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EXTENDED TO AUGUST 17, 2015
Return of Private Foundation

Form **990-PF**
 Department of the Treasury
 Internal Revenue Service

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.

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014 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"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/>			
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ► \$ 3,736,727. (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) _____			
Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>		(a) Revenue and expenses per books	(b) Net investment income		
Revenue	1 Contributions, gifts, grants, etc., received		N/A		
	2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B Interest on savings and temporary cash investments				
	3	2.	2.	STATEMENT 1	
	4 Dividends and interest from securities	71,770.	71,770.	STATEMENT 2	
	5a Gross rents				
	b Net rental income or (loss)	179,015.			
	6a Net gain or (loss) from sale of assets not on line 10 Gross sales price for all assets on line 6a	872,411.			
	7 Capital gain net income (from Part IV, line 2)		179,015.	<i>RECEIVED</i>	
	8 Net short-term capital gain			<i>MAY 27 2015</i>	
	9 Income modifications Gross sales less returns and allowances			<i>OGDEN, UT</i>	
	10a				
	b Less Cost of goods sold				
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11	250,787.	250,787.			
Operating and Administrative Expenses	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	6,850.	0.	6,850.
	c Other professional fees	STMT 4	20,371.	20,371.	0.
	17 Interest				
	18 Taxes	STMT 5	5,811.	1,226.	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		33,032.	21,597.	6,850.
25 Contributions, gifts, grants paid		158,000.		158,000.	
26 Total expenses and disbursements. Add lines 24 and 25		191,032.	21,597.	164,850.	
27 Subtract line 26 from line 12:		59,755.			
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)			229,190.		
c Adjusted net income (if negative, enter -0-)				N/A	

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Assets	Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
	1 Cash - non-interest-bearing				
	2 Savings and temporary cash investments		101,462.	123,255.	123,255.
	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		1,142.		
	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 6	3,149,850.	3,191,373.	3,613,472.
	14 Land, buildings, and equipment: basis ►				
	Less accumulated depreciation ►				
	15 Other assets (describe ► <u>DIVIDEND RECEIVABLE</u>)		80.	0.	0.
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		3,252,534.	3,314,628.	3,736,727.
Liabilities	17 Accounts payable and accrued expenses		1,668.	1,583.	
	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 ► <u>STATEMENT 7</u>)		0.	2,424.	
	23 Total liabilities (add lines 17 through 22)		1,668.	4,007.	
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		3,250,866.	3,310,621.	
	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		3,250,866.	3,310,621.	
	31 Total liabilities and net assets/fund balances		3,252,534.	3,314,628.	

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	3,250,866.
2 Enter amount from Part I, line 27a	2	59,755.
3 Other increases not included in line 2 (itemize) ►	3	0.
4 Add lines 1, 2, and 3	4	3,310,621.
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	3,310,621.

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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			P	VARIOUS	VARIOUS
b SEE ATTACHED			P	VARIOUS	VARIOUS
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 578,649.		614,987.		-36,338.	
b 77,870.		78,409.		-539.	
c 215,892.				215,892.	
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(I) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a				-36,338.	
b				-539.	
c				215,892.	
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		179,015.
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))
2013	167,941.	3,274,533.	.051287
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

2 Total of line 1, column (d)

2 .244709

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 .048942

4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5

4 3,737,815.

5 Multiply line 4 by line 3

5 182,936.

6 Enter 1% of net investment income (1% of Part I, line 27b)

6 2,292.

7 Add lines 5 and 6

7 185,228.

8 Enter qualifying distributions from Part XII, line 4

8 164,850.

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.	(attach copy of letter if necessary-see instructions)	1	4,584.
1b	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			
1c	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	2	0.	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	3	4,584.	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	4	0.	
6	Credits/Payments:	5	4,584.	
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	2,160.	
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c	2,424.	
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d	7	4,584.	
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	0.	
10	Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11	Enter the amount of line 10 to be: Credited to 2015 estimated tax ► <input type="checkbox"/> Refunded ► <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	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	1a	X
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?			
c	Did the foundation file Form 1120-POL for this year?			
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ► \$ 0. (2) On foundation managers. ► \$ 0.	N/A	1b	X
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities			
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			
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year? b If "Yes," has it filed a tax return on Form 990-T for this year?			
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T			
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? If "Yes," complete Part II, col (c), and Part XV			
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► 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			
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 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? If "Yes," complete Part XIV			
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses			

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Part VII-A Statements Regarding Activities (continued)

11	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	<input checked="" type="checkbox"/>	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	<input checked="" type="checkbox"/>	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	<input checked="" type="checkbox"/>	X
14	The books are in care of ► <u>BUMPERS & COMPANY</u> Located at ► <u>1104 PHILADELPHIA PIKE, WILMINGTON, DE</u>	Telephone no. ► <u>302-798-3300</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>	<input checked="" type="checkbox"/>	0.
16	At any time during calendar year 2014, 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 FinCEN Form 114, (formerly TD F 90-22.1). If "Yes," enter the name of the foreign country ►	16	<input checked="" type="checkbox"/>	Yes
			<input type="checkbox"/>	No

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	N/A	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014?	► <input type="checkbox"/>	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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014?	<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	
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 2014 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 2014.)	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	3b	
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?	4a	X
		4b	X

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

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?
- (3) Provide a grant to an individual for travel, study, or other similar purposes?
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions)
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

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

N/A

5b



Organizations relying on a current notice regarding disaster assistance check here

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

N/A

 Yes No*If "Yes," attach the statement required by Regulations section 53.4945-5(d)*

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

 Yes No

6b

X

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

 Yes No

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 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	3,689,495.
b	Average of monthly cash balances	1b	105,241.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	3,794,736.
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	3,794,736.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	56,921.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,737,815.
6	Minimum investment return Enter 5% of line 5	6	186,891.

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	186,891.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	4,584.
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	4,584.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	182,307.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	182,307.
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	182,307.

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:	1a	164,850.
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	164,850.
b	Cash distribution test (attach the required schedule)	5	0.
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	6	164,850.
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	Adjusted qualifying distributions 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.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				182,307.
2 Undistributed income, if any, as of the end of 2014			0.	
a Enter amount for 2013 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2014:				
a From 2009				
b From 2010	5,379.			
c From 2011				
d From 2012				
e From 2013	8,490.			
f Total of lines 3a through e	13,869.			
4 Qualifying distributions for 2014 from Part XII, line 4: ► \$ 164,850.			0.	
a Applied to 2013, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2014 distributable amount				164,850.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a))	13,869.			13,869.
6 Enter the net total of each column as indicated below:	0.			
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 2013. Subtract line 4a from line 2a. Taxable amount - see instr.				
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015			0.	
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2015 Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2010				
b Excess from 2011				
c Excess from 2012				
d Excess from 2013				
e Excess from 2014				

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 2014, enter the date of the ruling ►
b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

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

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			158,000.
Total			► 3a	158,000.
<i>b Approved for future payment</i>				
NONE				
Total			► 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		(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				
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.	250,787.
13 Total Add line 12, columns (b), (d), and (e)				250,787.
(Subtract line 12 from line 13 to get a final adjustment.)			13	

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

a Transfers from the reporting foundation to a noncharitable exempt organization of:

(1) Cash

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

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.

Date

Title

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

Paid Preparer Use Only	Print/Type preparer's name DOUGLAS S. KOOK, CPA	Preparer's signature 	Date 05/12/15	Check <input type="checkbox"/> if self-employed	PTIN P01332907
	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	

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
M&T BANK	2.	2.	
TOTAL TO PART I, LINE 3	2.	2.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
AQR RISK PARITY FUND	16,287.	2,525.	13,762.	13,762.	
BLACKROCK FLOATING RATE	537.	0.	537.	537.	
GLENMEDE FD INC-CORE FIXED INC	3,359.	0.	3,359.	3,359.	
GLENMEDE FD INC-LG CAP 100 PORT	8,639.	6,638.	2,001.	2,001.	
GLENMEDE FD INC-LG CAP GROWTH	6,195.	5,140.	1,055.	1,055.	
GLENMEDE FD INC-LRG CAP VAL PT	22,962.	13,922.	9,040.	9,040.	
GLENMEDE FD INC-SECURED OPTIONS	12,972.	8,921.	4,051.	4,051.	
GLENMEDE FD INC-SM CAP VAL PT	6,785.	6,661.	124.	124.	
GLENMEDE FUND INC-STRAT EQ PORT	59,104.	52,890.	6,214.	6,214.	
GLENMEDE FUND INC-US EMERGING	3,614.	3,610.	4.	4.	
GLENMEDE FUND MID CAP EQU	28.	0.	28.	28.	
GMO QUAL. FUND IV ISHARES MSCI	104,040.	88,639.	15,401.	15,401.	
EMERGING MKT MATTHEWS PACIFIC	1,877.	0.	1,877.	1,877.	
TIGER NATIONAL AMERICAN	17,892.	15,220.	2,672.	2,672.	
UNIVERSITY TEMPLETON GLOBAL	375.	0.	375.	375.	
BOND FD THIRD AVENUE REAL	1,615.	0.	1,615.	1,615.	
ESTATE VAL	3,002.	1,849.	1,153.	1,153.	

DAVID G. BURTON, SUCCESSOR TRUSTEE U/A D

52-6072646

THORNBURG INT'L				
VAL FD	6,465.	5,076.	1,389.	1,389.
TWEEDY BROWNE				
GLOBAL VALUE FUND	9,526.	4,801.	4,725.	4,725.
VAN ECK GLBL HARD				
ASSET	62.	0.	62.	62.
WORLD EX US CORE				
PORT	2,326.	0.	2,326.	2,326.
TO PART I, LINE 4	287,662.	215,892.	71,770.	71,770.

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	6,850.	0.		6,850.
TO FORM 990-PF, PG 1, LN 16B	6,850.	0.		6,850.

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	20,371.	20,371.		0.
TO FORM 990-PF, PG 1, LN 16C	20,371.	20,371.		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	4,585.	0.		0.
FOREIGN TAX	1,226.	1,226.		0.
TO FORM 990-PF, PG 1, LN 18	5,811.	1,226.		0.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	6
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
GLENMEDE LONG/SHORT PORTFOLIO	COST	191,555.	201,297.
BLACKROCK FLOATING RATE INCOME	COST	0.	0.
AQR RISKY PARITY FUND	COST	149,856.	129,945.
DUPONT CAPITAL EMERGING MARKETS	COST	0.	0.
GLENMEDE FUND INC - ADVISOR SMALL CAP	COST	118,429.	175,628.
GLENMEDE FUND INC - CORE FIXED INCOME	COST	160,440.	160,651.
GLENMEDE FUND INC - LG CAP GRWTH PORT	COST	117,417.	203,302.
GLENMEDE FUND INC - LG CAP VALUE PORT	COST	152,340.	168,067.
GLENMEDE FUND INC - LG CAP 100 PORT	COST	135,365.	229,698.
GLENMEDE FUND INC - SECURED OPTIONS	COST	246,997.	250,624.
GLENMEDE FUND INC - STRATEGIC EQ PORT	COST	389,696.	469,523.
GLENMEDE FUND INC - US EMERGING MKTS	COST	27,309.	38,100.
GMO QUALITY FUND	COST	467,137.	499,078.
MATTHEWS PACIFIC TIGER	COST	310,539.	344,585.
ROYCE SPECIAL EQUITY FUND	COST	0.	0.
TEMPLETON GLOBAL BD FD	COST	23,660.	21,730.
THIRD AVE REAL VALUE	COST	63,433.	85,531.
THORNBURG INTL VALUE FD	COST	61,496.	60,133.
TWEEDY BROWNE GLB VAL FD	COST	230,308.	247,804.
US COMMODITY INDEX	COST	0.	0.
VAN ECK GLBL HARD ASSETS	COST	70,925.	59,270.
GLENMEDE FUND INC - MID CAP EQUITY ADVISOR CL	COST	39,828.	42,138.
WORLD EX US CORE EQUITY	COST	100,000.	92,995.
ISHARES MSCI EMERGING MKT	COST	134,643.	128,871.
NATIONAL AMERICAN UNIERSITY HOLDINGS	COST	0.	4,502.
TOTAL TO FORM 990-PF, PART II, LINE 13		3,191,373.	3,613,472.

DAVID G. BURTON, SUCCESSOR TRUSTEE U/A D

52-6072646

FORM 990-PF	OTHER LIABILITIES	STATEMENT	7
DESCRIPTION	BOY AMOUNT	EOY AMOUNT	
FEDERAL EXCISE TAX PAYABLE	0.	2,424.	
TOTAL TO FORM 990-PF, PART II, LINE 22	0.	2,424.	

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

David G Burton Successor Trust
 EIN 52-6072646
 Gain/Loss Schedule
 12/31/2014

SJR 5/8/2015

Asset	Date					
	Acquired	Date Sold	Shares Sold	Proceeds	Total Cost	Gain / (Loss)
ST Thornberg Intl Value Fd 1	Various	04/30/14	2,438 766	74,577 47	75,000 00	(422 53)
ST Royce Special Equity	Various	9/30/2014	142 032	3,292 30	3,408 76	(116 46)
Total Short Term Gain				77,869 77	78,408 76	(538 99)
LT Glenmede Fund Inc Secured Options	Various	01/14/14	12,541 806	150,000 00	150,976 91	(976 91)
LT Thornberg Intl Value Fd 1	Various	04/30/14	831 345	25,422 53	23,375 49	2,047 04
LT Blackrock Floating Rate Income	Various	07/11/14	2,394 636	25,215 52	25,000 00	215 52
LT Thornberg Intl Value Fd 1	Various	08/15/14	1,313 629	40,000 00	36,794 75	3,205 25
LT United States Commodity Index 300	Various	08/22/14	300 000	16,971 70	17,226 00	(254 30)
LT Royce Special Equity	Various	09/30/14	1,689 779	35,876 78	31,613 39	4,263 39
LT Dupont Capital EMG Market	Various	11/24/2014	18,248 175	150,912 41	173,653 98	(22,741 57)
LT Dupont Capital EMG Market	Various	12/4/2014	16,615 100	134,250 01	156,346 02	(22,096 01)
Total Long Term Gain				578,648 95	614,986 54	(36,337 59)
Total Gain:				656,518 72	693,395 30	(36,876.58)

* Glenmede uses LIFO

David Burton Successor Trustee Charitable Distrubutions

Name and Address	Amounts
Georgetown University Office of Alum Relations, PO Box 4571253, Washington DC 20057-11253	\$ 1,000.00
Family Counseling Center 1010 W. 4th Street Wilmington DE 19805	\$ 5,000.00
Our Lady of Fatima Church Hispanic Ministry 801 N. Dupont Hwy, New Castle, DE 19720	\$ 10,000.00
Religious of the Sacred Heart 4120 Forest Park Av, St. Louis, MO 63108	\$ 78,000.00
St. Vincent DePaul Prison ministry Our Lady of Fatima Paul Collins, 800 No. Dupont Hiway, NewCastle, DE 19720	\$ 1,000.00
Esperanza Hispanic Ministry 319 No. Race Streetm Georgetown, DE 19947	\$ 5,000.00
Benedictine School 14299 Benedictine Lane, Ridgley, MD 21660-9941	\$ 1,000.00
Casa San Francisco PO Box 38, Milton DE 19968	\$ 5,000.00
Save the Children 54 Wilton Rd., Westport, Connecticut 06880	\$ 1,000.00
Mom's House PO Box 1138, Dover De 19903	\$ 2,000.00
Bayard House 300 Bayard Rd, Wilmington DE 19805	\$ 500.00
Joseph House (Little Sisters of Jesus and Mary) PO Box 1755, Salisbury MD 21801	\$ 500.00
Family Network 2959 Park Ave, Suite D, Soquel CA 95073	\$ 1,000.00
Pregnancy Help Center 1991 So. State St, Dover DE 19901	\$ 1,000.00
St. Thos More Prop 133 Thomas More Dr., Magnolia De 19962	\$ 15,000.00

The Way Home PO Box 1103 Georgetown De 19947	\$ 5,000.00
DE Right to Life PO Box 1222, Wilmington De 19899	\$ 1,000.00
Catholic Charities 2099 So DuPont Hiway, Dover DE 19901	\$ 5,000.00
Easter Seals 61 Corporate Circle, New Castle DE 19720	\$ 5,000.00
Shepherds Place 1362 So. Governors Ave., Dover DE 19904	\$ 500.00
Interfaith Housing 613 Washington St. Wilmington DE 19801	\$ 500.00
Water is Life 314 E. Main St, Kelway Plaza Suite 2, Newark DE 19711	\$ 1,000.00
Cathloic Relief Services Major Gift Dept, 228 W. Lexington St, Baltimore MD 21298-3173	\$ 10,000.00
Pacem in Terris 1304 No. Rodney St., Wilmington DE 19806	\$ 500.00
Stone Ridge School 9101 Rockville Pike, Bethesda MD 20814	\$ 1,000.00
Little Sisters of the Poor 185 Salem Church Rd. Newark De 19713-2997	\$ 500.00
Habitat for Humanity <u>107 Depot St., Georgetown DE 19947</u>	\$ 1,000.00
Total	\$ 158,000.00

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

► File a separate application for each return.

► Information about Form 8868 and its instructions is at www.irs.gov/form8868.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box



- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on e-file for Charities & Nonprofits.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only



All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Enter filer's identifying number

Type or print File by the due date for filing your return. See instructions	Name of exempt organization or other filer, see instructions DAVID G. BURTON, SUCCESSOR TRUSTEE U/A DTD 5/6/67	Employer identification number (EIN) or 52-6072646
	Number, street, and room or suite no. If a P O box, see instructions 1104 PHILADELPHIA PIKE	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions WILMINGTON, DE 19809-2031	

Enter the Return code for the return that this application is for (file a separate application for each return)

0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

BUMPERS & COMPANY

- The books are in the care of ► 1104 PHILADELPHIA PIKE - WILMINGTON, DE 19809
Telephone No ► 302-798-3300 Fax No ►
- If the organization does not have an office or place of business in the United States, check this box ►
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box ► If it is for part of the group, check this box ► and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until

AUGUST 15, 2015, to file the exempt organization return for the organization named above. The extension

is for the organization's return for:

► calendar year 2014 or

► tax year beginning _____, and ending _____

2 If the tax year entered in line 1 is for less than 12 months, check reason Initial return Final return
 Change in accounting period

3a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a	\$ 4,584.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$ 2,160.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c	\$ 2,424.

Caution. If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions