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

2012

Department of the Treasury
Internal Revenue Service

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

For calendar year 2012, or tax year beginning 9/01, 2012, and ending 8/31, 2013

GURNEY FOUNDATION INC.
175 GREAT NECK ROAD #405
GREAT NECK, NY 11021

A Employer identification number
56-6061042

B Telephone number (see the instructions)
516-482-3260

C If exemption application is pending, check here

D 1 Foreign organizations, check here
2 Foreign organizations meeting the 85% test, check here and attach computation

E If private foundation status was terminated under section 507(b)(1)(A), check here

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

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

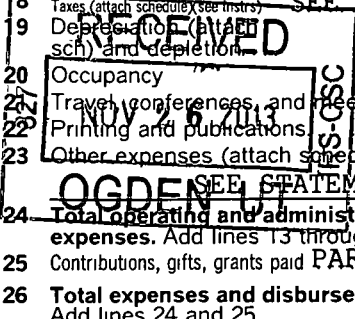
H Check type of organization Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, column (c), line 16)
\$ 1,600,341.

J Accounting method: Cash Accrual
 Other (specify) _____
(Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1 Contributions, gifts, grants, etc., received (att sch)				
	2 Ck <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	11.	11.	11.	
	4 Dividends and interest from securities	38,094.	38,094.	38,094.	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	109,044.			
	b Gross sales price for all assets on line 6a <u>621,738.</u>				
	7 Capital gain net income (from Part IV, line 2)		109,044.		
	8 Net short-term capital gain			109,044.	
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit/(loss) (att sch)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	147,149.	147,149.	147,149.		
ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc	0.			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch) SEE ST 1	8,025.	8,025.		
	c Other prof fees (attach sch) SEE ST 2	10,496.	10,496.		
	17 Interest	40.	40.		
	18 Taxes (attach schedule) (see instrs) SEE STM 3	2,566.			
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (attach schedule)					
24 Total operating and administrative expenses. Add lines 13 through 23	264.	264.			
25 Contributions, gifts, grants paid PART XV	78,000.			78,000.	
26 Total expenses and disbursements. Add lines 24 and 25	99,391.	18,825.		78,000.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	47,758.				
b Net investment income (if negative, enter -0-)		128,324.			
c Adjusted net income (if negative, enter -0-)			147,149.		

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1 Cash – non-interest-bearing	91,136.	49,184.	49,184.
	2 Savings and temporary cash investments			
	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 (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach sch)			
	Less: allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	2,817.	251.	251.
	10a Investments – U.S. and state government obligations (attach schedule)	346,765.	531,266.	515,928.
	b Investments – corporate stock (attach schedule)	897,404.	894,578.	1,034,778.
	c Investments – corporate bonds (attach schedule)	89,197.		
	11 Investments – land, buildings, and equipment: basis			
Less: accumulated depreciation (attach schedule)				
12 Investments – mortgage loans				
13 Investments – other (attach schedule)	200.	200.	200.	
14 Land, buildings, and equipment: basis				
Less: accumulated depreciation (attach schedule)				
15 Other assets (describe)	2.			
16 Total assets (to be completed by all filers – see the instructions. Also, see page 1, item 1)	1,427,521.	1,475,479.	1,600,341.	
LIABILITIES	17 Accounts payable and accrued expenses	7,825.	8,025.	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe)			
	23 Total liabilities (add lines 17 through 22)	7,825.	8,025.	
	NET ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input checked="" type="checkbox"/>		
24 Unrestricted		919,696.	967,454.	
25 Temporarily restricted		500,000.	500,000.	
26 Permanently restricted				
Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>				
27 Capital stock, trust principal, or current funds				
28 Paid-in or capital surplus, or land, building, and equipment fund				
29 Retained earnings, accumulated income, endowment, or other funds				
30 Total net assets or fund balances (see instructions)	1,419,696.	1,467,454.		
31 Total liabilities and net assets/fund balances (see instructions)	1,427,521.	1,475,479.		

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	1,419,696.
2 Enter amount from Part I, line 27a	2	47,758.
3 Other increases not included in line 2 (itemize)	3	
4 Add lines 1, 2, and 3	4	1,467,454.
5 Decreases not included in line 2 (itemize)	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	1,467,454.

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 shares MLC Company)

(b) How acquired
P - Purchase
D - Donation

(c) Date acquired
(month, day, year)

(d) Date sold
(month, day, year)

1 a SCHEDULE ATTACHED	P	VARIOUS	
b			
c			
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 621,738.		512,694.	109,044.
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a			109,044.
b			
c			
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	109,044.
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) (see instructions) If (loss), enter -0- in Part I, line 8 	3	109,044.

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 (column (b) divided by column (c))
2011	77,397.	1,536,232.	0.050381
2010	72,000.	1,621,540.	0.044402
2009	75,000.	1,510,422.	0.049655
2008	89,888.	1,452,260.	0.061895
2007	92,780.	1,865,759.	0.049728

2 Total of line 1, column (d)	2	0.256061
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	0.051212
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1,591,541.
5 Multiply line 4 by line 3	5	81,506.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,283.
7 Add lines 5 and 6	7	82,789.
8 Enter qualifying distributions from Part XII, line 4	8	78,000.

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 – see instructions)

1 a 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 instrs)			
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	2,566.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	2,566.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	2,566.
6 Credits/Payments:			
a 2012 estimated tax prmts and 2011 overpayment credited to 2012	6 a	2,817.	
b Exempt foreign organizations – tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c		
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d	7	2,817.	
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		251.
11 Enter the amount of line 10 to be credited to 2013 estimated tax	11	251.	Refunded 0.

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for 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>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation $\$$ 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>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		N/A
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>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) N/A		
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 <i>General Instruction G</i> ? <i>If 'No,' attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

BAA

Form 990-PF (2012)

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)			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)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	X		
14	The books are in care of <u>CUMMINGS & CARROLL, P.C.</u> Telephone no. <u>516-482-3260</u> Located at <u>175 GREAT NECK ROAD GREAT NECK NY</u> ZIP + 4 <u>11021</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>N/A</u>			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country		Yes	No
		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
1 a	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 <input type="checkbox"/>	1 b	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 2012?	1 c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)).		
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>		
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)	2 b	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 <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>		
3 a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If 'Yes,' did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)	3 b	N/A
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4 b	X

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

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? Yes No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (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)?

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).

6 a 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? Yes No

If 'Yes' to 6b, file Form 8870.

7 a 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? Yes No

N/A

5 b N/A

6 b X

7 b

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 (see instructions).

(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
PAUL LIPTON C/O GREENBERG TAUR 1221 BRICKELL AVENUE MIAMI, FL 33131	SECRETARY 0	0.	0.	0.
ROBERT WITTES C/O WARSHAW BURS 555 FIFTH AVENUE NEW YORK, NY 10017	PRESIDENT 0	0.	0.	0.
BRUCE LANGFORD P.O. BOX 56-5876 MIAMI, FL 33256	TREASURER 0	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1 - see instructions). 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	1 a	1,522,620.
b	Average of monthly cash balances.	1 b	93,158.
c	Fair market value of all other assets (see instructions)	1 c	
d	Total (add lines 1a, b, and c)	1 d	1,615,778.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	1,615,778.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	24,237.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,591,541.
6	Minimum investment return. Enter 5% of line 5	6	79,577.

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	79,577.
2a	Tax on investment income for 2012 from Part VI, line 5	2 a	2,566.
b	Income tax for 2012. (This does not include the tax from Part VI)	2 b	
c	Add lines 2a and 2b	2 c	2,566.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	77,011.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	77,011.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	77,011.

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	1 a	78,000.
b	Program-related investments – total from Part IX-B	1 b	
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)	3 a	
b	Cash distribution test (attach the required schedule)	3 b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	78,000.
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 (see instructions)	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	78,000.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				77,011.
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			75,650.	
b Total for prior years: 20 __, 20 __, 20 __		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4. ▶ \$ 78,000.				
a Applied to 2011, but not more than line 2a			75,650.	
b Applied to undistributed income of prior years (Election required – see instructions)		0.		
c Treated as distributions out of corpus (Election required – see instructions)	0.			
d Applied to 2012 distributable amount				2,350.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
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 2011. Subtract line 4a from line 2a. Taxable amount – see instructions.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				74,661.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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 2012, 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)

	Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a 'Assets' alternative test – enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b 'Endowment' alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c 'Support' alternative test – enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**
a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))
NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.
NONE

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc, Programs:**
Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed

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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SCHEDULE ATTACHED		PUBLIC	SCIENTIFIC, EDUCATIONAL, CHARITABLE	78,000.
Total				▶ 3 a 78,000.
b Approved for future payment				
Total				▶ 3 b

CLIENT GF

GURNEY FOUNDATION INC.

56-6061042

11/18/13

03:01PM

STATEMENT 1
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	\$ 8,025.	\$ 8,025.		
TOTAL	<u>\$ 8,025.</u>	<u>\$ 8,025.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

STATEMENT 2
FORM 990-PF, PART I, LINE 16C
OTHER PROFESSIONAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY FEES	\$ 10,496.	\$ 10,496.		
TOTAL	<u>\$ 10,496.</u>	<u>\$ 10,496.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

STATEMENT 3
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAX	\$ 2,566.			
TOTAL	<u>\$ 2,566.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

STATEMENT 4
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADVERTISING	\$ 130.	\$ 130.		
BANK CHARGES	134.	134.		
TOTAL	<u>\$ 264.</u>	<u>\$ 264.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

Gurney Foundation, Inc.
Sale of Securities

Wells Fargo AK #1

FYE 8/31/13

Prepared By
Approved By

Date Purch	Date Sold				Sales Price	Cost	Gain or (Loss)
Various	10/15/12	45	shs.	AT & T Inc.	158509	1279	30609
Various	10/15/12	121	shs.	Ace Limited	936382	6184	317982
Various	10/15/12	23	shs.	Apple Inc.	1451980	3493	1102680
Various	10/15/12	67	shs.	Chevron Corporation	752467	5271	225367
7/28/11	10/15/12	424	shs.	Cypress Semiconductor	421947	844436	(427153)
Various	10/15/12	269	shs.	Dunaldson Company	899274	6897	209574
12/4/08	10/15/12	34	shs.	Express Scripts Hldg	216711	938	122911
12/4/08	10/15/12	1095	shs.	Ishares MSCI EAFE Index Fund	5840982	43910	1449982
3/11/10	10/15/12	100	shs.	Intel Corp	218330	2124	5930
Various	10/15/12	98	shs.	International Paper	364846	2425	117346
7/28/11	10/15/12	119	shs.	Jam. Research Corp.	387083	4989	(111817)
10/25/11	10/15/12	45	shs.	Masimo Corp	103183	1012	1983
12/4/08	10/15/12	51	shs.	Oneok Inc New	242857	690	173657
5/30/12	10/15/12	38	shs.	Oracle Corporation	118747	996	19147
10/15/12	10/15/12	82	shs.	Powershares Sem.	108566	108732	(166)
7/28/11	10/15/12	41	shs.	Powershares Small Cap Consumer Distret.	133370	1200	13370
7/28/11	10/15/12	90	shs.	Powershares Small Cap Financials Port.	275124	2456	29524
7/28/11	10/15/12	52	shs.	Powershares Small Cap Info Tech Port.	150953	1512	(247)
7/28/11	10/15/12	250	shs.	Powershares Small Cap Ind. Port.	751523	7240	27523
7/28/11	10/15/12	63	shs.	Powershares Small Cap Ind. Port.	189882	1823	7582
5/30/12	10/15/12	19	shs.	Powershares Small Cap Ind. Port.	57260	528	4460
5/18/10	10/15/12	131	shs.	Powershares Small Cap Healthcare	465977	3299	136077
12/4/08	10/15/12	116	shs.	Procter & Gamble	793706	7271	66606
4/22/09	10/15/12	63	shs.	SPDR S&P 500	901195	5469	354295
3/11/10	10/15/12	110	shs.	Tiffany & Co New	680955	5008	180155
3/11/10	10/15/12	176	shs.	Vanguard BETT	1142980	8328	310180
11/25/10	10/15/12	61	shs.	Venzon Comm'n.	271689	1970	74689
7/28/11	10/18/12	Ret.	of Cap.	Cypress Semi.	4664	4664	4664
2/3/08	2/26/13	250	shs.	Berkshire Hathway	2462970	16685	794470
	2/26/13	246	shs.	Freeport McMoran	778666	11419	(363234)
	2/26/13	88	shs.	Ishares Core S&P Midcap	953223	7796	174123
					22236501	17184032	5052469

Sale of Securities

Prepared By: _____
 Approved By: _____

Wells Fargo AK #1

FYE 8/31/13

Date Purch	Date Sold	Subtotals	Shares	Symbol	Sales Price	Cost	Gain or Loss
Subtotals carried forward					22236501	17184032	5052469
3/11/10	2/26/13	216	shs	Intel Corp.	448287	4588	(10513)
5/30/12	2/26/13	76	shs	Jacker-Hoffman	694624	6454	49224
12/4/08	2/26/13	90	shs	PepsiCo Incorporated	676515	4858	190715
5/18/10	2/26/13	129	shs	Powershs Hlthcare	489189	3248	164389
5/30/12	2/26/13	315	shs	Powershs Hlthcare	1194532	10499	144632
4/22/09	2/26/13	237	shs	SPDR S&P 500 TR	3543073	20573	1485773
VARIOUS	2/26/13	539	shs	Vanguard MSCI Emerg Mkts	2332201	24260	(93799)
5/18/10	2/26/13	410	shs	Vanguard MSCI EAFE	1461408	14498	11608
VARIOUS	8/23/13	394	shs	AT & T Inc.	1334672	11205	214172
VARIOUS	8/23/13	166	shs	American Tower Corp	1146819	11631	(16281)
5/30/12	8/23/13	387	shs	Ascena Retail Grp.	632838	7483	(115462)
VARIOUS	8/23/13	345	shs	Donaldson Company	1252846	8843	368546
VARIOUS	8/23/13	465	shs	EMK Corp Mass	1214215	1115261	98454
12/4/08	8/23/13	108	shs	Express Scripts	686995	2925	394495
10/15/12	8/23/13	962	shs	Huntington Banks	822563	673948	148615
12/4/08	8/23/13	505	shs	iShares MSCI EAFE	3100830	20246	1076230
10/25/11	8/23/13	175	shs	Masimo Corp	445280	3933	51980
10/15/12	8/23/13	245	shs	Mandatorz Intl	768128	672677	95451
12/4/08	8/23/13	143	shs	OROK Inc New	734258	1932	541058
2/26/13	8/23/13	131	shs	Select Sector SPDR	535570	494084	41506
2/26/13	8/23/13	67	shs	SPDR S&P Biotech	795411	615596	179815
5/30/12	8/23/13	137	shs	Time Warner Inc.	853560	4763	377260
2/26/13	8/23/13	178	shs	US Bancorp New	662196	599326	62870
10/25/11	8/23/13	100	shs	Unitedhealth Group	722627	4901	232527
11/25/10	8/23/13	150	shs	Verizon Commun	708138	4844	223738
Totals - Wells Fargo #1					49493296	38523824	10969472

Wells Fargo AK #2

3/11/10	10/15/12	10,000		Caterpillar Fin Serv	1043080	1078492	(35412)
3/11/10	10/15/12	10,000		Comcast Corp.	10528	10956	(428)
3/11/10	10/15/12	10,000		John Deere Cap.	1221650	11056	116050
3/11/10	10/15/12	10,000		John Deere Cap.	1035160	10976	(62440)
3/11/10	10/15/12	10,000		Florida Power	1192480	11091	83380
3/11/10	10/15/12	6,000		Hewlett Packard	633862	6837	(49838)
3/11/10	10/15/12	10,000		AT & T Inc.	1199870	10730	126870
3/11/10	10/15/12	15,000		Wyeth Notes	1589515	16766	(87085)
7/13/98	11/13/12	15,000		FNMA Mr 11/3/12	15000	1613760	(113760)
Subtotals Wells Fargo #2					1046847	10533452	(65035)

Gurney Foundation Inc.
 Sale of Securities
 FYE 8/31/13

Prepared By

Approved By

Wells Fargo #2

1	2	3	4	5	6	7	8
Date Purch	Date Sold				Sales Price	Cost	Gain or Loss
		Subtotals carried forward			1046847	10533452	(65035)
		PINK. Pymts. GNMA 31AUS			314	314	0
		PINK. Pymts. PHLMK 32DEIS			1856382	1856382	0
		PINK. Pymts. GNMA 32JL20			352594	352594	0
		Totals - Wells Fargo # 2			12680534	12745569	(65035)
		Grand Totals - All Accounts			62173830	51269393	10904437

GURNEY FOUNDATION, INC.

FINANCIAL STATEMENTS

AUGUST 31, 2013

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Cummings & Carroll, P.C.

Certified Public Accountants

175 Great Neck Road
Great Neck, NY 11021
(516) 482-3260
Fax (516) 482-4067

INDEPENDENT ACCOUNTANT'S REVIEW REPORT

To the Board of Directors
Gurney Foundation, Inc.
New York, New York

We have reviewed the accompanying statements of financial position of the Gurney Foundation, Inc. as of August 31, 2013 and 2012, and the related statements of activity and cash flows for the years then ended. A review includes primarily applying analytical procedures to management's financial data and making inquiries of Company management. A review is substantially less in scope than an audit, the objective of which is the expression of an opinion regarding the financial statements as a whole. Accordingly, we do not express such an opinion.

Management is responsible for the preparation and fair presentation of the financial statements in accordance with accounting principles generally accepted in the United States of America and for designing, implementing, and maintaining internal control relevant to the preparation and fair presentation of the financial statements.

Our responsibility is to conduct the review in accordance with Statements on Standards for Accounting and Review Services issued by the American Institute of Certified Public Accountants. Those standards require us to perform procedures to obtain limited assurance that there are no material modifications that should be made to the financial statements. We believe that the results of our procedures provide a reasonable basis for our report.

Based on our review, we are not aware of any material modifications that should be made to the accompanying financial statements in order for them to be in conformity with accounting principles generally accepted in the United States of America.

CUMMINGS & CARROLL, P C.

Certified Public Accountants

November 1, 2013
Great Neck, New York

GURNEY FOUNDATION, INC.
 STATEMENTS OF FINANCIAL POSITION
 AUGUST 31,
 (Unaudited)

ASSETS

	<u>2013</u>	<u>2012</u>
<u>Special Bequest - Estate of Robert Gurney</u>		
Federal Home Loan Mortgage: face value \$618,000 and \$428,000, respectively; at market, cost \$528,825 and \$344,271, respectively	\$ 513,487	\$ 360,701
Accrued interest	2,441	2,494
Corporate Bonds- cost \$89,197	-	90,735
Money market account	1	54,576
Total special bequest fund	515,929	508,506
Available for distribution	15,929	8,506
 Principal - special bequest assets	 500,000	 500,000
<u>Unrestricted Assets</u>		
Cash - Branch Banking & Trust Company	33,650	34,702
Cash-Wells Fargo	15,533	1,858
Marketable securities at market, cost \$884,578 and \$887,405, respectively	1,024,778	1,030,798
Gurney Industries, Inc. - 10,000 shares cost \$10,000 (market value - not available)	10,000	10,000
Special bequest fund - available for distribution	15,929	8,506
Other assets	200	200
Prepaid excise tax	251	2,817
Total unrestricted assets	1,100,341	1,088,881
 Total Assets	 \$ 1,600,341	 \$ 1,588,881

LIABILITIES AND FOUNDATION PRINCIPAL

<u>Liabilities</u>		
Accounts payable and accruals	\$ 8,025	\$ 7,823
 Restricted Net Assets	 500,000	 500,000
Unrestricted Net Assets	1,092,316	1,081,058
Total Net Assets	1,592,316	1,581,058
 Total Liabilities and Net Assets	 \$ 1,600,341	 \$ 1,588,881

GURNEY FOUNDATION, INC.
STATEMENTS OF ACTIVITY
FOR THE YEARS ENDED AUGUST 31,
(Unaudited)

	<u>2013</u>	<u>2012</u>
Revenue		
Dividends and interest	\$ 38,105	\$ 36,412
Unrestricted Assets - increase (decrease) in unrealized appreciation of securities	(3,194)	39,820
Restricted Assets - Increase (decrease) in unrealized appreciation of securities	(33,306)	15,136
Gain on sale of securities	<u>109,044</u>	<u>41,885</u>
Total revenue	<u>110,649</u>	<u>133,253</u>
Expenses		
Investment advisory fees	10,496	9,876
Accounting fees	8,025	7,825
Other	304	256
Excise tax	<u>2,566</u>	<u>603</u>
Total expenses	<u>21,391</u>	<u>18,560</u>
Excess of revenue over expenses	89,258	114,693
Contributions	<u>78,000</u>	<u>78,000</u>
Increase (decrease) in assets	11,258	36,693
Assets - September 1, 2012-2011	<u>1,581,058</u>	<u>1,544,365</u>
Assets - August 31, 2013-2012	<u>\$ 1,592,316</u>	<u>\$ 1,581,058</u>
Consisting of - Restricted Assets	\$ 500,000	\$ 500,000
- Unrestricted Assets	\$ 1,092,316	\$ 1,081,058

GURNEY FOUNDATION, INC.
 STATEMENTS OF CASH FLOWS
 FOR THE YEARS ENDED AUGUST 31,
 (Unaudited)

	<u>2013</u>	<u>2012</u>
Cash Flows From Operating Activities:		
increase in assets	\$ 11,258	\$ 36,693
Non-cash (increase) decrease in unrealized appreciation of securities	36,500	(54,956)
Adjustments to reconcile excess of net revenue over contributions to cash from operating activities:		
Prepaid excise tax	2,566	(2,817)
Accrued interest income receivable	53	279
Accrued professional fees and other	202	(881)
	<u>50,579</u>	<u>(21,682)</u>
Net cash (used for) operating activities		
Cash Flows From Investing Activities:		
Purchases of marketable securities	(605,225)	(227,817)
Sales of marketable securities	512,694	259,694
	<u>(92,531)</u>	<u>31,877</u>
Net cash provided by (used for) investing activities		
Net increase (decrease) in cash	(41,952)	10,195
Cash - September 1, 2012-2011	<u>91,136</u>	<u>80,941</u>
Cash - August 31, 2013-2012	<u>\$ 49,184</u>	<u>\$ 91,136</u>
 Supplemental disclosures of cash information:		
Cash paid during the years for:		
Interest	\$ 40	\$ -
Federal excise taxes	\$ -	\$ 4,500

GURNEY FOUNDATION, INC.
NOTES TO FINANCIAL STATEMENTS
AUGUST 31, 2013
(Unaudited)

Note 1 - Summary of Significant Accounting Policies

Gurney Foundation, Inc. (the Foundation) operates as a private foundation under section 501(c)(3) of The Internal Revenue Code. The significant accounting policies followed by the Foundation are summarized as follows:

a. Security Valuation

Investments in securities were valued at market price by Morgan Stanley.

b. Federal Taxes

The Foundation pays a 2% (or if qualified a reduced 1%) federal excise tax on net investment income.

c. Income and Expense Recognition

Interest income and expenses are recognized on the accrual basis.

d. Undistributed Income

The Foundation is required to distribute for religious, charitable, educational and scientific purposes an amount determined in accordance with the Internal Revenue Code and Regulations. This amount must be distributed by the end of the next fiscal year of the Foundation. The amount that must be distributed by August 31, 2014 is \$75,000.

d. Management Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

e. Income Taxes

The tax years subject to examination by the taxing authorities are the years ended August 31, 2010 and forward.

f. Subsequent Events

Management of the foundation has evaluated subsequent events through November 1, 2013 and has determined there are no subsequent events or transactions which would require recognition or disclosure in the financial statements.

GURNEY FOUNDATION, INC.
NOTES TO FINANCIAL STATEMENTS
AUGUST 31, 2013
(Unaudited)

Note 2 - Restricted Fund

In January 1987, the Foundation received a \$500,000 bequest from the Estate of Robert Gurney. In accordance with a legal opinion furnished to the Foundation, distributions of principal can not be made without obtaining a court order. Income distributions are not restricted.

Note 3 – Fair Value Measurements

The following table summarizes the fair value measurements of investments as of August 31, 2013 and 2012 based on the three levels established by ASC 820, "Fair Value Measurements and Disclosures" (in thousands).

Fair Value Measurements as of August 31, 2013 using:

	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
U.S. Government Securities	\$ 513	\$ -	\$ -	\$ 513
Corporate Bonds:				
AA credit rating	-	-	-	-
A credit rating	-	-	-	-
BBB credit rating	-	-	-	-
Common Stock	<u>1,025</u>	<u>-</u>	<u>10</u>	<u>1,035</u>
Total Assets at Fair Value	<u>\$ 1,538</u>	<u>\$ -</u>	<u>\$ 10</u>	<u>\$ 1,548</u>

GURNEY FOUNDATION, INC.
 NOTES TO FINANCIAL STATEMENTS
 AUGUST 31, 2013
 (Unaudited)

Note 3 – Fair Value Measurements continued)

Fair Value Measurements as of August 31, 2012 using:

	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
	<u> </u>	<u> </u>	<u> </u>	
U.S. Government Securities	\$ 361	\$ -	\$ -	\$ 361
Corporate Bonds:				
AA credit rating	16	-	-	16
A credit rating	58	-	-	58
BBB credit rating	<u>17</u>	<u>-</u>	<u>-</u>	<u>17</u>
Total Corporate Bonds	91	-	-	91
Common Stock	<u>1,031</u>	<u>-</u>	<u>10</u>	<u>1,041</u>
Total Assets at Fair Value	<u>\$ 1,483</u>	<u>\$ -</u>	<u>\$ 10</u>	<u>\$ 1,493</u>

Cummings & Carroll, P.C.

Certified Public Accountants

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INDEPENDENT ACCOUNTANT'S REVIEW REPORT ON SUPPLEMENTARY INFORMATION

To the Board of Directors
Gurney Foundation, Inc.
New York, New York

Our review of the basic financial statements included in the preceding section of this report were primarily for the purpose of expressing a conclusion that there are no material modifications that should be made to the financial statements in order for them to be in conformity with accounting principles generally accepted in the United States of America. The supplementary information included in the following section is presented for the purposes of additional analysis and is not a required part of the basic financial statements. Such information has been subjected to the inquiry and analytical procedures applied in the review of basic financial statements, and we did not become aware of any material modifications that should be made to such information.

CUMMINGS & CARROLL, P.C.

Certified Public Accountants

November 1, 2013
Great Neck, New York

GURNEY FOUNDATION, INC.
SUPPLEMENTARY INFORMATION
AUGUST 31, 2013

Date Acquired			Description	Cost	Market Value
Various	618,000		FHLMC, FNMA, Freddie Mac and GNMA and US Treasury Notes	\$ 528,825	\$ 513,487
05/30/12	125	shares	Accenture. PLC Ireland	7,222	9,031
08/23/13	148	shares	Amerisourceberaen Inc.	8,472	8,424
Various	30	shares	Apple, Inc	4,557	14,616
Various	137	shares	AT&T, Inc	3,894	4,635
12/03/08	250	shares	Berkshire Hathaway, Inc	16,685	27,805
10/15/12	199	shares	Brinker Intl Inc.	6,547	7,958
05/30/12	284	shares	Cardtronics, Inc.	7,955	9,852
Various	83	shares	Chevron Corporation	6,530	9,996
12/04/08	166	shares	Church and Dwight, Inc	4,754	9,852
12/03/08	260	shares	CISCO Systems, Inc	4,165	6,061
02/26/13	329	shares	CISCO Systems, Inc.	6,782	7,669
08/23/13	348	shares	Citigroup, Inc.	17,422	16,819
02/26/13	89	shares	Costco Whsl Corp. New	8,865	9,956
07/28/11	70	shares	Cullen Frost Bankers Inc.	3,809	4,959
08/23/13	201	shares	Delphi Automotive, Inc.	11,095	11,059
11/24/10	320	shares	Dicks Sporting Goods Inc.	11,042	14,851
10/15/12	123	shares	Eastmag Chemical Company	6,744	9,348
07/28/11	108	shares	EnSCO Plc Class A	5,682	6,000
12/04/08	78	shares	Exxon Mobil Corp.	6,095	6,798
10/15/12	91	shares	Exxon Mobil Corp	8,302	7,932
08/23/13	160	shares	Gilead Sciences Inc	9,521	9,643
03/11/10	156	shares	Graco Inc.	4,720	10,840
07/28/11	130	shares	Hubbell Inc. Class B	8,007	13,177
03/11/10	166	shares	Intel Corp.	3,524	3,649
Various	302	shares	International Paper Co.	7,626	14,257
Various	240	shares	Ishares S&P Midcap	21,261	28,354
12/04/08	329	shares	Ishares S&P Small Cap	13,416	31,008
10/15/12	62	shares	Ishares S&P Small Cap	4,699	5,844
05/30/12	70	shares	Ishares Iboxx Yield Corp Bd Fund.	6,207	6,395
Various	398	shares	Ishares MSCI S. Korea Capped	22,430	22,778
08/23/13	658	shares	Ishares MSCI Australia	15,737	15,450
Subtotal carried forward				<u>802,592</u>	<u>878,503</u>

GURNEY FOUNDATION, INC.
SUPPLEMENTARY INFORMATION
AUGUST 31, 2013
(CONTINUED)

Date Acquired			Description	Cost	Market Value
			Subtotal carried forward	<u>802,592</u>	<u>878,503</u>
10/15/12	863	shares	Ishares MSCI United Kinadom	15,092	16,095
08/23/13	658	shares	Ishares MSCI Germanv	17,750	16,884
05/18/10	165	shares	JPMorgan Chase & Co	6,514	8,337
10/15/12	213	shares	JPMorgan Chase & Co	8,997	10,763
07/28/11	214	shares	KBR Inc.	7,839	6,390
08/23/13	194	shares	Kroger Company	7,224	7,100
07/28/11	99	shares	MetLife Inc.	3,929	4,573
10/15/12&8/23/13	314	shares	MetLife Inc	12,465	14,503
05/30/12	177	shares	Microsoft Corp.	5,188	5,912
05/30/12	108	shares	Omnicom Group	5,260	6,550
05/30/12	406	shares	Oracle Corporation	10,641	12,935
Various	572	shares	Pfizer Inc.	15,831	16,136
05/30/12	90	shares	Philip Morris Intl.	7,673	7,510
02/26/13	122	shares	Phillips 66	7,460	6,966
Various	1,060	shares	Powershares DB Comm Ind Track Fd	28,460	28,260
10/25/11	350	shares	Powershares DB Comm Ind Track Fd	9,718	9,331
07/28/11	319	shares	Powershares S&P Sm Cap Util Port Cons Dis	9,338	13,239
05/30/12	200	shares	Powershares S&P Sm Cap Util Port Cons Dis	6,048	8,300
11/24/10	390	shares	Powershares S&P Sm Cap Util Port	10,855	12,484
07/28/11	600	shares	Powershares S&P Sm Cap Fin Port	16,373	21,360
05/30/12	330	shares	Powershares S&P Sm Cap Fin Port	9,428	11,748
07/28/11	337	shares	Powershares S&P Sm Cap Info Tech Port	9,796	12,853
05/30/12	300	shares	Powershares S&P Sm Cap Info Tech Port	8,493	11,442
02/26/13	328	shares	Powershares S&P Sm Cap Info Tech Port	10,677	12,510
05/30/12	181	shares	Powershares S&P Sm Cap Indst Port	5,026	6,858
02/26/13	129	shares	Powershares S&P Sm Cap Indst Port	4,418	4,888
05/30/12	385	shares	Powershares S&P Sm Cap Healthcare Port	12,832	17,979
10/15/12	174	shares	PVH Corp.	16,334	22,403
08/23/13	345	shares	Robert Half Intl Inc	12,872	12,168
02/26/13	47	shares	Union Pacific Corp.	6,309	7,216
12/04/08	108	shares	United Technoloaies Corp	5,130	10,811
10/15/12	53	shares	United Technoloaies Corp	4,028	5,305
05/18/10	1,900	shares	Vanguard MSCI EAFE	67,192	70,015
10/15/12	1,574	shares	Vanguard MSCI EAFE	52,285	58,002
Various	2,843	shares	Vanguard Emerging Mkts.	127,972	107,238
03/11/10	144	shares	Vanguard REIT ETF	6,815	9,288
05/30/12	180	shares	Vanguard REIT ETF	11,236	11,610
11/25/10	99	shares	Verizon Communications	3,195	4,691
03/11/10	202	shares	Whitina Petroleum Corp	7,955	10,195
Various	85	shares	3M Co	6,375	9,654
07/16/08	1,774	shares	Invesco Van Kampen Sen Inc Tr	9,788	9,260
				<u>\$ 1,413,403</u>	<u>\$ 1,538,265</u>

GURNEY FOUNDATION, INC.
SUPPLEMENTARY INFORMATION
AUGUST 31, 2012

Date Acquired			Description	Cost	Market Value
Various	428.000		FHLMC, FNMA, Freddie Mac and GNMA and US Treasury Notes	\$ 344.271	\$ 360.701
03/11/10	10.000		AT&T Inc.	10.730	12.138
03/11/10	10.000		Caterpillar Fin Serv Corp.	10.785	10.557
03/11/10	10.000		Comcast Corp	10.956	10.613
03/11/10	10.000		Florida Power Corp.	11.091	12.086
03/11/10	6.000		Hewlett Packard Co	6.837	6.413
03/11/10	10.000		John Deere Capital Corp Due 9/10/18	11.056	12.356
03/11/10	10.000		John Deere Capital Corp. Due 9/9/13	10.976	10.473
03/11/10	15.000		Wyeth	16.766	16.099
05/30/12	125	shares	Accenture, Plc Ireland	7.222	7.700
Various	121	shares	Ace Limited	6.184	8.921
05/30/12	84	shares	American Tower Corp	5.504	5.914
Various	53	shares	Apple, Inc.	8.050	35.258
05/30/12	387	shares	Ascena Retail	7.483	7.663
Various	576	shares	AT&T, Inc.	16.378	21.105
12/03/08	500	shares	Berkshire Hathaway, Inc.	33.370	42.170
05/30/12	284	shares	Cardtronics, Inc	7.955	8.023
Various	150	shares	Chevron Corporation	11,801	16,824
12/04/08	166	shares	Church and Dwight, Inc.	4,754	9,087
12/03/08	260	shares	Cisco Systems, Inc	4.165	4.961
07/28/11	70	shares	Cullen Frost Bankers, Inc.	3.809	3.892
07/28/11	424	shares	Cypress Semiconductor Corp	8.491	4.923
11/24/10	320	shares	Dick's Sporting Goods	11.042	15.923
Various	614	shares	Donaldson Company, Inc	15.740	21.668
07/28/11	108	shares	Ensco PLC Class A	5.682	6.196
12/04/08	140	shares	Express Scripts, Inc.	3.863	8.767
12/04/08	78	shares	Exxon Mobil Corp.	6.095	6.809
Various	246	shares	Freeport-McMoran Copper & Gold, Inc.	11.419	8.883
03/11/10	156	shares	Graco Incorporated	4.720	7.706
07/28/11	130	shares	Hubbell Inc. Class B	8.007	10.507
03/11/10	482	shares	Intel Corp.	10.236	11.968
Various	400	shares	International Paper Co.	10.101	13.824
12/04/08	329	shares	Ishare Tr-S&P Sm. Cap 600 Index Fd	13.416	24.849
05/30/12	70	shares	Ishares Iboxx \$ Yield Corp Bd. Fund	6.207	6.463
12/04/08	1,600	shares	Ishares MSCI EAFE Ind Fund	64.156	82.560
Subtotal carried forward				<u>729.318</u>	<u>854.000</u>

GURNEY FOUNDATION, INC.
SUPPLEMENTARY INFORMATION
AUGUST 31, 2012
(CONTINUED)

Date Acquired			Description	Cost	Market Value	
			Subtotal carried forward	<u>729,318</u>	<u>854,000</u>	
	Various	300	shares	Ishares T S&P Mid Cap 400 Ind. Fd.	26,316	29,172
	05/18/10	165	shares	JPMorgan Chase & Co.	6,514	6,128
	07/28/11	214	shares	KBR Inc.	7,839	5,797
	07/28/11	119	shares	Lam Research Corp	4,989	4,061
	10/25/11	220	shares	Masimo Corp.	4,945	4,858
	07/28/11	99	shares	MetLife Inc.	3,929	3,379
	05/30/12	177	shares	Microsoft Corp.	5,188	5,455
	05/30/12	108	shares	Omnicom Group	5,260	5,548
	12/04/08	194	shares	Oneok, Inc.	2,622	8,639
	05/30/12	444	shares	Oracle Corp.	11,637	14,053
	05/30/12	76	shares	Parker Hannifin Corp	6,454	6,078
	12/04/08	90	shares	Pepsico Inc.	4,858	6,519
	05/30/12	90	shares	Phillip Morris Intl.	7,673	8,037
	Various	1,060	shares	Powershares DB Comm.	28,460	30,517
	10/25/11	350	shares	Ind Track Fd	9,718	10,077
	07/28/11	360	shares	Powershares S&P Sm. Cap Util. Port.	10,538	11,513
	05/30/12	200	shares	Cons Discret. Port	6,048	6,396
	11/24/10	390	shares	Powershares S&P Sm. Cap Util. Port.	10,855	12,047
	07/28/11	690	shares	Powershares S&P Sm. Cap Fin. Port	18,829	21,031
	05/30/12	330	shares	Powershares S&P Sm. Cap. Fin. Port.	9,428	10,058
	07/28/11	389	shares	Powershares S&P Cap Info Tech. Port.	11,308	11,744
	05/30/12	300	shares	Powershares S&P Cap Info Tech. Port.	8,493	9,057
	07/28/11	313	shares	Powershares S&P Sm. Cap Indst. Port	9,063	9,118
	05/30/12	200	shares	Powershares S&P Sm. Cap Indst. Port	5,554	5,826
	05/18/10	260	shares	Powershares S&P Sm. Cap. Htcr Port	6,547	9,420
	05/30/12	700	shares	Powershares S&P Sm Cap Htcr. Port.	23,331	25,361
	12/04/08	116	shares	Proctor and Gamble Co.	7,271	7,794
	04/22/09	300	shares	SPDR S&P 500 Trust ET	26,042	42,348
	03/11/10	110	shares	Tiffany & Co. New	5,008	6,814
	05/30/12	137	shares	Time Warner Cable Inc New	4,763	5,692
	12/04/08	108	shares	United Technologies Corp	5,130	8,624
	10/25/11	100	shares	United Health Group, Inc.	4,901	5,430
	05/18/10	2,310	shares	Vanquard MSCI EAFE ET	81,690	75,514
	Various	3,086	shares	Vanquard Emerging Mkts	139,848	123,773
	03/11/10	320	shares	Vanquard REIT ETF	15,143	21,354
	05/30/12	180	shares	Vanquard REIT ETF	11,236	12,011
	11/25/10	310	shares	Verizon Communications	10,009	13,311
	03/11/10	202	shares	Whiting Petroleum Corp.	7,955	8,993
	Various	85	shares	3M Co.	6,375	7,871
	07/16/08	1,774	shares	Invesco Van Kampen Sen. Inc Tr.	9,788	8,817
				<u>\$ 1,320,873</u>	<u>\$ 1,482,235</u>	

GURNEY FOUNDATION, INC.
 SUPPLEMENTARY INFORMATION
 FOR THE YEARS ENDED AUGUST 31,

	<u>2013</u>	<u>2012</u>
Big Brothers/Big Sisters	\$ -	\$ 3,000
Blue Sky Bridge	4,000	-
Cal-Wood Education Center	1,500	-
Central Park Conservancy	10,000	7,000
CGCC - Mission One	5,000	3,000
Dade County Legal Aid Society	3,500	4,000
Dunkin Memorial Camp	5,000	5,000
Family Counseling Services of Greater Miami	12,000	30,000
Fresh Air Fund	6,000	7,000
New Alternatives for Children	10,000	12,000
Niwat Cultural Arts Assoc.	5,000	-
Project Walk Orlando	2,500	-
Salvation Army	2,500	2,000
South Florida S.P.C.A.	-	1,500
Step It Up Recovery Center	-	1,500
Teen Court of Sarasota	2,500	2,000
Women's Center of Jacksonville	<u>8,500</u>	<u>-</u>
Total Contributions	<u>\$ 78,000</u>	<u>\$ 78,000</u>

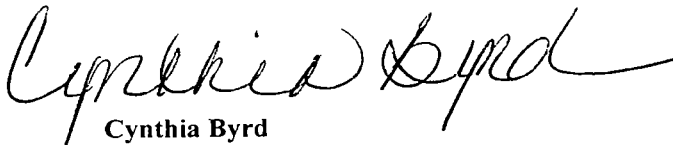

STATE OF NEW YORK

County of New York, s:

Linda Su, being duly sworn, says that she is the PRINCIPAL CLERK of the Publisher of the NEW YORK LAW JOURNAL, a Daily Newspaper; that the Advertisement hereto annexed has been published in the said NEW YORK LAW JOURNAL one time on the 25th day of October, 2013.

TO WIT : OCTOBER 25, 2013

SWORN BEFORE ME, this 25th day
Of October, 2013.



Cynthia Byrd
Notary Public, State of New York
No. 01BY6056945
Qualified in Kings County
Commission Expires April 09, 2015

THE ANNUAL RETURN OF THE GURNEY FOUNDATION For the fiscal year ended August 31, 2013 is available at its principal office located at c/o CUMMINGS & CARROLL, PC 175 GREAT NECK RD NY 11021 for inspection during regular business hours by any citizen who requests it within 180 days hereof. Principal Manager of the Foundation is ROBERT P. WITTES, DIRECTOR 2174547 o25