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## Return of Private Foundation

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

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► Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

2013

For calendar year 2013 or tax year beginning

, and ending

Name of foundation <b>DAVID G. BURTON, SUCCESSOR TRUSTEE U/A DTD 5/6/67</b>		A Employer identification number <b>52-6072646</b>
Number and street (or P O box number if mail is not delivered to street address) <b>1104 PHILADELPHIA PIKE</b>		Room/suite
City or town, state or province, country, and ZIP or foreign postal code <b>WILMINGTON, DE 19809-2031</b>		
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		C If exemption application is pending, check here ► <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		D 1. Foreign organizations, check here ► <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ► \$ <b>3,694,851.</b> (Part I, column (d) must be on cash basis)		J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____
<b>Part I Analysis of Revenue and Expenses</b> (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		
2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B		
3 Interest on savings and temporary cash investments		
4 Dividends and interest from securities		
5a Gross rents		
b Net rental income or (loss) _____		
6a Net gain or (loss) from sale of assets not on line 10		
b Gross sales price for all assets on line 6a <b>1,073,613.</b>		
7 Capital gain net income (from Part IV, line 2)		
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		<b>235,611.</b> <b>235,611.</b>
Revenue		
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		<b>5,975.</b> 0.      5,975.
c Other professional fees      STMT 4		<b>20,190.</b> <b>20,190.</b> 0.
17 Interest		
18 Taxes      STMT 5		<b>3,793.</b> <b>1,655.</b> 0.
19 Depreciation and depletion		
20 Occupancy		
21 Travel, conferences, and meetings		
22 Printing and publications		
23 Other expenses      STMT 6		<b>104.</b> 0.      104.
24 Total operating and administrative expenses (Add lines 13 through 23)		<b>30,062.</b> <b>21,845.</b> 6,079.
25 Contributions, gifts, grants paid		<b>164,000.</b> 0.      164,000.
26 Total expenses and disbursements. Add lines 24 and 25		<b>194,062.</b> <b>21,845.</b> 170,079.
27 Subtract line 26 from line 12:		
a Excess of revenue over expenses and disbursements		<b>41,549.</b>
b Net investment income (if negative, enter -0-)		<b>213,766.</b>
c Adjusted net income (if negative, enter -0-)		N/A

P/1

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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		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 ►				
Assets	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				
	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 ► <b>DIVIDEND RECEIVABLE</b> )		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.
Liabilities	17 Accounts payable and accrued expenses		1,498.	1,668.	
	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 ► )				
	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)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	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			N/A			
1	<b>Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income</b>					

(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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<b>Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)</b>		
1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1.	
1b	Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)	
1c	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	
1d	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-)	
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	<b>Tax based on investment income.</b> Subtract line 4 from line 3 If zero or less, enter -0-	
6	<b>Credits/Payments:</b>	
6a	2013 estimated tax payments and 2012 overpayment credited to 2013	
6b	Exempt foreign organizations - tax withheld at source	
6c	Tax paid with application for extension of time to file (Form 8868)	
6d	Backup withholding erroneously withheld	
7	Total credits and payments. Add lines 6a through 6d	
8	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	
9	<b>Tax due</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> ►	
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> ►	
11	Enter the amount of line 10 to be: <b>Credited to 2014 estimated tax</b> ► <b>1,142.</b> <b>Refunded</b> ►	
	3,280.	
	8	
	9	
	10 1,142.	
	11 0.	
<b>Part VII-A Statements Regarding Activities</b>		
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?	
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the 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>	
1c	Did the foundation file Form 1120-POL for this year?	
1d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ► \$ <b>0.</b> (2) On foundation managers ► \$ <b>0.</b>	
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>	
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	
4b	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? <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: • 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? <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) ► <b>DE</b>	
8b	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? <i>If "No," attach explanation</i>	
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)? <i>If "Yes," complete Part XIV</i>	
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	

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

11		X
12		X
13	X	
Website address ► <u>N/A</u>		
14	The books are in care of ► <u>BUMPERS &amp; 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	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►		

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

	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	N/A	► <input type="checkbox"/>
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.)	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 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)	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 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))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If any answer is "Yes" to 5a(1)-(5), did <b>any</b> 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 ► <input type="checkbox"/>	
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 ► <input type="checkbox"/> Yes <input type="checkbox"/> No	
<i>If "Yes," attach the statement required by Regulations section 53.4945-5(d).</i>		
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
<i>If "Yes" to 6b, file Form 8870</i>		
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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

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**Part VIII** **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**
**3. Five highest-paid independent contractors for professional services. If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
<b>NONE</b>		

**Total number of others receiving over \$50,000 for professional services**

►

**0**
**Part IX-A** **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

Expenses

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

**Part IX-B** **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

Amount

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

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**Part X**

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	3,245,185.
b	Average of monthly cash balances	1b	79,214.
c	Fair market value of all other assets	1c	
d	<b>Total</b> (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	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,274,533.
6	<b>Minimum investment return</b> 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	<b>Distributable amount</b> 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	1a	170,079.
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1b	0.
b	Program-related investments - total from Part IX-B	2	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	3a	
3	Amounts set aside for specific charitable projects that satisfy the	3b	
a	Suitability test (prior IRS approval required)	4	170,079.
b	Cash distribution test (attach the required schedule)	5	2,138.
4	<b>Qualifying distributions</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	6	167,941.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b		
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4		

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

Form 990-PF (2013)

**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			0.	
a Enter amount for 2012 only				
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.			0.	
a Applied to 2012, 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)				
d Applied to 2013 distributable amount				161,589.
e Remaining amount distributed out of corpus				0.
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))		0.		
6 Enter the net total of each column as indicated below:	13,869.			
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 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.			



## DAVID G. BURTON, SUCCESSOR TRUSTEE

Form 990-PF (2013)

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			164,000.
<b>Total</b>				► 3a 164,000.
<i>b Approved for future payment</i>				
NONE				
<b>Total</b>				► 3b 0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514	(e) Related or exempt function income
	(a) Business code	(b) Amount		
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.

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

**Part XVII** Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

† 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 solicitations**

**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

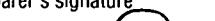
Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

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

Signature of officer or trustee

Date \_\_\_\_\_

## Title

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	JOHN E. MAGER, CPA		03/14/14		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		

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

Quantity (Box 1a)	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)	Federal Income Tax Withheld (Box 4)	State Tax Withheld (Box 15)
<b>Short Term Sales Reported on 1099-B</b>							
378690507	02/25/2013	03/27/2012	GTCEX 99,797.67	100,000.00	0.00	-202.33	0.00
5058 1690	05/07/2013	12/07/2012	THYX 216.94	209.29	0.00	7.65	0.00
886315795	880208400	11/07/2013	TGBAX 1,253.57	1,269.92	0.00	-16.35	0.00
20.1240	96.2060	11/20/2013	Various AQRIX 25,000.00	26,493.83	0.00	-1,493.83	0.00
00203H826	2183 4060	11/20/2013	Various GLENMEDE FUND INC-CORE FIXED INCOME PORT GTGFX 267.50	278.78	0.00	-11.28	0.00
378690309	23.9910	11/20/2013	12/14/2012 Total Short Term Sales Reported on 1099-B	128.251.82 0.00	0.00	-1,716.14	0.00
<b>Long Term Sales Reported on 1099-B</b>							
378690507	04/09/2013	03/07/2012	GTCEX 100,000.00	91,464.61	0.00	8,535.39	0.00

Quantity (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 (Box 4)	Federal Income Tax Withheld (Box 15)
378690507	1644 7370	05/07/2013	GLENMEDIATE FUND INC-STRATEGIC EQUITY PORTFOLIO	35,000.00	31,019.74	3,980.26	0.00
378690309	2218.1610	11/20/2013	GLENMEDIATE FUND INC-CORE FIXED INCOME PORT Various	24,732.50	25,693.67	-961.17	0.00
378690507	1458 9420	11/20/2013	GLENMEDIATE FUND INC-STRATEGIC EQUITY PORTFOLIO	GTCEX	34,372.67	6,857.02	0.00
378690606	953.4710	11/20/2013	GLENMEDIATE FUND INC-ADVISOR SMALL CAP VALUE PORTFOLIO	GTCSX	16,132.73	8,867.27	0.00
378690747	1885 3700	11/20/2013	GLENMEDIATE FUND INC SECURED OPTIONS	GTSOX	25,000.00	23,736.81	1,263.19
<b>Total Long Term Sales Reported on 1099-B</b>				<b>244,105.17</b>	<b>215,563.21</b>	<b>0.00</b>	<b>28,541.96</b>

Quantity Sold (Box 1e)	Date of Sale or Exchange (Box 1a)	Date of Acquisition (Box 1a)	Stocks Bonds, etc (Box 2a)	Cost or Other Basis (Box 2a)	Wash Sale Loss Disallowed (Box 4)	Net Gain or Loss (Box 4)	Federal Income Tax Withheld (Box 4)	State Tax Withheld (Box 15)
<b>Long Term Sales Reported on 1099-B</b>								
378690507		GLENMEDIATE FUND INC-STRATEGIC EQUITY PORTFOLIO	GTCEX	202 33	177 00	0 00	25 33	0 00
10.2550	02/25/2013	12/10/2010						
8866315795		TIAA CREF HIGH YIELD FUND - IN DTD 5/1/2012	THYX					
4789.2720	02/25/2013	Various	50,000.00	46,470.15	0 00	3,529.85	0 00	0 00
378690408		GLENMEDIATE FUND INC-INTERNATIONAL PORT	GTCIX					
4694.5700	03/05/2013	Various	59,949.66	61,870.80	0 00	-1,921.14	..	0 00
8866315795		TIAA CREF HIGH YIELD FUND - IN DTD 5/1/2012	THYX					
2045.6810	05/07/2013	Various	22,052.45	19,684.31	0 00	2,368.14	0 00	0 00
72200Q182		PIMCO ALL ASSETS AUTH -IS	PAUIX					
9680.5420	10/02/2013	04/26/2011	100,000.00	107,066.79	0 00	-7,066.79	0 00	0 00
8860208400		TEMPLETON GLOBAL BOND FD-AD	TGBAX					
37410930	11/07/2013	Various	48,746.44	51,061.23	0 00	-2,314.79	0 00	0 00
378690507		GLENMEDIATE FUND INC-STRATEGIC EQUITY PORTFOLIO	GTCEX					
26.6270	11/20/2013	12/10/2010	627 33	459 58	0 00	167 75	0 00	0 00

722000Q182	PIMCO ALL ASSETS AUTH -S	PAUIX	126,555.38	135,851.81	0.00	-9,296.43	0.00	0.00
12298.8710	11/20/2013 Various	TGBAX	25,000.00	25,988.59	0.00	-988.59	0.00	0.00
880208400	TEMPLETON GLOBAL BOND FD-AD	PAUIX	124,598.98	132,708.00	0.00	-8,109.02	0.00	0.00
191127770	11/20/2013 Various	557,732.57	581,338.26	0.00	-23,605.69	0.00	0.00	
722000Q182	PIMCO ALL ASSETS AUTH -S							
12203.6220	12/20/2013 Various							
	<b>Total Long Term Sales Reported on 1099-B</b>							

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 DuPont 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

Little Sisters Of Jesus and Mary, PO Box 1755, Salisbury MD 2

1595 Georgetown University 500.00

Office of Alum Relations, PO Box 4571253, Washington DC 20057-11253

1596 Family Counseling St. Paul's Church (2<sup>nd</sup> check) 500 00

1598 Family Network 1000.00

2959 Park Av, Suite D, Soquel CA 95073

**TOTAL** 164 , 000 . 00

## 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.
<b>TOTAL TO FORM 990-PF, PART II, LINE 13</b>		<b>3,149,850.</b>	<b>3,592,167.</b>

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