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Form 990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

Do not enter Social Security numbers on this form as it may be made public.

Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 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 or province, country, and ZIP or foreign postal code WILMINGTON, DE 19809-2031		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input 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"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 3,694,851.	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		1.	1.		STATEMENT 1
4 Dividends and interest from securities		87,150.	87,150.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		148,460.			
b Gross sales price for all assets on line 6a		1,073,613.			
7 Capital gain net income (from Part IV, line 2)			148,460.		
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		235,611.	235,611.		
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		5,975.	0.		5,975.
c Other professional fees STMT 4		20,190.	20,190.		0.
17 Interest					
18 Taxes STMT 5		3,793.	1,655.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 6		104.	0.		104.
24 Total operating and administrative expenses Add lines 13 through 23		30,062.	21,845.		6,079.
25 Contributions, gifts, grants paid		164,000.			164,000.
26 Total expenses and disbursements. Add lines 24 and 25		194,062.	21,845.		170,079.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		41,549.			
b Net investment income (if negative, enter -0-)			213,766.		
c Adjusted net income (if negative, enter -0-)				N/A	

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LHA For Paperwork Reduction Act Notice, see instructions

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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	61,042.	101,462.	101,462.		
	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	1,733.	1,142.	1,142.		
	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 7		3,144,506.	3,149,850.	3,592,167.		
14 Land, buildings, and equipment: basis ▶						
Less: accumulated depreciation ▶						
15 Other assets (describe ▶ DIVIDEND RECEIVABLE)		3,534.	80.	80.		
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)		3,210,815.	3,252,534.	3,694,851.		
17 Accounts payable and accrued expenses		1,498.	1,668.			
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)	1,498.	1,668.				
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	3,209,317.	3,250,866.			
	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	3,209,317.	3,250,866.				
31 Total liabilities and net assets/fund balances	3,210,815.	3,252,534.				

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	3,209,317.
2 Enter amount from Part I, line 27a	2	41,549.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	3,250,866.
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	3,250,866.

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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	VARIOUS	VARIOUS
b SEE ATTACHED SCHEDULE - LT G/L	P	VARIOUS	VARIOUS
c SEE ATTACHED SCHEDULE - LT G/L	P	VARIOUS	VARIOUS
d CAPITAL GAINS DIVIDENDS			
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 126,536.		128,252.	-1,716.
b 244,105.		215,563.	28,542.
c 557,732.		581,338.	-23,606.
d 145,240.			145,240.
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			-1,716.
b			28,542.
c			-23,606.
d			145,240.
e			

2 Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	2	148,460.
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))
2012	156,150.	3,294,668.	.047395
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

2 Total of line 1, column (d)	2	.245318
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	.049064
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	3,274,533.
5 Multiply line 4 by line 3	5	160,662.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,138.
7 Add lines 5 and 6	7	162,800.
8 Enter qualifying distributions from Part XII, line 4	8	170,079.

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)			
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		1	2,138.
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	2,138.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	2,138.
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	3,280.	
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	3,280.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,142.	
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax <input checked="" type="checkbox"/> Refunded <input type="checkbox"/>	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the 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
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities	2	X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3	X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	X
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	5	X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	7	X
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> DE		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV	9	X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	X

N/A

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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 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <u>N/A</u> ► <input type="checkbox"/>	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ►		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) <u>N/A</u>	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2013 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 2013) <u>N/A</u>	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

N/A

Organizations relying on a current notice regarding disaster assistance check here

☒

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

N/A

☐ Yes ☐ No

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

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

☐ Yes ☒ No

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

6b

X

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.

1 NONE**2****3****4**

Expenses

0.

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	3,245,185.
b	Average of monthly cash balances	1b	79,214.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	3,324,399.
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	3,324,399.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	49,866.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,274,533.
6	Minimum investment return. Enter 5% of line 5	6	163,727.

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	163,727.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	2,138.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2,138.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	161,589.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	161,589.
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	161,589.

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	170,079.
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	170,079.
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	2,138.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	167,941.

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.

DAVID G. BURTON, SUCCESSOR TRUSTEE

Form 990-PF (2013)

U/A DTD 5/6/67

52-6072646

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				161,589.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				5,379.
d From 2011				
e From 2012				
f Total of lines 3a through e	5,379.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$				170,079.
a Applied to 2012, 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 2013 distributable amount				161,589.
e Remaining amount distributed out of corpus	8,490.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	13,869.			
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 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				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 2008 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2014 Subtract lines 7 and 8 from line 6a	13,869.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				5,379.
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				8,490.

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 2013, 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)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years			(e) Total
(a) 2013	(b) 2012	(c) 2011	(d) 2010	
b 85% of line 2a				
c Qualifying distributions from Part XII, line 4 for each year listed				
d Amounts included in line 2c not used directly for active conduct of exempt activities				
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c				
3 Complete 3a, b, or c for the alternative test relied upon:				
a "Assets" alternative test - enter:				
(1) Value of all assets				
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)				
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				
c "Support" alternative test - enter:				
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)				
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				
(3) Largest amount of support from an exempt organization				
(4) Gross investment income				

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

a The name, address, and telephone number or e-mail address 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

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Part XV Supplementary Information (continued)**3** Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	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
a Paid during the year				
SEE LIST ATTACHED	NONE			164,000.
Total			▶ 3a	164,000.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	1.	
4 Dividends and interest from securities			14	87,150.	
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	148,460.	
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.		235,611.	0.
13 Total Add line 12, columns (b), (d), and (e)					

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

13 235,611.

[illegible]

EIN: 52-6072646
Gain/Loss Schedule
12/31/2013

Quantity Sold (Box 1e)	Date of Sale or Exchange (Box 1a)	Date of Acquisition (Box 1b)	Stocks, Bonds, etc. (Box 2a)	Cost or Other Basis (Box 3)	Wash Sale Loss Disallowed (Box 5)	Net Gain or Loss	Federal Income Tax Withheld (Box 4)	State Tax Withheld (Box 15)
Short Term Sales Reported on 1099-B								
378690507	GLENMEDE FUND INC-STRATEGIC EQUITY PORTFOLIO							
5058 1690	02/25/2013	03/27/2012	GTCEX 99,797.67	100,000.00	0.00	-202.33	0.00	0.00
8863 15795	TIAA CREF HIGH YIELD FUND - IN DTD 5/1/2012							
20.1240	05/07/2013	12/07/2012	TIHYX 216.94	209.29	0.00	7.65	0.00	0.00
880208400	TEMPLETON GLOBAL BOND FD-AD							
96.2060	11/07/2013	Various	TGBAX 1,253.57	1,269.92	0.00	-16.35	0.00	0.00
00203H826	AQR RISK PARITY FUND-I							
2183 4060	11/20/2013	Various	AQRX 25,000.00	26,493.83	0.00	-1,493.83	0.00	0.00
378690309	GLENMEDE FUND INC-CORE FIXED INCOME PORT							
23.9910	11/20/2013	12/14/2012	GTCGX 267.50	278.78	0.00	-11.28	0.00	0.00
Total Short Term Sales Reported on 1099-B				128,251.82	0.00	-1,716.14	0.00	0.00
Long Term Sales Reported on 1099-B								
378690507	GLENMEDE FUND INC-STRATEGIC EQUITY PORTFOLIO							
4849.6610	04/09/2013	03/07/2012	GTCEX 100,000.00	91,464.61	0.00	8,535.39	0.00	0.00

Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
(Box 1e)	(Box 1a)	(Box 1b)	(Box 2a)	(Box 3)	(Box 5)		(Box 4)	(Box 15)
378690507	GLENMEDE FUND INC-STRATEGIC EQUITY PORTFOLIO		GTCEX					
1644 7370	05/07/2013	03/07/2012	35,000 00	31,019 74	0.00	3,980.26	0 00	0 00
378690309	GLENMEDE FUND INC-CORE FIXED INCOME PORT		GTCGX					
2218.1610	11/20/2013	Various	24,732 50	25,693.67	0.00	-961.17	0 00	0.00
378690507	GLENMEDE FUND INC-STRATEGIC EQUITY PORTFOLIO		GTCEX					
1458 9420	11/20/2013	03/07/2012	34,372.67	27,515 65	0.00	6,857.02	0.00	0.00
378690606	GLENMEDE FUND INC-ADVISOR SMALL CAP VALUE PORTFOLIO		GTC SX					
953.4710	11/20/2013	06/08/2012	25,000 00	16,132.73	0.00	8,867.27	0.00	0 00
378690747	GLENMEDE FUND INC SECURED OPTIONS		GT SOX					
1885 3700	11/20/2013	06/08/2012	25,000 00	23,736.81	0.00	1,263.19	0.00	0 00
Total Long Term Sales Reported on 1099-B			244,105.17	215,563.21	0.00	28,541.96	0.00	0 00

Quantity Sold (Box 1e)	Date of Sale or Exchange (Box 1a)	Date of Acquisition	Stocks Bonds, etc (Box 2a)	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld (Box 4)	State Tax Withheld (Box 15)
Long Term Sales Reported on 1099-B								
378690507	GLENMEDE FUND INC-STRATEGIC EQUITY PORTFOLIO							
10.2550	02/25/2013	12/10/2010	GTCEX	177.00	0.00	25.33	0.00	0.00
886315795	TIAA CREF HIGH YIELD FUND - IN DTD 5/1/2012							
4789.2720	02/25/2013	Various	TIHYX	46,470.15	0.00	3,529.85	0.00	0.00
378690408	GLENMEDE FUND INC-INTERNATIONAL PORT							
4694.5700	03/05/2013	Various	GTCIX	61,870.80	0.00	-1,921.14	0.00	0.00
886315795	TIAA CREF HIGH YIELD FUND - IN DTD 5/1/2012							
2045.6810	05/07/2013	Various	TIHYX	19,684.31	0.00	2,368.14	0.00	0.00
72200Q182	PIMCO ALL ASSETS AUTH -IS							
9680.5420	10/02/2013	04/26/2011	PAUIX	107,066.79	0.00	-7,066.79	0.00	0.00
880208400	TEMPLETON GLOBAL BOND FD-AD							
3741.0930	11/07/2013	Various	TGBAX	51,061.23	0.00	-2,314.79	0.00	0.00
378690507	GLENMEDE FUND INC-STRATEGIC EQUITY PORTFOLIO							
26.6270	11/20/2013	12/10/2010	GTCEX	459.58	0.00	167.75	0.00	0.00

72200Q182	PIMCO ALL ASSETS AUTH-IS	PAUX							
12298.8710	11/20/2013 Various	126,555.38	135,851.81	0.00	-9,296.43	0.00	0.00		
880208400	TEMPLETON GLOBAL BOND FD-AD	TGBAX							
1912 7770	11/20/2013 Various	25,000.00	25,988.59	0.00	-988.59	0.00	0.00		
72200Q182	PIMCO ALL ASSETS AUTH-IS	PAUX							
12203.6220	12/20/2013 Various	124,598.98	132,708.00	0.00	-8,109.02	0.00	0.00		
Total Long Term Sales Reported on 1099-B		557,732.57	581,338.26	0.00	-23,605.69	0.00	0.00		

DAVID G. BURTON, SUCCESSOR TRUSTEE
EIN: 52-6072646
SCHEDULE OF CONTRIBUTIONS
DECEMBER 31, 2013

Geuting Trust contributions 2013

1568 Family Counseling Center St Paul's Church	\$2,000 00
Rob McCreary, St Pauls Church, 1010 W 4ht St. Wilm 19805	
1569 Religious of the Sacred Heart	82,000 00
4120 Forest Park Av, St. Louis, MO 63108	
1570 St Johns Church Hispanic Ministry	1000.00
506 Seaberry Av, Milford, DE 19963	
1571 St Vincent DePaul	1000 00
Paul Collins, 800 No DuPony Hiway, NewCastle, DE 19720	
1572 Esperanza	5000.00
319 No. Race St, Georgetown, DE 19947	
1573 Benedictine School	1000 00
14299 Benedictine Lane, Ridgley, MD 21660-9941	
1574 Casa San Francisco	5000.00
PO Box 38, Milton DE 19968	
1575 Pacem in Terris	1000.00
1304 No. Rodney St, Wilm DE 19806	
1576 Save the Children	2000.00
54 Wilton Rd, Westport, Connecticut 06880 (#111592873)	
1577 Moms House	2000.00
PO Box 1138, Dover DE 19903	
1578 Marymount Univ	3000.00
Marymount Fund, Office of Dev , 2807 Glebe Rd, Arlington VA22207-4299	
1579 Bayard House	500.00
300 Bayard Rd, Wilmington DE 19805	

1580 Stone Ridge School	1000.00
9101 Rockville Pike, Bethesda MD 20814	
1581 Pregnancy Help Center	500 00
1991 So State St, Dover DE 19901	
1582 St Thos. More Prep	20.000.00
133 Thomas More Dr., Magnolia DE 19962	
1583 The Way Home	5000 00
PO Box 1103 Georgetown DE 19947	
1584 De Right to Life	1000.00
PO Boz 1222, Wilmington DE 19899	
1585 Little Sisters of the Poor	500 00
185 Salem Church Rd, Newark DE 19713-2997	
1586 Catholic Charities	5000.00
2099 So DuPont Hiway, Dover DE 19901	
1587 Easter Seals	5000.00
61 Corporate Circle, New Castle DE 19720	
1588 Interfaith Housing	500.00
613 Washington St, Wilmington DE 19801	
1589 Shepherds Place	500.00
1362 So. Governors Av, Dover DE 19904	
1590 Kenya Water for Life	1000.00
314 E Main ST, Kelway Plaza Suite 2, Newark DE 19711	
1591 Sussex Habitat for Humanity	1000.00
107 Depot St., Georgetown DE 19947	
1592 Catholic Relief Svc (\$5000 00 for Philippines)	\$15,000.00

Major Gift Dept, 228 W. Lexington St, Baltimore MD 21298-3173

1593 Joseph House	500 00
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Little Sisters Of Jesus and Mary, PO Box 1755, Salisbury MD 2

1595 Georgetown University	500.00
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Office of Alum Relations, PO Box 4571253, Washington DC 20057-11253

1596 Family Counseling St. Paul's Church (2 nd check)	500 00
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1598 Family Network	1000.00
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2959 Park Av, Suite D, Soquel CA 95073

TOTAL

<u>164,000.00</u>

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
M&T BANK	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
AQR RISK PARITY FUND	8,214.	1,537.	6,677.
BLACKROCK FLOATING RATE	867.	0.	867.
DUPONT CAPITAL EMG MKTS	3,719.	0.	3,719.
GLENMEDE FD INC-CORE FIXED INC	2,386.	126.	2,260.
GLENMEDE FD INC-LG CAP 100 PORT	5,107.	3,415.	1,692.
GLENMEDE FD INC-LG CAP GROWTH	8,175.	6,640.	1,535.
GLENMEDE FD INC-LRG CAP VAL PT	20,539.	11,581.	8,958.
GLENMEDE FD INC-SECURED OPTIONS	43,371.	28,011.	15,360.
GLENMEDE FD INC-SM CAP VAL PT	8,112.	5,600.	2,512.
GLENMEDE FUND INC-EMG MKTS	464.	302.	162.
GLENMEDE FUND INC-STRAT EQ PORT	46,463.	37,360.	9,103.
GMO QUAL. FUND IV	49,344.	39,118.	10,226.
IPO LITIGATION PROCEEDS	467.	467.	0.
MATTHEWS PACIFIC TIGER	3,692.	1,474.	2,218.
MISCELLANEOUS DIVIDEND	200.	0.	200.
PIMCO ALL ASSETS AUTH	9,102.	0.	9,102.
ROYCE SPECIAL EQUITY FUND	3,497.	3,034.	463.
TEMPLETON GLOBAL BOND FD	3,592.	5.	3,587.
THIRD AVENUE REAL ESTATE VAL	1,855.	350.	1,505.
THORNBURG INT'L VAL FD	2,007.	0.	2,007.
TIAA CREF HIGH YIELD FD	891.	0.	891.
TWEEDY BROWNE GLOBAL VALUE FUND	10,309.	6,220.	4,089.
VAN ECK GLBL HARD ASSET	17.	0.	17.
TOTAL TO FM 990-PF, PART I, LN 4	232,390.	145,240.	87,150.

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	5,975.	0.		5,975.
TO FORM 990-PF, PG 1, LN 16B	5,975.	0.		5,975.

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 - GLENMEDE	20,190.	20,190.		0.
TO FORM 990-PF, PG 1, LN 16C	20,190.	20,190.		0.

FORM 990-PF	TAXES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX	2,138.	0.		0.
FOREIGN TAX	1,655.	1,655.		0.
TO FORM 990-PF, PG 1, LN 18	3,793.	1,655.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OFFICE EXPENSE	104.	0.		104.
TO FORM 990-PF, PG 1, LN 23	104.	0.		104.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 7

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
GLENMEDE LONG/SHORT PORTFOLIO	COST	126,555.	127,390.
BLACKROCK FLOATING RATE INCOME	COST	25,000.	25,167.
AQR RISKY PARITY FUND	COST	138,666.	126,158.
DUPONT CAPITAL EMERGING MARKETS	COST	330,000.	316,907.
GLENMEDE FUND INC - ADVISOR SMALL CAP	COST	111,769.	170,527.
GLENMEDE FUND INC - CORE FIXED INCOME	COST	60,440.	57,658.
GLENMEDE FUND INC - INT' PORT	COST	0.	0.
GLENMEDE FUND INC - LG CAP GRWTH PORT	COST	112,277.	170,311.
GLENMEDE FUND INC - LG CAP VALUE PORT	COST	129,897.	149,364.
GLENMEDE FUND INC - LG CAP 100 PORT	COST	128,727.	199,242.
GLENMEDE FUND INC - SECURED OPTIONS	COST	385,002.	387,394.
GLENMEDE FUND INC - STRATEGIC EQ PORT	COST	335,296.	419,140.
GLENMEDE FUND INC - US EMERGING MKTS	COST	23,699.	37,553.
GMO QUALITY FUND	COST	372,921.	452,302.
MATTHEWS PACIFIC TIGER	COST	280,308.	295,043.
PIMCO ALL ASSETS	COST	0.	0.
ROYCE SPECIAL EQUITY FUND	COST	35,022.	42,042.
TEMPLETON GLOBAL BD FD	COST	23,610.	22,868.
THIRD AVE REAL VALUE	COST	61,764.	76,802.
THORNBURG INTL VALUE FD	COST	191,590.	211,532.
TWEEDY BROWNE GLB VAL FD	COST	209,218.	232,564.
US COMMODITY INDEX	COST	17,226.	16,824.
VAN ECK GLBL HARD ASSETS	COST	50,863.	55,379.
TIAA CERF HI YLD FD	COST	0.	0.
ASSOCIATES FIRST CAPITAL	COST	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 13		3,149,850.	3,592,167.

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