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

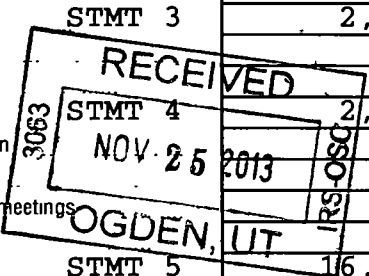
Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

For calendar year 2012 or tax year beginning

, and ending

Name of foundation JAY AND RUTH PACK FAMILY FOUNDATION		A Employer identification number 51-0441897
Number and street (or P O box number if mail is not delivered to street address) 2000 MCKINNEY AVENUE, STE. 1200	Room/suite	B Telephone number 214-999-0012
City or town, state, and ZIP code DALLAS, TX 75201		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 2,836,700.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>		(a) Revenue and expenses per books	(b) Net investment income	(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		486.	486.		STATEMENT 1
4 Dividends and interest from securities		98,616.	98,616.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		44,986.			
b Gross sales price for all assets on line 6a 282,908.					
7 Capital gain net income (from Part IV, line 2)			44,986.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11		144,088.	144,088.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 3		2,250.	1,125.		0.
c Other professional fees					
17 Interest					
18 Taxes		2,532.	1,875.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 5		16,208.	16,208.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		20,990.	19,208.		0.
25 Contributions, gifts, grants paid		304,805.			304,805.
26 Total expenses and disbursements. Add lines 24 and 25		325,795.	19,208.		304,805.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-181,707.			
b Net investment income (if negative, enter -0-)			124,880.		
c Adjusted net income (if negative, enter -0-)				N/A	



Part II Balance Sheets		Beginning of year		End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1 Cash - non-interest-bearing	37,313.	34,956.	34,956.		
	2 Savings and temporary cash investments	413,757.	279,344.	279,344.		
	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					
	10a Investments - U.S. and state government obligations					
	b Investments - corporate stock					
	c Investments - corporate bonds					
11 Investments - land, buildings, and equipment basis						
Less accumulated depreciation						
12 Investments - mortgage loans						
13 Investments - other	STMT 6	2,449,702.	2,341,980.	2,522,400.		
14 Land, buildings, and equipment basis						
Less accumulated depreciation						
15 Other assets (describe)						
16 Total assets (to be completed by all filers)		2,900,772.	2,656,280.	2,836,700.		
Liabilities	17 Accounts payable and accrued expenses					
	18 Grants payable					
	19 Deferred revenue					
	20 Loans from officers, directors, trustees, and other disqualified persons					
	21 Mortgages and other notes payable					
	22 Other liabilities (describe)					
23 Total liabilities (add lines 17 through 22)		0.	0.			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/>					
	24 Unrestricted					
	25 Temporarily restricted					
	26 Permanently restricted					
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/>					
	27 Capital stock, trust principal, or current funds		0.	0.		
	28 Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds		2,900,772.	2,656,280.			
30 Total net assets or fund balances		2,900,772.	2,656,280.			
31 Total liabilities and net assets/fund balances		2,900,772.	2,656,280.			

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	2,900,772.
2 Enter amount from Part I, line 27a	2	-181,707.
3 Other increases not included in line 2 (itemize)	3	0.
4 Add lines 1, 2, and 3	4	2,719,065.
5 Decreases not included in line 2 (itemize) OTHER DECREASES	5	62,785.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,656,280.

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			
b	SEE ATTACHED STATEMENT		
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			
b			
c			
d			
e	282,908.	237,922.	44,986.

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			
b			
c			
d			
e			44,986.

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	44,986.
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))
2011	378,679.	3,021,803.	.125316
2010	268,478.	3,113,562.	.086229
2009	321,463.	2,924,355.	.109926
2008	327,306.	3,328,521.	.098334
2007	322,898.	4,204,717.	.076794

2 Total of line 1, column (d)	2	.496599
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	.099320
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	2,788,551.
5 Multiply line 4 by line 3	5	276,959.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,249.
7 Add lines 5 and 6	7	278,208.
8 Enter qualifying distributions from Part XII, line 4 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.	8	304,805.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	1,249.
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	1,249.
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	1,249.
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	0.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	4.
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	1,253.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be: Credited to 2013 estimated tax <input type="checkbox"/> Refunded <input checked="" type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
d		
e		
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► NONE	13	X	
14	The books are in care of ► JAY PACK Telephone no. ► 214-999-0012 Located at ► 4330 ARMSTRONG PARKWAY, DALLAS, TX ZIP+4 ► 75205			
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	N/A	
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 ►	16	Yes	No
				X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/> N/A	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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 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 ►		
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.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
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 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.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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 509(a)(1), (2), or (3), or section 4940(d)(2)? Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here N/A

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? Yes No
 If "Yes," attach the statement required by Regulations section 53.4945-5(d) N/A

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? Yes No
 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? Yes No

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
JAY A. PACK 4330 ARMSTRONG PARKWAY DALLAS, TX 75205	DIRECTOR 0.00	0.	0.	0.
RUTH A. PACK 4330 ARMSTRONG PARKWAY DALLAS, TX 75205	DIRECTOR 0.00	0.	0.	0.
BRIAN M. LIDJI 500 N. AKARD, SUITE 3500 DALLAS, TX 75201	DIRECTOR 0.00	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000 ▶ 0

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

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

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

Total number of others receiving over \$50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
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 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	2,831,016.
b	Average of monthly cash balances	1b	
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	2,831,016.
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	2,831,016.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	42,465.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,788,551.
6	Minimum investment return. Enter 5% of line 5	6	139,428.

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	139,428.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	1,249.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,249.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	138,179.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	138,179.
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	138,179.

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	304,805.
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	304,805.
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	1,249.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	303,556.

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				138,179.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	122,866.			
b From 2008	162,772.			
c From 2009	176,915.			
d From 2010	117,110.			
e From 2011	228,817.			
f Total of lines 3a through e	808,480.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ 304,805.				
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				138,179.
e Remaining amount distributed out of corpus	166,626.			
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	975,106.			
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 instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	122,866.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	852,240.			
10 Analysis of line 9:				
a Excess from 2008	162,772.			
b Excess from 2009	176,915.			
c Excess from 2010	117,110.			
d Excess from 2011	228,817.			
e Excess from 2012	166,626.			

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				(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
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).)
SEE STATEMENT 7

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:
JAY & RUTH PACK, 214-661-1290
4330 ARMSTRONG PARKWAY, DALLAS, TX 75205

b The form in which applications should be submitted and information and materials they should include:
NO SPECIFIC FORM

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

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 Paid during the year				
DALLAS CENTER FOR PERFORMING ARTS 2106 BOLL STREET DALLAS, TX 75204	NONE	PUBLIC CHARITY	ARTS & EDUCATION	419.
DALLAS MUSEUM OF ART 1717 NORTH HARWOOD DALLAS, TX 75201	NONE	PUBLIC CHARITY	ART MUSEUM	40,000.
KANSAS CITY HOSPICE 9221 WARD PARKWAY, SUITE 100 KANSAS CITY, MO 64114	NONE	PUBLIC CHARITY	SOCIAL SERVICES	10,000.
KAUFFMAN CENTER FOR THE PERFORMING ARTS 1601 BROADWAY BLVD KANSAS CITY, MO 64108	NONE	PUBLIC CHARITY	ARTS & EDUCATION	50,000.
KERA 3000 HARRY HINES BLVD. DALLAS, TX 75201	NONE	PUBLIC CHARITY	EDUCATION	1,500.
Total	SEE CONTINUATION SHEET(S)			304,805.
b Approved for future payment				
NONE				
Total				0.

JAY AND RUTH PACK FAMILY FOUNDATION

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	CS 8081-2525 - SEE ATTACHED	P	01/31/12	12/31/12
b	CS 8081-2525 - SEE ATTACHED	P	01/01/11	12/31/12
c	CS 8599-4093 - SEE ATTACHED	P	01/31/12	12/31/12
d	CS 8599-4093 - SEE ATTACHED	P	01/01/11	12/31/12
e	CS 7280-4898 - SEE ATTACHED	P	01/01/11	12/31/12
f	CS 2439-3005 - SEE ATTACHED	P	01/31/12	12/31/12
g	CS 2439-3005 - SEE ATTACHED	P	01/01/11	12/31/12
h	CS 3871-8713 - SEE ATTACHED	P	01/01/11	12/31/12
i	CAPITAL GAINS DIVIDENDS			
j				
k				
l				
m				
n				
o				

	(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	43,199.		35,600.	7,599.
b	47,325.		27,069.	20,256.
c	90,920.		91,614.	-694.
d	9,080.		8,898.	182.
e	35,000.		45,576.	-10,576.
f	37.		37.	0.
g	13,492.		7,524.	5,968.
h	25,000.		21,604.	3,396.
i	18,855.			18,855.
j				
k				
l				
m				
n				
o				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(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			7,599.
b			20,256.
c			-694.
d			182.
e			-10,576.
f			0.
g			5,968.
h			3,396.
i			18,855.
j			
k			
l			
m			
n			
o			

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	44,986.
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 XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
NORTH TEXAS FOOD BANK 4306 SHILLING WAY DALLAS, TX 75237	NONE	PUBLIC CHARITY	SOCIAL SERVICES	10,000.
PMA EDUCATION FOUNDATION 6363 OAK TREE BLVD. INDEPENDENCE, OH 44131	NONE	PUBLIC CHARITY	EDUCATION	75,000.
SARAH LAWRENCE COLLEGE 1 MEAD WAY BROXVILLE, NY 10708	NONE	PUBLIC CHARITY	EDUCATION	58,716.
DALLAS ARBORETUM 8617 GARLAND ROAD DALLAS, TX 75218	NONE	PUBLIC CHARITY	ARTS & EDUCATION	33,760.
THE DALLAS MORNING NEWS CHARITIES 5500 CARUTH HAVEN LN. DALLAS, TX 75225	NONE	PUBLIC CHARITY	SOCIAL SERVICES	2,000.
THE DALLAS FOUNDATION 3963 MAPLE AVE., STE 390 DALLAS, TX 75219	NONE	PUBLIC CHARITY	EDUCATION	1,000.
DALLAS CONTEMPORARY 161 GLASS STREET DALLAS, TX 75207	NONE	PUBLIC CHARITY	ARTS & EDUCATION	1,960.
ABERG CENTER 5100 ROSS AVENUE DALLAS, TX 75206	NONE	PUBLIC CHARITY	EDUCATION	1,200.
NASHER SCULPTURE CENTER 2001 FLORA STREET DALLAS, TX 75201	NONE	PUBLIC CHARITY	ART MUSEUM	200.
KEMPER MUSEUM OF CONTEMPORARY ART 4420 WARWICK BLVD. KANSAS CITY, KS 64111	NONE	PUBLIC CHARITY	ART MUSEUM	850.
Total from continuation sheets				202,886.

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

SOURCE	AMOUNT
JP MORGAN # W3004	5.
TOLLESON PRIVATE BANK	4.
TOLLESON PRIVATE BANK	477.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	486.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CHARLES SCHWAB # 3005	5,645.	0.	5,645.
CHARLES SCHWAB # 4093	94,900.	14,579.	80,321.
CHARLES SCHWAB # 4898	10,516.	3,264.	7,252.
CHARLES SCHWAB #2525	3,069.	0.	3,069.
CHARLES SCHWAB #8713	3,341.	1,012.	2,329.
TOTAL TO FM 990-PF, PART I, LN 4	117,471.	18,855.	98,616.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROFESSIONAL FEES	2,250.	1,125.		0.
TO FORM 990-PF, PG 1, LN 16B	2,250.	1,125.		0.

FORM 990-PF	TAXES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
SCHWAB - FOREIGN TAXES WITHHELD	1,875.	1,875.		0.
INCOME TAXES	657.	0.		0.
TO FORM 990-PF, PG 1, LN 18	2,532.	1,875.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MANAGEMENT FEES	16,208.	16,208.		0.
TO FORM 990-PF, PG 1, LN 23	16,208.	16,208.		0.

FORM 990-PF	OTHER INVESTMENTS		STATEMENT 6
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SCHWAB #4898	COST	351,811.	317,660.
SCHWAB #4093	COST	1,310,740.	1,394,296.
SCHWAB #2525	COST	157,281.	254,442.
SCHWAB #3005	COST	278,934.	272,623.
SCHWAB #8713	COST	243,214.	283,379.
TOTAL TO FORM 990-PF, PART II, LINE 13		2,341,980.	2,522,400.

FORM 990-PF

PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT 7

NAME OF MANAGER

RUTH A. PACK
BRIAN M. LIDJI

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box **X**
- Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II **Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions JAY AND RUTH PACK FAMILY FOUNDATION	Employer identification number (EIN) or 51-0441897
	Number, street, and room or suite no. If a P.O. box, see instructions. 2000 MCKINNEY AVENUE, STE. 1200	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. DALLAS, TX 75201	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

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

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

JAY PACK
 • The books are in the care of **▶ 4330 ARMSTRONG PARKWAY - DALLAS, TX 75205**
 Telephone No. **▶ 214-999-0012** FAX No. **▶**

- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until NOVEMBER 15, 2013.
 5 For calendar year 2012, or other tax year beginning , and ending .
 6 If the tax year entered in line 5 is for less than 12 months, check reason: Initial return Final return
 Change in accounting period

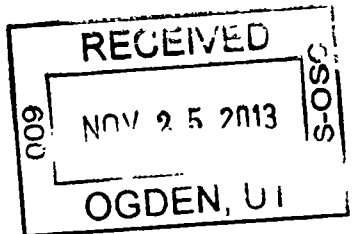
7 State in detail why you need the extension
DUE TO CIRCUMSTANCES BEYOND TAXPAYER'S CONTROL, ACCUMULATION OF ALL INFORMATION NECESSARY TO PREPARE A CORRECT RETURN IS INCOMPLETE.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	0.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	0.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature **▶** Title **▶** Date **▶**





Date Range: As Of 12/31/2012

Realized Gain Loss Summary

	Trade Date	Open Date	Units Sold	Cost Basis	Amortization Accretion	Gross Proceeds	Short Term Gain	Long Term Gain	Total Gain
24393005 - WENTWORTH, HAUSER & VIOLICH-FDN									
CBE				7,561.28	0.00	13,528.94	-0.35	5,968.01	5,967.66
CBE	12/3/2012	2/1/2008	170,000	7,524.20	0.00	13,492.21	0.00	5,968.01	5,968.01
ETN			0.714	37.08	0.00	36.73	-0.35	0.00	-0.35
ETN	12/4/2012	12/3/2012	0.714	37.08	0.00	36.73	-0.35	0.00	-0.35

	Trade Date	Open Date	Units Sold	Cost Basis	Amortization Accretion	Gross Proceeds	Short Term Gain	Long Term Gain	Total Gain
38718713 - VIRTUS EMERGING MARKETS OPPORTUNITIES I - FDN									
HIEMX			2,441.463	21,603.74	0.00	25,000.00	0.00	3,396.26	3,396.26
HIEMX	12/28/2012	1/14/2011	2,441.463	21,603.74	0.00	25,000.00	0.00	3,396.26	3,396.26

	Trade Date	Open Date	Units Sold	Cost Basis	Amortization Accretion	Gross Proceeds	Short Term Gain	Long Term Gain	Total Gain
72804898 - LONGLEAF PARTNERS-FDN									
LLINX			2,519.784	45,576.27	0.00	35,000.00	0.00	-10,576.27	-10,576.27
LLINX	12/28/2012	11/9/2006	29,494	537.45	0.00	409.67	0.00	-127.78	-127.78
LLINX	12/28/2012	11/9/2006	150,871	2,749.24	0.00	2,095.61	0.00	-653.63	-653.63
LLINX	12/28/2012	1/24/2008	2,339.419	42,289.58	0.00	32,494.72	0.00	-9,794.86	-9,794.86

	Trade Date	Open Date	Units Sold	Cost Basis	Amortization Accretion	Gross Proceeds	Short Term Gain	Long Term Gain	Total Gain
80812525 - SOUTHERNSUN ASSET MANAGEMENT-FDN									
AMG			15,000	1,128.95	0.00	1,653.08	299.80	224.33	524.13
AMG	7/19/2012	3/3/2005	5,000	326.70	0.00	551.03	0.00	224.33	224.33
AMG	7/19/2012	9/29/2011	10,000	802.25	0.00	1,102.05	299.80	0.00	299.80
AGCO			35,000	1,670.87	0.00	1,575.96	0.00	-94.91	-94.91
AGCO	7/26/2012	5/24/2011	20,000	964.48	0.00	854.48	0.00	-110.00	-110.00

Please refer to Important disclosures on the last page of this report.



Date Range: As Of 12/31/2012

80812525 - SOUTHERNSUN ASSET MANAGEMENT-FDN

	Trade Date	Open Date	Units Sold	Cost Basis	Amortization Accretion	Gross Proceeds	Short Term Gain	Long Term Gain	Total Gain
AGCO	12/28/2012	7/18/2011	15,000	62,668.77	0.00	90,523.73	7,599.27	20,255.69	27,854.96
AGCO CORP				706.39	0.00	721.48	0.00	15.09	15.09
BCO			40,000	1,278.27	0.00	1,124.90	0.00	-153.37	-153.37
BCO	12/28/2012	3/22/2011	35,000	1,118.49	0.00	988.03	0.00	-130.46	-130.46
BCO	11/30/2012	3/22/2011	5,000	159.78	0.00	136.87	0.00	-22.91	-22.91
CASC			145,000	5,093.94	0.00	8,207.03	0.00	3,113.09	3,113.09
CASC	10/22/2012	3/14/2005	25,000	866.17	0.00	1,622.48	0.00	736.31	736.31
CASC	10/17/2012	3/14/2005	30,000	1,063.41	0.00	1,683.41	0.00	620.00	620.00
CASC	9/5/2012	3/14/2005	25,000	866.18	0.00	1,276.61	0.00	390.43	390.43
CASC	5/30/2012	3/14/2005	20,000	708.94	0.00	1,001.03	0.00	292.09	292.09
CASC	5/30/2012	5/22/2008	20,000	957.61	0.00	1,001.03	0.00	43.42	43.42
CASC	10/22/2012	12/2/2008	25,000	591.63	0.00	1,622.47	0.00	1,030.84	1,030.84
CNC			155,000	4,740.42	0.00	6,722.76	25.81	1,956.53	1,982.34
CNC	2/3/2012	5/28/2010	50,000	1,111.79	0.00	2,308.09	0.00	1,196.30	1,196.30
CNC	1/9/2012	5/28/2010	30,000	667.07	0.00	1,306.12	0.00	639.05	639.05
CNC	2/3/2012	9/16/2010	5,000	109.63	0.00	230.81	0.00	121.18	121.18
CNC	12/28/2012	4/10/2012	5,000	207.31	0.00	198.40	-8.91	0.00	-8.91
CNC	11/13/2012	4/10/2012	35,000	1,451.20	0.00	1,488.97	37.77	0.00	37.77
CNC	12/28/2012	4/30/2012	30,000	1,193.42	0.00	1,190.37	-3.05	0.00	-3.05
CBI			70,000	1,929.82	0.00	3,133.60	363.99	839.79	1,203.78
CBI	2/3/2012	10/2/2008	30,000	499.93	0.00	1,339.72	0.00	839.79	839.79
CBI	2/3/2012	9/28/2011	10,000	298.52	0.00	446.58	148.06	0.00	148.06
CBI	12/28/2012	7/20/2012	30,000	1,131.37	0.00	1,347.30	215.93	0.00	215.93
COLM			30,000	1,731.83	0.00	1,595.62	-32.08	-104.13	-136.21
COLM	6/19/2012	3/31/2011	10,000	594.86	0.00	536.42	0.00	-58.44	-58.44
COLM	12/28/2012	8/2/2011	10,000	568.48	0.00	522.79	0.00	-45.69	-45.69
COLM	6/19/2012	8/2/2011	10,000	568.49	0.00	536.41	-32.08	0.00	-32.08
DAR			160,000	2,369.19	0.00	2,528.12	158.93	0.00	158.93
DAR	2/3/2012	8/12/2011	30,000	453.32	0.00	477.53	24.21	0.00	24.21
DAR	2/3/2012	11/3/2011	50,000	702.34	0.00	795.89	93.55	0.00	93.55
DAR	2/3/2012	12/30/2011	15,000	199.92	0.00	238.77	38.85	0.00	38.85
DAR	12/28/2012	11/6/2012	65,000	1,013.61	0.00	1,015.93	2.32	0.00	2.32
ICON			80,000	1,416.14	0.00	1,748.61	332.47	0.00	332.47
ICON	12/28/2012	3/23/2012	75,000	1,327.63	0.00	1,647.71	320.08	0.00	320.08
ICON	11/30/2012	3/23/2012	5,000	88.51	0.00	100.90	12.39	0.00	12.39
JRCC			710,000	8,066.85	0.00	2,980.14	-3,559.96	-1,526.75	-5,086.71
JRCC	5/30/2012	8/8/2007	25,000	125.03	0.00	65.60	0.00	-59.43	-59.43
JRCC	5/30/2012	9/28/2007	75,000	456.43	0.00	196.77	0.00	-259.66	-259.66

Please refer to important disclosures on the last page of this report.



Date Range: As Of 12/31/2012

80812525 - SOUTHERNSUN ASSET MANAGEMENT-FDN

	Trade Date	Open Date	Units Sold	Cost Basis	Amortization Accretion	Gross Proceeds	Short Term Gain	Long Term Gain	Total Gain
JRCC	5/30/2012	10/1/2007	20,000	123.91	0.00	90,523.73	7,599.27	20,255.69	27,854.96
JRCC	5/30/2012	11/28/2007	5,000	32.25	0.00	13.12	0.00	-71.44	-71.44
JRCC	4/17/2012	12/2/2008	175,000	1,595.72	0.00	880.18	0.00	-19.13	-19.13
JRCC	4/4/2012	12/2/2008	5,000	45.59	0.00	25.02	0.00	-20.57	-20.57
JRCC	4/4/2012	3/29/2010	35,000	556.18	0.00	175.20	0.00	-380.98	-380.98
JRCC	3/19/2012	3/24/2011	50,000	1,175.00	0.00	309.32	-865.68	0.00	-865.68
JRCC	4/4/2012	5/13/2011	50,000	1,055.77	0.00	250.28	-805.49	0.00	-805.49
JRCC	3/19/2012	5/13/2011	25,000	527.89	0.00	154.66	-373.23	0.00	-373.23
JRCC	4/4/2012	8/8/2011	75,000	995.65	0.00	375.42	-620.23	0.00	-620.23
JRCC	5/30/2012	10/20/2011	50,000	426.71	0.00	131.18	-295.53	0.00	-295.53
JRCC	4/17/2012	10/20/2011	15,000	128.01	0.00	75.44	-52.57	0.00	-52.57
JRCC	5/30/2012	11/17/2011	105,000	822.71	0.00	275.48	-547.23	0.00	-547.23
KOP			70,000	2,786.67	0.00	2,727.13	7.61	-67.15	-59.54
KOP	12/28/2012	9/26/2007	30,000	1,183.46	0.00	1,128.61	0.00	-54.85	-54.85
KOP	12/28/2012	6/1/2011	5,000	200.40	0.00	188.10	0.00	-12.30	-12.30
KOP	2/3/2012	6/1/2011	35,000	1,402.81	0.00	1,410.42	7.61	0.00	7.61
MIDD			35,000	2,073.83	0.00	3,752.95	69.45	1,609.67	1,679.12
MIDD	8/30/2012	9/30/2009	20,000	1,098.43	0.00	2,266.06	0.00	1,167.63	1,167.63
MIDD	3/13/2012	9/30/2009	10,000	549.22	0.00	991.26	0.00	442.04	442.04
MIDD	3/13/2012	6/1/2011	5,000	426.18	0.00	495.63	69.45	0.00	69.45
NDSN			60,000	1,982.06	0.00	3,374.79	438.47	954.26	1,392.73
NDSN	12/28/2012	3/7/2008	10,000	256.66	0.00	623.89	0.00	367.23	367.23
NDSN	2/27/2012	3/7/2008	20,000	513.33	0.00	1,100.36	0.00	587.03	587.03
NDSN	2/27/2012	9/29/2011	30,000	1,212.07	0.00	1,650.54	438.47	0.00	438.47
OGE			30,000	1,264.37	0.00	1,622.90	0.00	358.53	358.53
OGE	9/7/2012	6/20/2007	10,000	348.00	0.00	547.77	0.00	199.77	199.77
OGE	9/7/2012	12/29/2010	5,000	229.09	0.00	273.88	0.00	44.79	44.79
OGE	7/27/2012	12/29/2010	15,000	687.28	0.00	801.25	0.00	113.97	113.97
PII			60,000	1,115.89	0.00	4,462.48	0.00	3,346.59	3,346.59
PII	6/6/2012	8/28/2006	30,000	557.95	0.00	2,258.46	0.00	1,700.51	1,700.51
PII	4/18/2012	8/28/2006	15,000	278.97	0.00	1,167.36	0.00	888.39	888.39
PII	3/1/2012	8/28/2006	15,000	278.97	0.00	1,036.66	0.00	757.69	757.69
SAFM			50,000	2,484.62	0.00	2,549.15	64.53	0.00	64.53
SAFM	6/19/2012	12/30/2011	5,000	250.82	0.00	261.54	10.72	0.00	10.72
SAFM	5/4/2012	12/30/2011	20,000	1,003.29	0.00	1,029.82	26.53	0.00	26.53
SAFM	12/28/2012	2/28/2012	10,000	492.20	0.00	473.19	-19.01	0.00	-19.01
SAFM	6/19/2012	2/28/2012	15,000	738.31	0.00	784.60	46.29	0.00	46.29
SOA			695,000	10,346.10	0.00	19,190.37	8,844.27	0.00	8,844.27

Please refer to important disclosures on the last page of this report.



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80812525 - SOUTHERNSUN ASSET MANAGEMENT-FDN

	Trade Date	Open Date	Units Sold	Cost Basis	Amortization Accretion	Gross Proceeds	Short Term Gain	Long Term Gain	Total Gain
SOA	6/22/2012	9/6/2011	70,000	62,668.77	0.00	90,523.73	7,599.27	20,255.69	27,854.96
SOA	6/19/2012	9/6/2011	70,000	1,122.37	0.00	1,931.20	808.83	0.00	808.83
SOA	6/25/2012	9/9/2011	50,000	1,122.38	0.00	1,951.61	829.23	0.00	829.23
SOA	6/22/2012	9/9/2011	25,000	795.76	0.00	1,370.42	574.66	0.00	574.66
SOA	6/22/2012	9/9/2011	25,000	397.88	0.00	689.71	291.83	0.00	291.83
SOA	6/27/2012	9/28/2011	105,000	1,432.46	0.00	2,905.43	1,472.97	0.00	1,472.97
SOA	6/26/2012	9/28/2011	75,000	1,023.19	0.00	2,063.83	1,040.64	0.00	1,040.64
SOA	6/27/2012	10/4/2011	75,000	876.68	0.00	2,075.31	1,198.63	0.00	1,198.63
SOA	6/26/2012	12/19/2011	70,000	1,076.98	0.00	1,926.25	849.27	0.00	849.27
SOA	6/25/2012	12/19/2011	95,000	1,461.61	0.00	2,603.81	1,142.20	0.00	1,142.20
SOA	6/19/2012	12/30/2011	60,000	1,036.79	0.00	1,672.80	636.01	0.00	636.01

SPB SPECTRUM BRANDS HLDGS INC COM

SPB	7/19/2012	4/23/2012	40,000	1,350.80	0.00	1,421.76	70.96	0.00	70.96
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THO THOR INDS INC

THO	10/4/2012	6/1/2011	40,000	1,231.62	0.00	1,480.58	0.00	248.96	248.96
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TSCO TRACTOR SUPPLY CO

TSCO	7/27/2012	1/18/2008	15,000	226.42	0.00	1,376.35	0.00	1,149.93	1,149.93
TSCO	7/26/2012	1/18/2008	15,000	226.42	0.00	1,385.84	0.00	1,159.42	1,159.42
TSCO	7/26/2012	6/11/2008	20,000	320.97	0.00	1,847.79	0.00	1,526.82	1,526.82
TSCO	6/20/2012	6/11/2008	10,000	160.48	0.00	905.21	0.00	744.73	744.73
TSCO	3/1/2012	6/11/2008	15,000	240.73	0.00	1,302.39	0.00	1,061.66	1,061.66
TSCO	2/3/2012	6/11/2008	25,000	401.21	0.00	2,019.97	0.00	1,618.76	1,618.76
TSCO	9/4/2012	6/30/2008	20,000	301.73	0.00	1,944.50	0.00	1,642.77	1,642.77
TSCO	7/27/2012	6/30/2008	10,000	150.86	0.00	917.57	0.00	766.71	766.71

TRN TRINITY INDUSTRIES INC

TRN	2/17/2012	7/27/2011	5,000	155.91	0.00	1,750.2	19.11	0.00	19.11
TRN	12/28/2012	8/8/2011	5,000	114.34	0.00	1,750.2	0.00	61.61	61.61
TRN	2/17/2012	8/8/2011	25,000	571.69	0.00	875.12	303.43	0.00	303.43
TRN	12/28/2012	9/28/2011	15,000	336.18	0.00	527.85	0.00	191.67	191.67
TRN	7/27/2012	5/1/2012	70,000	2,097.80	0.00	1,939.50	-158.30	0.00	-158.30
TRN	12/28/2012	6/20/2012	30,000	736.50	0.00	1,055.71	319.21	0.00	319.21
TRN	7/27/2012	6/20/2012	10,000	245.50	0.00	277.07	31.57	0.00	31.57

URS URS CORP NEW

URS	12/28/2012	3/1/2007	5,000	209.96	0.00	1,945.96	0.00	-373.83	-373.83
URS	12/28/2012	8/21/2009	15,000	693.30	0.00	583.79	0.00	-109.51	-109.51
URS	12/28/2012	9/30/2009	5,000	218.05	0.00	194.60	0.00	-23.45	-23.45
URS	12/28/2012	12/31/2009	5,000	225.14	0.00	194.60	0.00	-30.54	-30.54
URS	12/28/2012	4/26/2010	10,000	524.03	0.00	389.19	0.00	-134.84	-134.84
URS	12/28/2012	3/31/2011	5,000	229.46	0.00	194.60	0.00	-34.86	-34.86
URS	12/28/2012	6/1/2011	5,000	219.85	0.00	194.60	0.00	-25.25	-25.25

Please refer to important disclosures on the last page of this report.



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85994093 - PIMCO TOTAL RETURN FUND - FDN

	Trade Date	Open Date	Units Sold	Cost Basis	Amortization Accretion	Gross Proceeds	Short Term Gain	Long Term Gain	Total Gain
PITRX			8,891.111	100,512.56	0.00	100,000.00	-694.33	181.77	-512.56
PIMCO TOTAL RETURN I				100,512.56	0.00	100,000.00	-694.33	181.77	-512.56
PITRX	12/28/2012	7/29/2011	321.233	3,565.69	0.00	3,612.97	0.00	47.28	47.28
PITRX	12/28/2012	8/31/2011	294.132	3,238.39	0.00	3,308.16	0.00	69.77	69.77
PITRX	12/28/2012	10/31/2011	191.942	2,094.09	0.00	2,158.81	0.00	64.72	64.72
PITRX	12/28/2012	1/31/2012	336.346	3,740.17	0.00	3,782.95	42.78	0.00	42.78
PITRX	12/28/2012	2/29/2012	314.920	3,501.91	0.00	3,541.96	40.05	0.00	40.05
PITRX	12/28/2012	3/30/2012	390.364	4,329.14	0.00	4,390.50	61.36	0.00	61.36
PITRX	12/28/2012	4/30/2012	358.167	4,018.63	0.00	4,028.37	9.74	0.00	9.74
PITRX	12/28/2012	5/31/2012	396.464	4,472.11	0.00	4,459.11	-13.00	0.00	-13.00
PITRX	12/28/2012	6/29/2012	354.187	4,002.31	0.00	3,983.61	-18.70	0.00	-18.70
PITRX	12/28/2012	7/31/2012	283.578	3,252.64	0.00	3,189.46	-63.18	0.00	-63.18
PITRX	12/28/2012	8/31/2012	305.477	3,512.98	0.00	3,435.76	-77.22	0.00	-77.22
PITRX	12/28/2012	9/28/2012	245.861	2,847.07	0.00	2,765.24	-81.83	0.00	-81.83
PITRX	12/28/2012	10/31/2012	361.136	4,185.57	0.00	4,061.76	-123.81	0.00	-123.81
PITRX	12/28/2012	11/30/2012	370.338	4,303.33	0.00	4,165.26	-138.07	0.00	-138.07
PITRX	12/28/2012	12/12/2012	1,283.393	14,579.35	0.00	14,434.56	-144.79	0.00	-144.79
PITRX	12/28/2012	12/12/2012	1,748.496	19,862.92	0.00	19,665.66	-197.26	0.00	-197.26
PITRX	12/28/2012	12/27/2012	1,335.077	15,006.26	0.00	15,015.86	9.60	0.00	9.60



Date Range: As Of 12/31/2012

Disclosure

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