0.
Total to Form 990-PF, Part II, line 10b	0.	0.

Form 990-PF	Other Investments	Statement	7
Description	Valuation Method	Book Value	Fair Market Value
GLENMEDE FUND INC - LARGE CAP VALUE	COST	104,891.	99,917.
GLENMEDE FUND INC - LARGE CAP	COST		
GROWTH		105,346.	106,956.
GLENMEDE FUND INC - LARGE CAP 100	COST	105,311.	108,819.
GLENMEDE FUND INC - INT'L PORTFOLIO	COST	61,899.	53,377.
GLENMEDE FUND INC - CORE FIXED	COST		
NCOME		55,156.	55,724.
GLENMEDE FUND INC - SECURED OPTIONS	COST	275,866.	285,287.
GLENMEDE FUND INC - US EMERGING	COST		
GROWTH		23,404.	24,516.
GLENMEDE FUND INC - ADVISORS SM CAP	COST		
EQUITY		49,366.	49,981.
GLENMEDE FUND INC - STRATEGIC	COST		
EQUITY		288,623.	287,268.
GMO QUALITY FUND IV	COST	304,823.	336,047.
LONGLEAF PARTNERS	COST	133,458.	128,049.
MATTHEWS PACIFIC TIGER FD	COST	168,672.	148,239.
ROYCE SPECIAL EQUITY FD	COST	30,000.	28,846.
TEMPLETON GLOBAL BD FD	COST	100,655.	91,544.
THIRD AVE REAL ESTATE VAL	COST	130,687.	115,395.
THORNBURG INT'L VAL FD	COST	144,983.	126,913.
TIAA CREF HI YLD FD	COST	90,077.	90,143.
TWEEDY BROWNE GLBL FD	COST	161,300.	149,645.
VANGUARD PRIMECAP FD	COST	114,748.	108,734.
DUPONT CAPITAL EMERGING MARKETS	COST	100,000.	82,929.
OAKMARK INT'L FUND	COST	93,829.	78,787.
PIMCO ALL ASSETS AUTH	COST	400,226.	365,165.
VAN ECK GLBL HARD ASSETS	COST	0.	0.
GLENMEDE FUND INC - TOTAL MKT PORT	COST	0.	0.
ABSOLUTE STRATEGIES FUND	COST	0.	0.
Total to Form 990-PF, Part II, line 13		3,043,320.	2,922,281.

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