



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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

2016

Open to Public Inspection

For calendar year 2016 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"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <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 checked="" type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Section 501(c)(3) exempt private foundation <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) \$ 3,554,832. (Part I, column (d) must be on cash basis.)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		1,193.	1,193.		STATEMENT 1
4 Dividends and interest from securities		41,961.	41,961.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		-47,074.			
b Gross sales price for all assets on line 6a 710,802.					
7 Capital gain net income (from Part IV, line 2)			0.		
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		1,090.	1,090.		STATEMENT 3
12 Total. Add lines 1 through 11		-2,830.	44,244.		
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 4		7,900.	0.		7,900.
c Other professional fees STMT 5		13,551.	13,551.		0.
17 Interest					
18 Taxes STMT 6		2,287.	1,707.		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		23,738.	15,258.		7,900.
25 Contributions, gifts, grants paid		155,003.			155,003.
26 Total expenses and disbursements. Add lines 24 and 25		178,741.	15,258.		162,903.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-181,571.			
b Net investment income (if negative, enter -0-)			28,986.		
c Adjusted net income (if negative, enter -0-)				N/A	

SCANNED MAY 19 2017

RECEIVED
MAY 19 2017
OGDEN, UT

21

DAVID G. BURTON, SUCCESSOR TRUSTEE

Form 990-PF (2016)

U/A DTD 5/6/67

52-6072646

Page **2**

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	120,408.	197,602.	197,602.
	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	3,387.	2,807.	2,807.
	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		3,146,526.	2,888,811.	3,340,988.
14 Land, buildings, and equipment basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶ STATEMENT 8)		7.	11,105.	13,435.
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		3,270,328.	3,100,325.	3,554,832.
17 Accounts payable and accrued expenses		1,299.	987.	
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)	1,299.	987.	
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	3,269,029.	3,099,338.	
	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	3,269,029.	3,099,338.		
31 Total liabilities and net assets/fund balances	3,270,328.	3,100,325.		

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	3,269,029.
2 Enter amount from Part I, line 27a	2	-181,571.
3 Other increases not included in line 2 (itemize) ▶ K-1 CTL & D LLC ADJUSTMENT	3	11,880.
4 Add lines 1, 2, and 3	4	3,099,338.
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	3,099,338.

Form **990-PF** (2016)

DAVID G. BURTON, SUCCESSOR TRUSTEE

Form 990-PF (2016)

U/A DTD 5/6/67

52-6072646

Page **3**

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 GLENMEDE - LT SALES	P	VARIOUS	12/31/16
b CAPITAL GAINS	P	VARIOUS	12/31/16
c K-1 CTL & D LLC	P	VARIOUS	12/31/16
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 657,956.		757,876.	-99,920.
b 51,151.			51,151.
c 1,695.			1,695.
d			
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			-99,920.
b			51,151.
c			1,695.
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	-47,074.
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))
2015	180,087.	3,666,363.	.049119
2014	164,850.	3,737,815.	.044103
2013	167,941.	3,274,533.	.051287
2012	156,150.	3,294,668.	.047395
2011	146,500.	3,306,718.	.044304

2 Total of line 1, column (d)	.236208
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	.047242
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	3,454,664.
5 Multiply line 4 by line 3	163,205.
6 Enter 1% of net investment income (1% of Part I, line 27b)	290.
7 Add lines 5 and 6	163,495.
8 Enter qualifying distributions from Part XII, line 4	162,903.

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.

DAVID G. BURTON, SUCCESSOR TRUSTEE

Form 990-PF (2016)

U/A DTD 5/6/67

52-6072646

Page **4**

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 type="checkbox"/> and enter 1% of Part I, line 27b		1	580.								
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	580.								
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	580.								
6 Credits/Payments:											
a 2016 estimated tax payments and 2015 overpayment credited to 2016 b Exempt foreign organizations - tax withheld at source c Tax paid with application for extension of time to file (Form 8868) d Backup withholding erroneously withheld	<table border="1" style="width:100%"> <tr><td align="center">6a</td><td align="right">3,387.</td></tr> <tr><td align="center">6b</td><td></td></tr> <tr><td align="center">6c</td><td></td></tr> <tr><td align="center">6d</td><td></td></tr> </table>	6a	3,387.	6b		6c		6d			
6a	3,387.										
6b											
6c											
6d											
7 Total credits and payments. Add lines 6a through 6d		7	3,387.								
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	2,807.								
11 Enter the amount of line 10 to be: Credited to 2017 estimated tax 2,807. Refunded		11	0.								

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? 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? 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. 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? <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? 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? <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) 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? <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 2016 or the taxable year beginning in 2016 (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>	N/A	<table border="1" style="width:100%"> <tr> <th></th> <th align="center">Yes</th> <th align="center">No</th> </tr> <tr><td align="center">1a</td><td></td><td align="center">X</td></tr> <tr><td align="center">1b</td><td></td><td align="center">X</td></tr> <tr><td align="center">1c</td><td></td><td align="center">X</td></tr> <tr><td align="center">2</td><td></td><td align="center">X</td></tr> <tr><td align="center">3</td><td></td><td align="center">X</td></tr> <tr><td align="center">4a</td><td></td><td align="center">X</td></tr> <tr><td align="center">4b</td><td></td><td></td></tr> <tr><td align="center">5</td><td></td><td align="center">X</td></tr> <tr><td align="center">6</td><td align="center">X</td><td></td></tr> <tr><td align="center">7</td><td align="center">X</td><td></td></tr> <tr><td align="center">8b</td><td align="center">X</td><td></td></tr> <tr><td align="center">9</td><td></td><td align="center">X</td></tr> <tr><td align="center">10</td><td></td><td align="center">X</td></tr> </table>		Yes	No	1a		X	1b		X	1c		X	2		X	3		X	4a		X	4b			5		X	6	X		7	X		8b	X		9		X	10		X
	Yes	No																																										
1a		X																																										
1b		X																																										
1c		X																																										
2		X																																										
3		X																																										
4a		X																																										
4b																																												
5		X																																										
6	X																																											
7	X																																											
8b	X																																											
9		X																																										
10		X																																										

Form **990-PF** (2016)

Part VII-A. Statements Regarding Activities (continued)

	Yes	No
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 ► N/A	13	X
14 The books are in care of ► BUMPERS & COMPANY Telephone no. ► 302-798-3300 Located at ► 1104 PHILADELPHIA PIKE, WILMINGTON, DE ZIP+4 ► 19809		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	0.
16 At any time during calendar year 2016, 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. If "Yes," enter the name of the foreign country ►	16	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	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 2016?	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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? 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 2016 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 2016)	N/A	
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 2016?	4b	X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions)

☐ Yes ☒ No

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

☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

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

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?☐ Yes ☒ No**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

DAVID G. BURTON, SUCCESSOR TRUSTEE

Form 990-PF (2016)

U/A DTD 5/6/67

52-6072646

Page 7

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

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

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

0

Part IX-A Summary of Direct Charitable Activities

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

Expenses

1	NONE	
		0.
2		
3		
4		

Part IX-B Summary of Program-Related Investments

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

Amount

1		
2		
	All other program-related investments. See instructions.	
3	NONE	
		0.

Total. Add lines 1 through 3

0.

Form 990-PF (2016)

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	3,293,291.
b	Average of monthly cash balances	1b	213,982.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	3,507,273.
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	3,507,273.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	52,609.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,454,664.
6	Minimum investment return. Enter 5% of line 5	6	172,733.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	172,733.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	580.
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	580.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	172,153.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	172,153.
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	172,153.

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	162,903.
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	162,903.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	162,903.

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				172,153.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			3,993.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2016:				
a From 2011				
b From 2012				
c From 2013				
d From 2014				
e From 2015				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2016 from Part XII, line 4: ► \$ 162,903.				
a Applied to 2015, but not more than line 2a			3,993.	
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 2016 distributable amount				158,910.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2016 (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:	0.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
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 2015. Subtract line 4a from line 2a. Taxable amount - see instr			0.	
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				13,243.
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 2011 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2017 Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2012				
b Excess from 2013				
c Excess from 2014				
d Excess from 2015				
e Excess from 2016				

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 2016, 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	Tax year	Prior 3 years			(e) Total
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	
b	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed				
	85% of line 2a				
c	Qualifying distributions from Part XII, line 4 for each year listed				
	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.

DAVID G. BURTON, (302)-422-3041

411 N. REHOBOTH BLVD, MILFORD, DE 19963

b

The form in which applications should be submitted and information and materials they should include:

LETTER TO FOUNDATION STATING REASON FOR NEED

c

Any submission deadlines:

NONE

d

Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors.

NONE

623601 11-23-16

Form 990-PF (2016)

Part XV	Supplementary Information (continued)
----------------	--

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

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

Enter gross amounts unless otherwise indicated.

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

Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

[illegible]

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

- | | | Yes | No |
|----------|--|-------|----|
| 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 | 1a(1) | X |
| | (2) Other assets | 1a(2) | X |
| b | Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | X |
| | (4) Reimbursement arrangements | 1b(4) | X |
| | (5) Loans or loan guarantees | 1b(5) | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X |
| 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. | | |

[illegible]

- 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.

Signature of officer or trustee

Date 5/12/17

Title

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

☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name
DOUGLAS S. KOOK,
CPA

Preparer's signature

M. S. [Signature]

Date	05/02/17
------	----------

Check ☐ 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

	DATE ACQUIRED	DATE SOLD	# Shares	SALES PRICE	COST	GAIN (LOSS)
GLENMEDE FD LARGE CAP VALUE PORT	12/31/10	1/13/16	21,988.707	193,940.39	226,646.26	(32,705.87)
TEMPLETON GLOBAL BD FD	12/31/10	1/13/16	1,750.994	19,663.66	23,659.59	(3,995.93)
DFA WORLD EX US CORE EQUITY	4/16/15	3/8/16	9,216.590	84,516.13	100,000.00	(15,483.87)
ISHARES MSCI EAFE INDEX FD	2/19/15	6/15/16	3,950.000	221,045.86	255,407.00	(34,361.14)
THORNBURG INTL VAL FD	VARIOUS	6/15/16	2,565.031	58,559.66	70,827.86	(12,268.20)
GLENMEDE CORE FIXED	VARIOUS	10/17/16	7,100.000	80,230.00	81,334.96	(1,104.96)
						-
						-
						-
				<u>657,955.70</u>	<u>757,875.67</u>	<u>(99,919.97)</u>

David G. Burton, Successor Trustee U/A DTD 5/6/67

EIN 52-6072646

2016 Contributions

Geuting contributions November 23 2016

1667 Family Counseling Center St. Paul's Church \$15,000.00

Rob McCreary, St Pauls Church, 1010 W. 4ht St. Wilm 19805

Our Lady of Fatima Church % Fr. Chris Posch

1660/1661 Religious of the Sacred Heart \$20,000 + \$60,000 = \$80,000.00

4120 Forest Park Av, St. Louis, MO 63108

1668 St Vincent DePaul 1,000.00

Paul Collins St deP Prison Min. 1414 N. King St. Wilm 19801

1676 Benedictine School 1000.00

14299 Benedictine Lane, Ridgley, MD 21660-9941

1664 Casa San Francisco – Catholic Charities 5000.00

2601 W. 24th St, Wilm. DE 19805

1669 Save the Children 1000.00

501 Kings Highway Suite 400 Fairfield, CT 06825 (#111592873)

1665 Moms House 2000.00

PO Box 1138, Dover DE 19903

1678 Bayard House 1500.00

300 Bayard Rd, Wilmington DE 19805

1670 Stone Ridge School 1000.00

9101 Rockville Pike, Bethesda MD 20814

1671 Pregnancy Help Center 1000.00

1991 So. State St, Dover DE 19901

1666 St Thos. More Prep	20,000.00
Joseph Corsini Fin Office DOW PO Box 2030 Wilm 19899-2030	
1672 The Way Home	5000.00
PO Box 1103 Georgetown DE 19947	
1673 De Right to Life	1000.00
PO Box 1222, Wilmington DE 19899	
1682 Catholic Charities	
2601 W. 4 th ST. Wilm 19805	5000.00
1674 Kenya Water for Life	1000.00
314 E. Main ST, Kelway Plaza Suite 2, Newark DE 19711	
1675 Catholic Relief Svc	10,000.00
Major Gift Dept, 228 W. Lexington St, Baltimore MD 21298-3173	
1680 Joseph House	500.00
Little Sisters Of Jesus and Mary, PO Box 1755, Salisbury MD 21801	
1657 Georgetown University (Mission and Ministry	1,000.00
Office of Alum Relations, PO Box 4571253, Washington DC 20057-11253	
1662 Hearts Unlimited Inc.	1,000.00
105 N E Front St Milford 19963	
1658 St Johns Church	2,000.00
506 Seaberry Av. Milford 19963	
Total	\$155,000.00

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
GLENMEDE FD INC - GOVT PORT	116.	116.	
GS FS GOVT FUND	277.	277.	
GS INVESTOR TAX-EXEPMT	181.	181.	
K-1 CTL & D LLC	615.	615.	
WILMINGTON TRUST	4.	4.	
TOTAL TO PART I, LINE 3	1,193.	1,193.	

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
DFA TA WORLD EX US					
CORE EQUITY	7,022.	0.	7,022.	7,022.	
ENERGY SELECT					
SECTOR SPDR	1,123.	0.	1,123.	1,123.	
GLENMEDE FD INC -					
TOT MKT PORT	1,353.	0.	1,353.	1,353.	
GLENMEDE FD					
INC-CORE FIXED INC	6,221.	0.	6,221.	6,221.	
GLENMEDE FD INC-LG					
CAP CORE	2,737.	0.	2,737.	2,737.	
GLENMEDE FD INC-LG					
CAP GROWTH	1,291.	0.	1,291.	1,291.	
GLENMEDE FD					
INC-SECURED					
OPTIONS	3,514.	0.	3,514.	3,514.	
GLENMEDE FD INC-SM					
CAP VAL PT	279.	0.	279.	279.	
GLENMEDE FD MID					
CAP EQTY	885.	0.	885.	885.	
GLENMEDE FUND					
INC-STRAT EQ PORT	6,104.	0.	6,104.	6,104.	
GLENMEDE FUND					
INC-US EMERGING	132.	0.	132.	132.	
GLENMEDE INT'L					
PORT	3,997.	0.	3,997.	3,997.	
GS INVEST T/E MM	36.	0.	36.	36.	
K-1 CTL & D LLC	47.	0.	47.	47.	
MATTHEWS PACIFIC					
TIGER	3,546.	0.	3,546.	3,546.	

NATIONAL AMERICAN UNIVERSITY	375.	0.	375.	375.
VANGUARD FTSE EMERGING MRKT ETF	3,299.	0.	3,299.	3,299.
TO PART I, LINE 4	41,961.	0.	41,961.	41,961.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
K-1 CTL & D LLC	1,066.	1,066.	
MISC	24.	24.	
TOTAL TO FORM 990-PF, PART I, LINE 11	1,090.	1,090.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BUMPERS AND COMPANY FEES	7,900.	0.		7,900.
TO FORM 990-PF, PG 1, LN 16B	7,900.	0.		7,900.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OTHER PROFESSIONAL FEES - GLENMEDE	13,551.	13,551.		0.
TO FORM 990-PF, PG 1, LN 16C	13,551.	13,551.		0.

FORM 990-PF	TAXES		STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX	580.	0.		0.
FOREIGN TAX	1,707.	1,707.		0.
TO FORM 990-PF, PG 1, LN 18	2,287.	1,707.		0.

FORM 990-PF	OTHER INVESTMENTS		STATEMENT	7
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE	
GLENMEDE LONG/SHORT PORTFOLIO	COST	167,236.	187,258.	
GLENMEDE FUND INC - ADVISOR SMALL CAP	COST	175,280.	262,581.	
GLENMEDE FUND INC - CORE FIXED INCOME	COST	252,304.	246,619.	
GLENMEDE FUND INC - LG CAP GRWTH PORT	COST	117,417.	224,091.	
GLENMEDE FUND INC - LG CAP VALUE PORT	COST	0.	0.	
GLENMEDE FUND INC - LG CAP 1	COST	137,828.	253,797.	
GLENMEDE FUND INC - SECURED OPTIONS	COST	220,854.	227,819.	
GLENMEDE FUND INC - STRATEGIC EQ PORT	COST	458,729.	521,797.	
GLENMEDE FUND INC - US EMERGING MKTS	COST	27,570.	43,867.	
MATTHEWS PACIFIC TIGER	COST	345,960.	332,151.	
TEMPLETON GLOBAL BD FD	COST	0.	0.	
THORNBURG INTL VALUE FD	COST	0.	0.	
GLENMEDE FUND INC - MID CAP EQUITY ADVISOR CL	COST	140,874.	152,589.	
ENERGY SELECT SECT SPDR	COST	38,625.	49,711.	
DFA TA WORLD EX US CORE	COST	300,000.	267,273.	
ISHARES MSCI EAFE INDEX FUND	COST	0.	0.	
VANGUARD FTSE EM MKT	COST	107,356.	117,358.	
GLENMEDE FUND INC - INT'L PORT	COST	200,000.	204,633.	
GLENMEDE FUND INC - TOT MKT POR	COST	198,778.	246,193.	
NATIONAL AMERICAN UNIVERSITY HOLDINGS	COST	0.	3,251.	
TOTAL TO FORM 990-PF, PART II, LINE 13		2,888,811.	3,340,988.	

FORM 990-PF	OTHER ASSETS	STATEMENT	8
-------------	--------------	-----------	---

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
DIVIDEND RECEIVABLE	7.	145.	145.
CTL & D LLC - K-1	0.	10,960.	13,290.
TO FORM 990-PF, PART II, LINE 15	7.	11,105.	13,435.