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Return of Private Foundation

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

OMB No 1545-0052

2012

Open to Public Inspection

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

, 2012, and ending

, 20

Name of foundation DAVE G. RUF, JR. FAMILY FOUNDATION		A Employer identification number 52-7241082
Number and street (or P O box number if mail is not delivered to street address) 11716 CANTERBURY STREET		B Telephone number (see instructions) (913) 345-2424
City or town, state, and ZIP code LEAWOOD, KS 66211		C If exemption application is pending, check here <input type="checkbox"/> D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
G Check all that apply	<input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change	
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	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 1,270,711.	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> 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)
1 Contributions, gifts, grants, etc., received (attach schedule)		99,485.			
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		32,897.	32,897.		ATCH: 1
4 Dividends and interest from securities		18,727.	18,727.		ATCH: 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		28,851.			
b Gross sales price for all assets on line 6a 360,754.					
7 Capital gain net income (from Part IV, line 2)			28,851.		
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) (attach schedule)					
11 Other income (attach schedule) ATCH: 3		189.			
12 Total. Add lines 1 through 11		180,149.	80,475.		
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 schedule) ATCH: 4		2,000.	2,000.		
c Other professional fees (attach schedule) *		5,034.	5,034.		
17 Interest					
18 Taxes (attach schedule) (see instructions) ATCH: 6		648.	281.		
19 Depreciation (attach schedule) 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		7,682.	7,315.		
25 Contributions, gifts, grants paid		54,570.			54,570.
26 Total expenses and disbursements. Add lines 24 and 25		62,252.	7,315.	0	54,570.
27 Subtract line 26 from line 12		117,897.			
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)			73,160.		
c Adjusted net income (if negative, enter -0-)					

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				
	2	Savings and temporary cash investments		11,490.	330,527.	330,527.
	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 schedule)				
		Less allowance for doubtful accounts				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U S and state government obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule) ATCH 7		409,527.	393,701.	715,682.
	c	Investments - corporate bonds (attach schedule) ATCH 8		468,969.	207,081.	224,502.
	11	Investments - land, buildings, and equipment basis				
	Less accumulated depreciation (attach schedule)					
12	Investments - mortgage loans					
13	Investments - other (attach schedule)					
14	Land, buildings, and equipment basis					
	Less accumulated depreciation (attach schedule)					
15	Other assets (describe)					
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)		889,986.	931,309.	1,270,711.	
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 (attach schedule)				
	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"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds		431,041.	431,041.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds		458,945.	500,268.	
	30	Total net assets or fund balances (see instructions)		889,986.	931,309.	
	31	Total liabilities and net assets/fund balances (see instructions)		889,986.	931,309.	

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	889,986.
2	Enter amount from Part I, line 27a	2	117,897.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	1,007,883.
5	Decreases not included in line 2 (itemize) ATCH 9	5	76,574.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	931,309.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV SCHEDULE					
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					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a					
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	28,851.	
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	0	

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	69,225.	1,150,624.	0.060163
2010	57,316.	1,064,460.	0.053845
2009	19,175.	918,501.	0.020876
2008	30,690.	1,081,462.	0.028378
2007	15,625.	1,149,874.	0.013588
2 Total of line 1, column (d)			2 0.176850
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 0.035370
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 1,170,444.
5 Multiply line 4 by line 3			5 41,399.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 732.
7 Add lines 5 and 6			7 42,131.
8 Enter qualifying distributions from Part XII, line 4			8 54,570.

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)

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	732.
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	
3 Add lines 1 and 2		3	732.
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	732.
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	367.	
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	367.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	6.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	371.	
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 Refunded	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? 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		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? If "Yes," attach a detailed description of the activities		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? If "Yes," attach a conformed copy of the changes		X
4a 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? If "Yes," attach the statement required by General Instruction T		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? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) KS,		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	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)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	X	

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		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?	13	X	
Website address N/A				
14	The books are in care of DAVE G. RUF JR Telephone no 913-345-2424 Located at 11716 CANTERBURY STREET LEAWOOD, KS ZIP+4 66211			
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	1b	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?	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? If "Yes," list the years	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
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)	2b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If "Yes," did it have excess business holdings in 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)	3b	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

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

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

5b N/A

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? ☒ Yes ☐ No

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

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

6b X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

7b N/A

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
ATCH 10		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		0	0	0

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

0

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		0
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 (see instructions)

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

	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	990,937.
b	Average of monthly cash balances	1b	197,331.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	1,188,268.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	1,188,268.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	17,824.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,170,444.
6	Minimum investment return. Enter 5% of line 5	6	58,522.

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	58,522.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	732.
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	732.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	57,790.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	57,790.
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	57,790.

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	54,570.
b	Program-related investments - total from Part IX-B	1b	
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	54,570.
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	732.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	53,838.

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				57,790.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only				
b Total for prior years 20 10 20 09 20 08				
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011 1,153.				
f Total of lines 3a through e	1,153.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 54,570.				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2012 distributable amount				54,570.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	1,153.			1,153.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
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				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				2,067.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
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)

NOT APPLICABLE

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)

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

Tax year	Prior 3 years				(e) Total
(a) 2012	(b) 2011	(c) 2010	(d) 2009		
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				
ATCH 11				
Total ▶ 3a				54,570.
b Approved for future payment				
Total ▶ 3b				NONE

Enter gross amounts unless otherwise indicated

(See worksheet in line 13 instructions to verify calculations)

Line No.	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
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[illegible]

Schedule B

(Form 990, 990-EZ,
or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No 1545-0047

2012

Name of the organization

DAVE G. RUF, JR. FAMILY FOUNDATION

Employer identification number

52-7241082

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions

General Rule

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization DAVE G. RUF, JR. FAMILY FOUNDATION

Employer identification number
52-7241082**Part I Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	DAVE G. RUF REVOCABLE TRUST 11716 CANTERBURY STREET LEAWOOD, KS 66211	\$ 99,485.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Employer identification number

Part II **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

JSA

Name of organization DAVE G. RUF, JR. FAMILY FOUNDATION

Employer identification number

52-7241082

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry.

For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this information once See instructions.) ► \$

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
---	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
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	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
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	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
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	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
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ATTACHMENT 1FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
UMB #104415 INTEREST INCOME	32,609.	32,609.
UMB #104415 ORIGINAL ISSUE DISCOUNT	287.	287.
UMB CHECKING #0335	1.	1.
TOTAL	<u>32,897.</u>	<u>32,897.</u>

ATTACHMENT 2FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
UMB #104415 DIVIDENDS	18,727.	18,727.
TOTAL	<u>18,727.</u>	<u>18,727.</u>

ATTACHMENT 3FORM 990PF, PART I - OTHER INCOME

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
2011 TAX REFUND	189.
TOTALS	<u>189.</u>

ATTACHMENT 4

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
TAX PREP FEES	2,000.	2,000.		
TOTALS	<u>2,000.</u>	<u>2,000.</u>		

ATTACHMENT 5FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INVESTMENT FEES	5,034.	5,034.
TOTALS	<u>5,034.</u>	<u>5,034.</u>

ATTACHMENT 6

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
FOREIGN TAXES		
FED 2ND QTR EST	281.	281.
FED 3RD QTR EST	89.	
FED 4TH QTR EST	139.	
	139.	
TOTALS	<u>648.</u>	<u>281.</u>

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 7

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
UMB #104415-SEE ATTACH B	393,701.	715,682.
TOTALS	<u>393,701.</u>	<u>715,682.</u>

FORM 990PF, PART II - CORPORATE BONDS

ATTACHMENT 8

DESCRIPTION

	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
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UMB #104415-SEE ATTACH B

	207,081.	224,502.
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TOTALS

	<u>207,081.</u>	<u>224,502.</u>
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ATTACHMENT 9FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
FMV ADJUSTMENT FOR DONATED STOCK	76,574.
TOTAL	<u>76,574.</u>

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 10TITLE AND AVERAGE HOURS PER
WEEK DEVOTED TO POSITIONNAME AND ADDRESS

DAVE G RUF JR
11716 CANTERBURY STREET
LEAWOOD, KS 66211

TRUSTEE & ADVISORY BOARD
1.00

0 0 0 0

DAVE GEORGE RUF III
11716 CANTERBURY STREET
LEAWOOD, KS 66211

ADVISORY BOARD MEMBER
1.00

0 0 0 0

JAY PAUL RUF
11716 CANTERBURY STREET
LEAWOOD, KS 66211

ADVISORY BOARD MEMBER
1.00

0 0 0 0

MELANIE ROSE RUF
11716 CANTERBURY STREET
LEAWOOD, KS 66211

ADVISORY BOARD MEMBER
1.00

0 0 0 0

GRAND TOTALS

DAVE G. RUF, JR. FAMILY FOUNDATION

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 11

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
HEARTSTRINGS COMMUNITY FOUNDATION 7086 W. 105TH STREET OVERLAND PARK, KS 66202	NONE 501(C) (3)		CHARITABLE	3,600.
CYSTIC FIBROSIS FOUNDATION 6950 SQUIBB ROAD MISSION, KS 66202	NONE 501(C) (3)		CHARITABLE	3,460.
DUCKS UNLIMITED, INC ONE WATERFOWL WAY MEMPHIS, TN 38120	NONE 501(C) (3)		CHARITABLE	600.
QUAIL AND UPLAND WILDLIFE FEDERATION, INC P.O. BOX 947 BUFFALO, MO 65622	NONE 501(C) (3)		CHARITABLE	1,210.
KU ENDOWMENT, WILLIAMS EDUCATION FUND P.O. BOX 928 LAWRENCE, KS 66044-0928	NONE 501(C) (3)		CHARITABLE	43,500.
NATIONAL MS SOCIETY 733 THIRD AVENUE, 3RD FLOOR NEW YORK, NY 10017	NONE 501(C) (3)		CHARITABLE	500.

FORM 990PF, PART XV -- GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT			PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
RECIPIENT NAME AND ADDRESS				
KANSAS CITY SYMPHONY P.O. BOX 879425 KANSAS CITY, MO 64187-9425	NONE 501 (C) (3)		CHARITABLE	1,500.
IMMACULATA MANOR 2135 MANOR WAY LIBERTY, MO 64068	NONE 501 (C) (3)		CHARITABLE	200.
TOTAL CONTRIBUTIONS PAID				54,570.

ATTACHMENT 11 (CONT'D)

KORNITZER CAPITAL MANAGEMENT, INC
REALIZED GAINS AND LOSSES
Dave G. Ruf, Jr. Family Foundation (UMB #104415)
KCM-MOKAN(A) Lisa
104415.1
From 01-01-12 Through 12-31-12

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
05-19-2010	02-03-2012	100	ELI LILLY & CO COM	3,367 50	3,951 34		583 84
10-02-2008	02-24-2012	5,000	KANSAS CITY SOUTHERN (KSU) *TENDER @ 103 996 + \$20 CONSENT 2/24/11* 8 000% Due 06-01-15	5,000 00	5,299 80		299 80
10-02-2008	02-24-2012	5,000	KANSAS CITY SOUTHERN (KSU) *TENDER @ 103 996 + \$20 CONSENT 2/24/11* 8 000% Due 06-01-15	4,900 00	5,299 80		399 80
10-06-2008	02-24-2012	5,000	KANSAS CITY SOUTHERN (KSU) *TENDER @ 103 996 + \$20 CONSENT 2/24/11* 8 000% Due 06-01-15	4,800 00	5,299 80		499 80
02-16-2010	03-12-2012	5,000	GULFMARK OFFSHORE(GLF)*TENDER @ 100 05 + \$15 CONSENT + AI 03/12/12* 7 750% Due 07-15-14	4,937 50	5,077 50		140 00
02-18-2010	03-12-2012	5,000	GULFMARK OFFSHORE(GLF)*TENDER @ 100 05 + \$15 CONSENT + AI 03/12/12* 7 750% Due 07-15-14	4,975 00	5,077 50		102 50
08-18-2011	03-13-2012	5,000	DONNELLEY & SONS (RRD)-make whole call 5 500% Due 05-15-15	4,775 00	5,175 00	400 00	
09-13-2011	03-13-2012	2,000	DONNELLEY & SONS (RRD)-make whole call 5 500% Due 05-15-15	1,860 00	2,070 00	210 00	
02-05-2010	03-16-2012	5,000	HORNBECK OFFSHORE SERVICES (HOS)*TENDER @98 271 + \$30 CONS + AI 3/16/12* 6 125% Due 12-01-14	4,737 50	5,063 55		326 05
03-15-2011	03-20-2012	5,000	PINNACLE ENTERTAINMENT (PNK) *FULL CALL \$103 75 + AI 03/20/12* 7 500% Due 06-15-15	5,050 00	5,187 50		137 50
08-12-2010	03-21-2012	5,000	COMMUNITY HEALTH SYSTEM (CYH) *TENDER @ 100 60 + \$20 CONSENT 7/18/12* 8 875% Due 07-15-15	5,150 00	5,237 50		87 50
07-30-2003	04-03-2012	500	MARATHON PETROLEUM CORP	5,202 10	21,304 82		16,102 72

KORNITZER CAPITAL MANAGEMENT, INC
REALIZED GAINS AND LOSSES
Dave G. Ruf, Jr. Family Foundation (UMB #104415)
KCM-MOKAN(A) Lisa
104415.1
From 01-01-12 Through 12-31-12

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
05-13-2005	04-09-2012	4,000	INTERFACE INC (IFSIA) **FULL CALL @ 100 04/09/2012** 9 500% Due 02-01-14	3,900 00	4,000 00		100 00
10-07-2009	04-09-2012	10,000	BERRY PETROLEUM (BRY) *FULL CALL @ 104 125 + AI 04/09/12* 8 250% Due 11-01-16	9,625 00	10,412 50		787 50
10-14-2009	04-09-2012	10,000	BERRY PETROLEUM (BRY) *FULL CALL @ 104 125 + AI 04/09/12* 8 250% Due 11-01-16	9,675 00	10,412 50		737 50
06-01-2011	05-24-2012	5,000	INERGY LP (NRGY)*EXCH FOR SPH + CASH 8/2/12* 7 000% Due 10-01-18	5,156 25	5,125 00	-31 25	
08-22-2011	05-24-2012	5,000	INERGY LP (NRGY)*EXCH FOR SPH + CASH 8/2/12* 7 000% Due 10-01-18	4,875 00	5,125 00	250 00	
09-29-2011	05-24-2012	5,000	INERGY LP (NRGY)*EXCH FOR SPH + CASH 8/2/12* 7 000% Due 10-01-18	4,737 50	5,125 00	387 50	
02-17-2010	06-01-2012	10,000	JANUS CAPITAL GROUP (JNS) - Original Coupon 6 70% 6 700% Due 06-15-17	9,725 00	10,750 00		1,025 00
06-03-2004	06-13-2012	200	FOREST LABS	12,699 60	6,937 85		-5,761 75
05-07-2010	07-03-2012	300	FOREST LABS	7,975 98	10,799 72		2,823 74
03-11-2011	07-03-2012	500	FOREST LABS	15,988 35	17,999 55		2,011 20
08-12-2010	07-18-2012	5,000	COMMUNITY HEALTH SYSTEM (CYH) *TENDER @ 100 60 + \$20 CONSENT 7/18/12* 8 875% Due 07-15-15	5,150 00	5,130 00		-20 00
01-04-2012	07-21-2012	-1	CHUBB - JULY 75, Expires 7-21-12	0 00	177 48	177 48	
10-10-2011	07-27-2012	5,000	KEMET CORP (KEM) (cusip 488360af5) 10 500% Due 05-01-18	5,087 50	5,031 25	-56 25	
08-21-2008	08-03-2012	5,000	PANTRY INC (PTRY) *TENDER @ 99 375 + \$10 CONSENT + AI 8/03/2012* 7 750% Due 02-15-14	4,175 00	5,018 75		843 75
08-11-2010	08-03-2012	5,000	PANTRY INC (PTRY) *TENDER @ 99 375 + \$10 CONSENT + AI 8/03/2012* 7 750% Due 02-15-14	4,975 00	5,018 75		43 75

KORNITZER CAPITAL MANAGEMENT, INC
REALIZED GAINS AND LOSSES
Dave G. Ruf, Jr. Family Foundation (UMB #104415)
KCM-MOKAN(A) Lisa
104415.1
From 01-01-12 Through 12-31-12

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
09-08-2010	08-03-2012	5,000	PANTRY INC (PTRY) *TENDER @ 99 375 + \$10 CONSENT + AI 8/03/2012* 7 750% Due 02-15-14	5,000 00	5,018 75		18 75
05-24-2007	08-07-2012	15,000	ISLE OF CAPRI SR SUB (ISLE) *TENDER @ 98 30 + \$20 CONSENT + AI 8/7/12* 7 000% Due 03-01-14	14,887 50	15,045 00		157 50
06-01-2007	08-07-2012	10,000	ISLE OF CAPRI SR SUB (ISLE) *TENDER @ 98 30 + \$20 CONSENT + AI 8/7/12* 7 000% Due 03-01-14	9,937 50	10,030 00		92 50
09-15-2008	08-07-2012	5,000	ISLE OF CAPRI SR SUB (ISLE) *TENDER @ 98 30 + \$20 CONSENT + AI 8/7/12* 7 000% Due 03-01-14	3,625 00	5,015 00		1,390 00
06-09-2011	08-20-2012	5,000	IRON MOUNTAIN INC (IRM) *FULL CALL @ 100 + AI 8/20/12* 6 625% Due 01-01-16	5,007 00	5,000 00		-7 00
07-27-2011	08-20-2012	10,000	IRON MOUNTAIN INC (IRM) *FULL CALL @ 100 + AI 8/20/12* 6 625% Due 01-01-16	10,000 00	10,000 00		0 00
08-08-2011	08-20-2012	10,000	IRON MOUNTAIN INC (IRM) *FULL CALL @ 100 + AI 8/20/12* 6 625% Due 01-01-16	9,900 00	10,000 00		100 00
07-19-2007	08-27-2012	5,000	SMITHFIELD FOODS INC (SFD) - noncallable 7 750% Due 07-01-17	4,937 50	5,593 75		656 25
07-10-2007	08-28-2012	5,000	UNITED AUTO GROUP INC-PENSKE(PAG)*TENDER @103 25 + \$10 CONSENT 8/28/12* 7 750% Due 12-15-16	4,968 75	5,212 50		243 75
07-11-2007	08-28-2012	5,000	UNITED AUTO GROUP INC-PENSKE(PAG)*TENDER @103 25 + \$10 CONSENT 8/28/12* 7 750% Due 12-15-16	4,968 75	5,212 50		243 75
07-17-2007	08-28-2012	5,000	UNITED AUTO GROUP INC-PENSKE(PAG)*TENDER @103 25 + \$10 CONSENT 8/28/12* 7 750% Due 12-15-16	4,968 75	5,212 50		243 75

KORNITZER CAPITAL MANAGEMENT, INC
 REALIZED GAINS AND LOSSES
 Dave G. Ruf, Jr. Family Foundation (UMB #104415)

KCM-MOKAN(A) Lisa

104415.1

From 01-01-12 Through 12-31-12

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
07-19-2007	08-30-2012	5,000	SMITHFIELD FOODS INC (SFD) - noncallable 7 750% Due 07-01-17	4,937 50	5,600 00		662 50
04-01-2010	09-12-2012	5,000	EDUCATION MANAGEMENT, LLC (EDMC) 8 750% Due 06-01-14	5,168 75	3,925 00		-1,243 75
05-05-2010	09-14-2012	10,000	AMYLIN PHARMACEUTICALS (AMLN) *TENDER @ 105 + AI 9/14/12*	8,812 50	10,500 00		1,687 50
09-12-2008	09-15-2012	20,000	FRONTIER OIL - HOLLYFRONTIER (HFC) *FULL CALL @ 104 25 9/15/2012*	19,716 00	20,850 00		1,134 00
04-01-2010	09-18-2012	5,000	EDUCATION MANAGEMENT, LLC (EDMC) 8 750% Due 06-01-14	5,168 75	3,925 00		-1,243 75
05-13-2010	09-18-2012	5,000	EDUCATION MANAGEMENT, LLC (EDMC) 8 750% Due 06-01-14	5,143 75	3,925 00		-1,218 75
06-27-2006	09-28-2012	5,000	CARRIAGE SERVICES INC (CSV) *FULL CALL @ 101 313 + AI 9/28/2012*	4,900 00	5,065 65		165 65
07-06-2006	09-28-2012	5,000	CARRIAGE SERVICES INC (CSV) *FULL CALL @ 101 313 + AI 9/28/2012*	4,900 00	5,065 65		165 65
01-24-2007	09-28-2012	5,000	CARRIAGE SERVICES INC (CSV) *FULL CALL @ 101 313 + AI 9/28/2012*	5,000 00	5,065 65		65 65
02-01-2008	09-28-2012	5,000	CARRIAGE SERVICES INC (CSV) *FULL CALL @ 101 313 + AI 9/28/2012*	4,925 00	5,065 65		140 65
02-28-2012	10-04-2012	5,000	GOODRICH PETROLEUM CORP (GDP) 8 875% Due 03-15-19	4,900 00	5,037 50	137 50	
09-20-2011	10-09-2012	2,000	HEALTHSOUTH CORP (HLS) 7 250% Due 10-01-18	1,967 50	2,060 00		92 50
04-05-2012	10-12-2012	5,000	GOODRICH PETROLEUM CORP (GDP) 8 875% Due 03-15-19	4,875 00	5,012 50	137 50	

KORNITZER CAPITAL MANAGEMENT, INC
 REALIZED GAINS AND LOSSES
 Dave G. Ruf, Jr. Family Foundation (UMB #104415)
 KCM-MOKAN(A) Lisa
 104415.1
 From 01-01-12 Through 12-31-12

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
04-01-2010	11-08-2012	2,000	LAMAR MEDIA CORP (LAMR) - SERIES C *FULL CALL 11/29/12 @ 101 104 + AI* 6 625% Due 08-15-15	1,940 00	2,022 08		82 08
05-18-2010	11-27-2012	5,000	FTI CONSULTING (FCN) **TENDER @ 101 958 + \$10 CONSENT 11/27/12** 7 750% Due 10-01-16	5,100 00	5,147 90		47 90
04-01-2010	11-29-2012	3,000	LAMAR MEDIA CORP (LAMR) - SERIES C *FULL CALL 11/29/12 @ 101 104 + AI* 6 625% Due 08-15-15	2,910 00	3,033 12		123 12
04-08-2010	11-29-2012	5,000	LAMAR MEDIA CORP (LAMR) - SERIES C *FULL CALL 11/29/12 @ 101 104 + AI* 6 625% Due 08-15-15	4,837 50	5,055 20		217 70
TOTAL GAINS						1,699 98	34,783 10
TOTAL LOSSES						-87 50	-9,495 00
TOTAL REALIZED GAIN/LOSS						1,612.48	25,288.10
		26,900 58		331,902.78	358,803.36		

<123.56> Transaction Fees
 357,579.80 Proceeds - Ties to 1099-B
 <331,902.78> Basis
25,677.02 Gain



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Cust Map for The Ruf Family Fdtn

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Statement of Accruals (continued)

Units	Asset Description	Payable Date	Rate	Amount
10000	United Refining Co DTD 5/1/2011 7.625% 11/1/2018 Call 11/01/14 @ 103.81	02/28/2013	0.03529	352.92
5000	Warner Chilcott Co LLC DTD 8/20/2010 7.750% 9/15/2018 Call 9/15/14 @ 103.88	03/15/2013	0.02282	114.10
Total Accruals				4,376.58

Statement of Investment Position

Units	Original Face Asset Description	Cost Basis		Market Value		% of Account	Estimated Annual Income	Market Yield
		Total	Unit	Total	Price			
500	Abbott Laboratories ABT 002824100	16,366.28	32.73	32,750.00	65.50	2.58%	280.00	0.85
40	Ameren Corp AEE 023608102	466.65	11.67	1,228.80	30.72	0.10%	64.00	5.21
500	Chevron Corp CVX 166764100	33,641.88	67.28	54,070.00	108.14	4.26%	1,800.00	3.33
100	Chubb Corp CB 171232101	4,977.10	49.77	7,532.00	75.32	0.59%	164.00	2.18
400	Coca Cola Co KO 191216100	10,510.50	26.28	14,500.00	36.25	1.14%	408.00	2.81



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Statement of Investment Position (continued)

Units	Original Face	Asset Description	Cost Basis		Market Value		% of Account	Estimated Annual Income	Market Yield
			Total	Unit	Total	Price			
300	ConocoPhillips COP 20825C104		11,904.96	39.68	17,397.00	57.99	1.37%	792.00	4.55
300	Costco Wholesale Corp COST 22160K105		11,871.09	39.57	29,619.00	98.73	2.33%	330.00	1.11
80	Css Inds Inc CSS 125906107		986.97	12.34	1,751.20	21.89	0.14%	48.00	2.74
60	Daimler AG DDAIF D1668R123		276.67	4.61	3,298.20	54.97	0.26%		
400	ExxonMobil Corp XOM 30231G102		16,781.29	41.95	34,620.00	86.55	2.73%	912.00	2.63
1000	General Electric Co GE 369604103		21,679.64	21.68	20,990.00	20.99	1.65%	760.00	3.62
400	General Mills Inc GIS 370334104		8,916.00	22.29	16,168.00	40.42	1.27%	528.00	3.27
100	GlaxoSmithKline Plc One ADR rpstg 2 Ord Shares GSK 37733W105		3,397.53	33.98	4,347.00	43.47	0.34%	231.90	5.33
580	Great Plains Energy Inc GXP 391164100		12,099.27	20.86	11,779.80	20.31	0.93%	504.60	4.28
200	Honeywell International Inc HON 438516106		512.00	2.56	12,694.00	63.47	1.00%	328.00	2.58
500	Intel Corp INTC 458140100		13,039.30	26.08	10,310.00	20.62	0.81%	450.00	4.36
100	Johnson & Johnson JNJ 478160104		6,352.74	63.53	7,010.00	70.10	0.55%	244.00	3.48
300	Kellogg CO K 487836108		10,803.75	36.01	16,755.00	55.85	1.32%	528.00	3.15



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Statement of Investment Position (continued)

Units	Original Face	Asset Description	Cost Basis		Market Value		% of Account	Estimated Annual Income	Market Yield
			Total	Unit	Total	Price			
4425	Lions Gate Entertainment Corp LGF 535919203		19,993.67	4.52	72,570.00	16.40	5.72%		
120	Lockheed Martin Corp LMT 539830109		67.20	0.56	11,074.80	92.29	0.87%	552.00	4.98
1000	Marathon Oil Corp MRO 565849106		7,690.35	7.69	30,660.00	30.66	2.42%	680.00	2.22
200	McDonalds Corp MCD 580135101		6,487.92	32.44	17,642.00	88.21	1.39%	616.00	3.49
200	Microsoft Corp MSFT 594918104		5,310.00	26.55	5,341.94	26.71	0.42%	184.00	3.44
200	Newmont Mining Corp NEM 651639106		9,798.12	48.99	9,288.00	46.44	0.73%	280.00	3.01
1300	Pepsico Inc PEP 713448108		47,110.26	36.24	88,959.00	68.43	7.01%	2,795.00	3.14
150	Phillips 66 PSX 718546104		3,537.54	23.58	7,965.00	53.10	0.63%	150.00	1.88
1400	QEP Resources Inc QEP 74733V100		7,875.82	5.63	42,378.00	30.27	3.34%	112.00	0.26
1400	Questar Corp STR 748356102		4,039.18	2.89	27,664.00	19.76	2.18%	952.00	3.44
400	Royal Dutch Shell Plc Cl A 1 ADR Represents 2 Class A Ord Shrs RDSA 780259206		18,871.96	47.18	27,580.00	68.95	2.17%	1,169.60	4.24
300	Wal Mart Stores Inc WMT 931142103		15,629.43	52.10	20,469.00	68.23	1.61%	477.00	2.33
300	Waste Mgmt Inc Del WM 94106L109		9,356.08	31.19	10,122.00	33.74	0.80%	426.00	4.21



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Statement of Investment Position (continued)

Units Original Face	Asset Description	Cost Basis		Market Value		% of Account	Estimated Annual Income	Market Yield
		Total	Unit	Total	Price			
Total Common Stock		340,351.15		668,533.74		52.68%	16,766.10	2.51
Equity Funds								
2217 033	Buffalo China Fund BUFCX 119530400	22,457.77	10.13	16,605.58	7.49	1.31%	13.30	0.08
3097.637	Buffalo International Fund BUFIX 119530509	30,891.93	9.97	30,542.70	9.86	2.41%	127.00	0.42
Total Equity Funds		53,349.70		47,148.28		3.71%	140.30	0.30
Total Equity Securities		393,700.85		715,682.02		56.39%	16,906.40	2.36
Fixed Income Securities								
Corporate Bonds								
15000	Alpha Natural Resources Inc DTD 10/11/2012 9.750% 4/15/2018 Sr Unsecured Notes B+ 02076XAD4	14,843.85	0.99	16,200.00	108.00	1.28%	1,462.50	9.03
10000	Anixter International Inc DTD 3/1/2005 5.950% 3/1/2015 BB 035287AB7	9,462.50	0.95	10,637.50	106.38	0.84%	595.00	5.59
5000	Autonation Inc DTD 4/14/2010 6.750% 4/15/2018 BB+ 05329WAJ1	4,975.00	1.00	5,650.00	113.00	0.45%	337.50	5.97
15000	Brunswick Corp DTD 9/1/1993 7.375% 9/1/2023 Sr Unsecured Notes BB- 117043AE9	13,837.50	0.92	15,468.75	103.13	1.22%	1,106.25	7.15
5000	Constellation Brands Inc DTD 12/5/2007 8.375% 12/15/2014 Senior Notes	5,375.00	1.08	5,587.50	111.75	0.44%	418.75	7.49



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Statement of Investment Position (continued)

Units Original Face	Asset Description BB+ 21036PAG3	Cost Basis		Market Value		% of Account	Estimated Annual Income	Market Yield
		Total	Unit	Total	Price			
8000	Donnelley R R & Sons DTD 11/15/2005 5 500% 5/15/2015 BB 257867AR2	7,440.00	0.93	8,260.00	103.25	0.65%	440.00	5.33
15000	Gaylord Entertainment Co DTD 5/15/2005 6.750% 11/15/2014 BB 367905AD8	14,943.75	1.00	15,000.00	100.00	1.18%	1,012.50	6.75
8000	Healthsouth Corp DTD 10/7/2010 7 250% 10/1/2018 Call 10/01/14 @ 103.63 BB- 421924BH3	7,745.00	0.97	8,680.00	108.50	0.68%	580.00	6.68
10000	Jarden Corp DTD 4/30/2009 8 000% 5/1/2016 Sr Unsecured Notes Call 05/01/13 @ 104 BB- 471109AC2	10,293.20	1.03	10,625.00	106.25	0.84%	800.00	7.53
25000	Lions Gate Inc DTD 10/21/2009 10 250% 11/1/2016 Call 11/01/13 @ 105.13 B 53626YAD0	25,158.98	1.01	27,656.25	110.63	2.18%	2,562.50	9.27
10000	Newfield Exploration Company DTD 5/8/2008 7 125% 5/15/2018 Senior Subordinated Notes BB+ 651290AK4	9,450.00	0.95	10,550.00	105.50	0.83%	712.50	6.75
10000	Prestige Brands Inc DTD 3/24/2010 8 250% 4/1/2018 Call 4/01/14 @ 104.13 BB- 74112BAE5	10,212.50	1.02	11,087.50	110.88	0.87%	825.00	7.44
5000	Seacor Holdings Inc DTD 9/24/2009 7 375% 10/1/2019	5,000.00	1.00	5,311.80	106.24	0.42%	368.75	6.94

ATTACHMENT B



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Statement of Investment Position (continued)

Units	Original Face	Asset Description Senior Notes BB 811904AK7	Cost Basis		Market Value		% of Account	Estimated Annual Income	Market Yield
			Total	Unit	Total	Price			
10000		Sonic Automotive Inc DTD 3/12/2010 9.000% Ser B 3/15/2018 Call 3/15/14 @ 104.50 B+ 83545GAT9	10,162.50	1.02	10,975.00	109.75	0.86%	900.00	8.20
25000		Swift Energy Co DTD 6/1/2007 7.125% 6/1/2017 Company Guarnt B+ 870738AF8	23,937.50	0.96	25,750.00	103.00	2.03%	1,781.25	6.92
5000		Triumph Group Inc DTD 11/16/2009 8.000% 11/15/2017 Call 11/15/13 @ 104 B+ 896818AD3	4,800.00	0.96	5,400.00	108.00	0.43%	400.00	7.41
15000		Tutor Perini Corporation DTD 5/1/2011 7.625% 11/1/2018 Call 11/01/14 @ 103.81 BB- 901109AB4	14,612.50	0.97	15,487.50	103.25	1.22%	1,143.75	7.38
10000		United Refining Co DTD 3/8/2011 10.500% 2/28/2018 Call 2/28/15 @ 105.25 B 911358AK5	9,955.89	1.00	10,850.00	108.50	0.85%	1,050.00	9.68
5000		Warner Chilcott Co LLC DTD 8/20/2010 7.750% 9/15/2018 Call 9/15/14 @ 103.88 BB- 93443TAB2	4,875.00	0.98	5,325.00	106.50	0.42%	387.50	7.28
Total Corporate Bonds			207,080.67		224,501.80		17.69%	16,883.75	7.52
Total Fixed Income Securities			207,080.67		224,501.80		17.69%	16,883.75	7.52

FORM 990-PF - PART IV**CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
357,580.		UMB #104415 (KORNITZER CAPITAL)-SEE ATTACHMENT A. PROPERTY TYPE: SECURITIES 331,903.				P	VAR 25,677.	VAR
1,838.		UMB #104415 CAPITAL GAIN DISTRIBUTION PROPERTY TYPE: SECURITIES				P	VAR 1,838.	VAR
1,336.		ADELPHINE SECURITES SETTLEMENT PROPERTY TYPE: SECURITIES				P	VAR 1,336.	VAR
TOTAL GAIN (LOSS)							<u>28,851.</u>	