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

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

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation

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

A Employer identification number

52-6072646

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

1104 PHILADELPHIA PIKE

Room/suite

B Telephone number

302-798-3300

City or town, state, and ZIP code

WILMINGTON, DE 19809-2031

C If exemption application is pending, check here ☐

G Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name changeD 1 Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐

H Check type of organization:

☐ Section 501(c)(3) exempt private foundation☒ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationE If private foundation status was terminated under section 507(b)(1)(A), check here ☐

I Fair market value of all assets at end of year

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

J Accounting method: ☐ Cash ☒ Accrual☐ Other (specify)F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

▶ \$ 3,351,885. (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 ☒ if the foundation is not required to attach Sch B

3 Interest on savings and temporary cash investments

1.

1.

Statement 1

4 Dividends and interest from securities

87,803.

87,803.

Statement 2

5a Gross rents

b Net rental income or (loss)

6a Net gain or (loss) from sale of assets not on line 10

96,719.

b Gross sales price for all assets on line 6a

638,225.

7 Capital gain net income (from Part IV, line 2)

96,719.

8 Net short-term capital gain

9 Income modifications

10a Gross sales less returns and allowances

b Less Cost of goods sold

c Gross profit or (loss)

11 Other income

12 Total Add lines 1 through 11

184,523.

184,523.

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OGDEN, UT

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

6,150.

0.

6,150.

c Other professional fees Stmt 4

19,769.

19,769.

0.

17 Interest

18 Taxes Stmt 5

4,579.

1,310.

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

30,498.

21,079.

6,150.

25 Contributions, gifts, grants paid

150,000.

150,000.

26 Total expenses and disbursements Add lines 24 and 25

180,498.

21,079.

156,150.

27 Subtract line 26 from line 12

a Excess of revenue over expenses and disbursements

4,025.

b Net investment income (if negative, enter -0-)

163,444.

c Adjusted net income (if negative, enter -0-)

N/A

SCANNED MAR 27 2013

Revenue

Operating and Administrative Expenses

14

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1 Cash - non-interest-bearing				
	2 Savings and temporary cash investments	157,142.	61,042.	61,042.	
	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.	1,733.	1,733.	
	10a Investments - U.S. and state government obligations				
	b Investments - corporate stock				
	c Investments - corporate bonds				
Liabilities	11 Investments - land, buildings, and equipment basis ▶				
	Less: accumulated depreciation ▶				
	12 Investments - mortgage loans				
	13 Investments - other Stmt 6	3,043,320.	3,144,506.	3,285,576.	
	14 Land, buildings, and equipment: basis ▶				
	Less: accumulated depreciation ▶				
	15 Other assets (describe ▶ DIVIDEND RECEIVABLE)	414.	3,534.	3,534.	
	16 Total assets (to be completed by all filers)	3,205,878.	3,210,815.	3,351,885.	
	17 Accounts payable and accrued expenses	586.	1,498.		
	18 Grants payable				
Net Assets or Fund Balances	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable				
	22 Other liabilities (describe ▶)				
	23 Total liabilities (add lines 17 through 22)	586.	1,498.		
Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>	and complete lines 24 through 26 and lines 30 and 31				
	24 Unrestricted	3,205,292.	3,209,317.		
	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	3,205,292.	3,209,317.			
31 Total liabilities and net assets/fund balances	3,205,878.	3,210,815.			

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	3,205,292.
2 Enter amount from Part I, line 27a	2	4,025.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	3,209,317.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,209,317.

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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	12/31/12	12/31/12
b SEE ATTACHED SCHEDULE- LT G/L	P	01/01/11	12/31/12
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 125,815.		125,729.	86.
b 427,761.		415,777.	11,984.
c 84,649.			84,649.
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))
(j) 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			86.
b			11,984.
c			84,649.
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	96,719.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	146,500.	3,306,718.	.044304
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

2 Total of line 1, column (d)	2	.247609
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	.049522
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	3,294,668.
5 Multiply line 4 by line 3	5	163,159.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,634.
7 Add lines 5 and 6	7	164,793.
8 Enter qualifying distributions from Part XII, line 4	8	156,150.

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 Date of ruling or determination letter. _____ (attach copy of letter if necessary-see instructions)		1	3,269.
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	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		3	3,269.
3 Add lines 1 and 2		4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		5	3,269.
5 Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a 5,002.	7	5,002.
b Exempt foreign organizations - tax withheld at source	6b	8	
c Tax paid with application for extension of time to file (Form 8868)	6c	9	
d Backup withholding erroneously withheld	6d	10	1,733.
7 Total credits and payments. Add lines 6a through 6d		11	0.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached			
9 Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed			
10 Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11 Enter the amount of line 10 to be. Credited to 2013 estimated tax <input type="checkbox"/> 1,733. Refunded <input type="checkbox"/>			

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> DE		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>BUMPERS & COMPANY</u> Telephone no ► <u>302-798-3300</u> Located at ► <u>1104 PHILADELPHIA PIKE, WILMINGTON, DE</u> ZIP+4 ► <u>19809</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► <u>15</u> <u>0.</u>			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <u>N/A</u>	1b	
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If "Yes," list the years ► _____, _____, _____ <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____, _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012) 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 2012?	4b	X

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes

☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes

☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes

☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes

☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes

☒ No

b

If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

☒

c

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

N/A

☐ Yes

☐ No

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

6a

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

☐ Yes

☒ No

b

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

If "Yes" to 6b, file Form 8870

6b

☒

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	SUCCESSOR TRUSTEE			
411 N. REHOBOTH BLVD				
MILFORD, DE 19963	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				

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	3,180,513.
b	Average of monthly cash balances	1b	164,328.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	3,344,841.
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	3,344,841.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	50,173.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,294,668.
6	Minimum investment return. Enter 5% of line 5	6	164,733.

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	164,733.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	3,269.
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	3,269.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	161,464.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	161,464.
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	161,464.

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	156,150.
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	156,150.
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	156,150.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				161,464.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010	10,693.			
e From 2011				
f Total of lines 3a through e	10,693.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 156,150.				
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				156,150.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	5,314.			5,314.
6 Enter the net total of each column as indicated below				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	5,379.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				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 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	5,379.			
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010	5,379.			
d Excess from 2011				
e Excess from 2012				

N/A

- b** Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(j)(3) or ☐ 4942(j)(5)

- c "Support" alternative test - enter:**
- (1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)
 - (2)** Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)
 - (3)** Largest amount of support from an exempt organization
 - (4)** Gross investment income

[illegible]

Part XV

- 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 (2012)

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)				
a Paid during the year				
SEE LIST ATTACHED	NONE			150,000.
Total			3a	150,000.
b Approved for future payment				
None				
Total			3b	0.

Part XVI-A

- 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.	184,523.	0.
13 Total	Add line 12, columns (b), (d), and (e)		13	184,523.

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

Part XVI-B

[illegible]

David G Burton Successor Trust
 EIN 52-6072646
 Gain/Loss Schedule
 12/31/2012

Asset	Date Acquired	Date Sold	Shares Sold	Proceeds	Total Cost	Gain / (Loss)
ST VANGUARD	12/20/11	03/07/12	56 987	3,893 93	3,580 50	313 43
ST OAKMARK	04/19/11	03/27/12	3,485 008	68,445.55	68,828 91	(383 36)
ST OAKMARK	07/21/11	03/27/12	1,275 510	25,051 02	25,000 00	51 02
ST LONGLEAF	11/09/11	04/11/12	118 532	3,424 39	3,233 54	190 85
Glenmede Fund Inc- Core						
ST Fixed Income Port	6/15/2012	12/19/2012	1,255 172	25,000 00	25,086 20	(86 20)
Total Short Term Gain				<u>125,814 89</u>	<u>125,729 15</u>	<u>85 73</u>
LT VANGUARD	12/31/10	03/07/12	1,640 924	112,124 34	111,167 86	956 48
LT THIRD AVE	12/31/2010	03/27/12	1,032 205	25,000 00	23,730 39	1,269 61
LT LONGLEAF	12/31/2010	04/11/12	4,686 295	135,387 06	130,224 82	5,162 24
LT THIRD AVE	99/99/99	06/08/12	2,160 761	50,000 00	49,675 89	324 11
LT THORNBURG INTL VAL	12/31/2010	06/15/11	1,004 016	25,000 00	28,393 57	(3,393 57)
LT *KAISER VENTURES *		5/9/2012	3,500 000	5,250 00	-	5,250 00
Glenmede Fund Inc- Core						
LT Fixed Income Port	12/31/2010	11/19/2012	2,131 287	25,000 00	24,062 23	937 77
LT Pimco All Assets Auth	9/99/99	11/19/2012	2,224 199	25,000 00	24,599 64	400 36
LT TIAA Cref High Yield Fund	99/99/99	11/19/2012	2,448 580	25,000 00	23,922 62	1,077 38
LT						
Total Long Term Gain				<u>427,761 40</u>	<u>415,777 02</u>	<u>11,984 38</u>
Total Gain:				<u>553,576 29</u>	<u>541,506 17</u>	<u>12,070 12</u>

*Gain from litigation- not
reported on 1099

Total gain from sales	\$	12,070 12
Capital Gain Dividends Per 1099	\$	84,648 55
		<u>96,718 67</u>

David Burton Successor Trustee
EIN 52-6072646
Contributions
12/31/2012

Charity	Check #	Amount
Easter Seals 61 Corporate Circle New Castle, DE 19720-2405	1559	5,000
Kenya Water is Life P O Box 3353 Concord, NH 03301	5563	1,000
Religious of the Sacred Heart 4356 West Pine St St Louis, MO 63108	1536	75,000
Benedictine School for Exceptional Children 14299 Benedictine Lane Ridgely, MD 21660-9941	1538	1,000
Marymount University 2807 N Glebe Road Arlington, VA 22207-4299	1545	3,000
Bayard House 300 Bayard Road Wilmington, DE 19805	1546	500
Society of St Vincent DePaul 115 E 14th St Wilmington, DE 19801	1535	1,000
Catholic Relief Services Major Gifts Unit 228 West Lexington St Baltimore, MD 21298-3173	1539	10,000
Casa San Francisco P O Box 38 Milton, DE 19968	1540	5,000
Joseph House 411 No Poplar Hill Salisbury, MD 21802	1556	500
Sussex Co Habitat for Humanity 1 Milk St. Branchville, NJ 07826	1565	1,000
Pacem in Terris C/O Raskob Foundation P O Box 4019 Wilmington, DE 19807	1541	1,000

Save the Children P O Box 9158 Chelsea, MA 02150-9158	1542	2,000
Stone Ridge School 9101 Rockville Pike Bethesda, MD 20814	1548	1,000
Mom's House P O Box 1138 Dover, DE 19903	1543	2,000
Pregnancy Help Center 1991 South State Street Dover, DE 19901	1549	500
Sisters of Charity of Nazareth SCN Missions, Box 9 Nazareth, KY 40048	1564	500
St Thomas More Academy 133 Thomas More Drive Magnolia, DE 19962	1552	20,000
Catholic Charities 1155 West Walker Road Dover DE 19904	1558	5,000
St John's Catholic Church Seabury Ave & School Place Milford, DE 19963	5562	1,000
Georgetown University Office of Alumni & Univ Rel P O Box 4571253 Washington, DC 20057-11253	1566	500
Family Network 2959 Park Ave Soquel, CA 95073	1544	1,000
The Way Home P O Box 1103 Academy & E Pine St Georgetown, DE 19947	1553	5,000
La Esperanza 319 N Race St Georgetown, DE 19947	1537	5,000
Delware Right of Life P O Box 1222 Wilmington, DE 19899	1554	1,000
Little Sisters of the Poor 185 Salem Church Road Newark, DE 19713-2997	1555	500

Interfaith Housing 613 N Washington St Wilmington, DE 19801	1560	500
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Shepherds Place 1362 South Governors Ave Dover, DE 19904	1561	<u>500</u>
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Total		<u><u>150,000</u></u>
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Form 990-PF Interest on Savings and Temporary Cash Investments Statement 1

Source	Amount
M & T	1.
Total to Form 990-PF, Part I, line 3, Column A	1.

Form 990-PF Dividends and Interest from Securities Statement 2

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
DUPONT CAPITAL EMG MKTS	1,013.	0.	1,013.
GLENMEDE FD INC-CORE FIXED INC	3,287.	271.	3,016.
GLENMEDE FD INC-LG CAP 100 DI	1,576.	0.	1,576.
GLENMEDE FD INC-LG CAP GRWTH	541.	0.	541.
GLENMEDE FD INC-LG CAP VAL	6,657.	4,511.	2,146.
GLENMEDE FUND INC- INT'L PORT	1,580.	0.	1,580.
GLENMEDE FUND INC- STRAT EQU. PO	11,474.	5,498.	5,976.
GLENMEDE FUND INC-SEC.OPT.	39,502.	25,304.	14,198.
GLENMEDE FUND INC-SMALL CAP	2,104.	1,153.	951.
GLENMEDE FUND INC-US EMERG	165.	0.	165.
GMO QUAL. FUND IV	36,024.	25,979.	10,045.
M & T DIVIDEND	163.	0.	163.
MATTHEWS PACIFIC TIGER FUND	1,867.	149.	1,718.
PIMCO ALL ASSETS AUTH	24,204.	0.	24,204.
ROYCE SPECIAL EQUITY FUND	2,369.	1,614.	755.
TEMPLETON GLOBAL BOND FD	7,338.	1,258.	6,080.
THIRD AVENUE REAL ESTATE VAL	5,654.	2,962.	2,692.
THORNBURG INT'L VAL FD	1,769.	0.	1,769.
TIAA CREF HIGH YIELD FD	5,838.	209.	5,629.
TWEEDY BROWNE GLOBAL VALUE FUND	18,481.	15,163.	3,318.
VAN ECK GLBL HARD ASSET	846.	578.	268.
Total to Fm 990-PF, Part I, ln 4	172,452.	84,649.	87,803.

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	6,150.	0.		6,150.	
To Form 990-PF, Pg 1, ln 16b	6,150.	0.		6,150.	

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 - GLENMEDE	19,769.	19,769.		0.	
To Form 990-PF, Pg 1, ln 16c	19,769.	19,769.		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	3,269.	0.		0.	
FOREIGN TAX	1,310.	1,310.		0.	
To Form 990-PF, Pg 1, ln 18	4,579.	1,310.		0.	

Form 990-PF	Other Investments		Statement	6
Description	Valuation Method	Book Value	Fair Market Value	
GLENMEDE FUND INC - LARGE CAP VALUE	COST	110,090.	112,856.	
GLENMEDE FUND INC - LARGE CAP GROWTH	COST	105,346.	124,970.	
GLENMEDE FUND INC - LARGE CAP 100	COST	125,311.	146,194.	
GLENMEDE FUND INC - INT'L PORTFOLIO	COST	61,870.	59,386.	
GLENMEDE FUND INC - CORE FIXED NCOME	COST	86,286.	87,090.	

GLENMEDE FUND INC - SECURED OPTIONS	COST	365,368.	365,368.
GLENMEDE FUND INC - US EMERGING GROWTH	COST	23,404.	27,572.
GLENMEDE FUND INC - ADVISORS SM CAP EQUITY	COST	120,523.	133,563.
GLENMEDE FUND INC - STRATEGIC EQUITY	COST	544,121.	572,629.
GMO QUALITY FUND IV	COST	332,737.	368,136.
MATTHEWS PACIFIC TIGER FD	COST	168,821.	178,228.
ROYCE SPECIAL EQUITY FD	COST	31,613.	32,534.
TEMPLETON GLOBAL BD FD	COST	101,925.	100,005.
THIRD AVE REAL ESTATE VAL	COST	60,707.	66,664.
THORNBURG INT'L VAL FD	COST	116,590.	116,833.
TIAA CREF HI YLD FD	COST	66,364.	71,361.
TWEEDY BROWNE GLBL FD	COST	176,956.	174,767.
DUPONT CAPITAL EMERGING MARKETS	COST	120,000.	118,517.
PIMCO ALL ASSETS AUTH	COST	375,628.	379,090.
ASSOCIATES FIRST CAPITAL CORP	COST	0.	0.
VAN ECK GLOBAL HARD ASSETS	COST	50,846.	49,813.
LONGLEAF PARTNERS	COST	0.	0.
VANGUARD PRIMECAP FD	COST	0.	0.
Total to Form 990-PF, Part II, line 13		3,144,506.	3,285,576.

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

Name and Address of Person to Whom Applications Should be Submitted

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

Telephone Number

(302)-422-3041

Form and Content of Applications

LETTER TO FOUNDATION STATING REASON FOR NEED

Any Submission Deadlines

NONE

Restrictions and Limitations on Awards

NONE