Form 990-PF

Department of the Treasury
Internal Revenue Service

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

OMB No 1545 0052

2011

For calendar year 2011, or tax year beginning , 2011, and ending ,

Heavenly Father's Foundation
425 County Road 168
Cisco, TX 76437

A Employer identification number
27-6987913

B Telephone number (see the instructions)
254-631-4727

C If exemption application is pending, check here ► ☐

D 1 Foreign organizations, check here ► ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ► ☐

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

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

G Check all that apply ☐ Initial return ☐ Initial Return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

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

I Fair market value of all assets at end of year (from Part II, column (c), line 16) ► $ 115,762,443.

J Accounting method. [X] Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1 Contributions, gifts, grants, etc, received (att sch)	110,000,000.			
	2 Ck ► ☐ if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	115,395.	115,395.	115,395.	
	4 Dividends and interest from securities	878,766.	878,766.	878,766.	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	-587,322.			
	b Gross sales price for all assets on line 6a 119835944.				
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain			0.	
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit/(loss) (att sch)				
	11 Other income (attach schedule) See Statement 1	3,194.	3,194.	3,194.	
	12 **Total.** Add lines 1 through 11	110,410,033.	997,355.	997,355.	
OPERATING AND ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc	0.			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch) See St 2	4,350.			
	c Other prof fees (attach sch)				
	17 Interest				
	18 Taxes (attach schedule)(see instrs)				
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) See Statement 3	77,950.	77,950.	77,950.	
	24 **Total operating and administrative expenses.** Add lines 13 through 23	82,300.	77,950.	77,950.	
	25 Contributions, gifts, grants paid Part XV	309,576.			309,576.
	26 **Total expenses and disbursements.** Add lines 24 and 25	391,876.	77,950.	77,950.	309,576.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	110,018,157.			
	b **Net investment income** (if negative, enter -0-)		919,405.		
	c **Adjusted net income** (if negative, enter -0-)			919,405.	

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1P

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	6,700,049.	66,628,212.	66,628,212.
	3 Accounts receivable ►			
	Less. allowance for doubtful accounts ►			
	4 Pledges receivable ►			
	Less· allowance for doubtful accounts ►			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach sch) ►			
	Less: allowance for doubtful accounts ►			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	23.	18,138.	18,138.
	10a Investments – U S. and state government obligations (attach schedule)		938,743.	938,743.
	b Investments – corporate stock (attach schedule)		32,561,707.	32,561,707.
	c Investments – corporate bonds (attach schedule)		15,612,618.	15,612,618.
	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 ► See Statement 4)		3,025.	3,025.
	16 Total assets (to be completed by all filers – see the instructions Also, see page 1, item I)	6,700,072.	115,762,443.	115,762,443.
LIABILITIES	17 Accounts payable and accrued expenses		2,175.	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ►)			
	23 Total liabilities (add lines 17 through 22)	0.	2,175.	
NET ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here ► ☐ 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 ► X and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	6,700,000.	116,700,000.	
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	72.	-939,732.	
	30 Total net assets or fund balances (see instructions)	6,700,072.	115,760,268.	
	31 Total liabilities and net assets/fund balances (see instructions)	6,700,072.	115,762,443.	

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	6,700,072.
2	Enter amount from Part I, line 27a	2	110,018,157.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	116,718,229.
5	Decreases not included in line 2 (itemize) ► See Statement 5	5	957,961.
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	115,760,268.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a	See Statement 6			
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) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a				
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	-587,322.
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	-391,257.

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.) N/A

If section 4940(d)(2) applies, leave this part blank.

N/A

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☐ No

If 'Yes,' the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2010			
2009			
2008			
2007			
2006			

2	**Total** of line 1, column (d)	2	
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	
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	
5	Multiply line 4 by line 3	5	
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	
7	Add lines 5 and 6	7	
8	Enter qualifying distributions from Part XII, line 4	8	

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions

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

1 a	Exempt operating foundations described in section 4940(d)(2), check here ► ☐ and enter 'N/A' on line 1. Date of ruling or determination letter ________ **(attach copy of letter if necessary – see instrs)**			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► ☐ and enter 1% of Part I, line 27b		1	18,388.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0.
3	Add lines 1 and 2		3	18,388.
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	18,388.
6	Credits/Payments			
a	2011 estimated tax pmts and 2010 overpayment credited to 2011	6a 20,022.		
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	20,022.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed ►		9	0.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid ►		10	1,634.
11	Enter the amount of line 10 to be Credited to 2012 estimated tax ► 1,634.	Refunded ►	11	0.

Part VII-A Statements Regarding Activities

		Line	Yes	No
1 a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1b		X
	*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*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		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*	2		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*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4b	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*	5		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?	6		X
7	Did the foundation have at least $5,000 in assets at any time during the year? *If 'Yes,' complete Part II, column (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► TX			
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*	8b	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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? *If 'Yes,' complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If 'Yes,' attach a schedule listing their names and addresses.* See Statement 7	10	X	

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
	Website address ► N/A			
14	The books are in care of ► Staci Wilks Telephone no. ► 254-631-4727			
	Located at ► 425 County Road 168 Cisco TX ZIP + 4 ► 76437			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 – Check here N/A ► ☐			
	and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			
16	At any time during calendar year 2011, 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?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1. If 'Yes,' enter the name of the foreign country ►			

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

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

			Yes	No
1 a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ 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)? ☐ Yes ☒ 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) ☐ Yes ☒ 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)?	1 b	N/A	
	Organizations relying on a current notice regarding disaster assistance check here ► ☐			
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 2011?	1 c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☒ No			
	If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__ .			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer 'No' and attach statement – see instructions)	2 b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here.			
	► 20__ , 20__ , 20__ , 20__			
3 a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If 'Yes,' did it have excess business holdings in 2011 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 2011)*	3 b	N/A	
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4 b		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)? (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? N/A ☐ Yes ☐ No

If 'Yes,' attach the statement required by Regulations section 53 4945-5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X

If 'Yes' to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction? N/A **7b**

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

1 List all officers, directors, trustees, foundation managers and their compensation (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
Dan H. Wilks 425 County Road 168 Cisco, TX 76437	Trustee 4.00	0.	0.	0.
Staci Wilks 425 County Road 168 Cisco, TX 76437	Trustee 4.00	0.	0.	0.

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

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

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

Part 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 N/A		
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 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 N/A 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	45,645,942.
b Average of monthly cash balances	1b	34,022,993.
c Fair market value of all other assets (see instructions)	1c	
d **Total** (add lines 1a, b, and c)	1d	79,668,935.
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	79,668,935.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	1,195,034.
5 **Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	78,473,901.
6 **Minimum investment return.** Enter 5% of line 5	6	3,923,695.

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	3,923,695.
2a Tax on investment income for 2011 from Part VI, line 5 — 2a: 18,388.		
b Income tax for 2011 (This does not include the tax from Part VI.) — 2b:		
c Add lines 2a and 2b.	2c	18,388.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	3,905,307.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	3,905,307.
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	3,905,307.

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	309,576.
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	309,576.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	
6 **Adjusted qualifying distributions.** Subtract line 5 from line 4	6	309,576.

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				3,905,307.
2 Undistributed income, if any, as of the end of 2011:				
a Enter amount for 2010 only			451.	
b Total for prior years. 20___, 20___, 20___		0.		
3 Excess distributions carryover, if any, to 2011.				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2011 from Part XII, line 4: ► $ 309,576.				
a Applied to 2010, but not more than line 2a			451.	
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 2011 distributable amount				309,125.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount – see instructions		0.		
e Undistributed income for 2010 Subtract line 4a from line 2a. Taxable amount – see instructions			0.	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				3,596,182.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	0.			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

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 2011, enter the date of the ruling ►

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon.					
a 'Assets' alternative test – enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b 'Endowment' alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c 'Support' alternative test – enter. (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the organization 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 ► [X] 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 of the person to whom applications should be addressed

N/A

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				
Mountain Top Church 1498 West Interstate 20 Cisco, TX 76437	None	Church	General Operations	287,576.
The Open Door 1906 Hwy. 206 Cisco, TX 76437	None	501(c)(3)	Special event - fund raising	20,000.
American Diabetes Assocication Hendricks Health 1900 Pine Street Abilene , TX 79601	None	501(c)(3)	General operations	2,000.
Total			► 3a	309,576.
b Approved for future payment N/A				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	115,395.	
4 Dividends and interest from securities			14	878,766.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	-587,322.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a Misc. other income			14	3,194.	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				410,033.	

13 **Total.** Add line 12, columns (b), (d), and (e) 13 410,033.

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

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

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.)
N/A	
	N/A

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

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash	1a (1)		X
(2) Other assets	1a (2)		X
b Other transactions.			
(1) Sales of assets to a noncharitable exempt organization	1b (1)		X
(2) Purchases of assets from a noncharitable exempt organization	1b (2)		X
(3) Rental of facilities, equipment, or other assets	1b (3)		X
(4) Reimbursement arrangements	1b (4)		X
(5) Loans or loan guarantees	1b (5)		X
(6) Performance of services or membership or fundraising solicitations	1b (6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is 'Yes,' complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
N/A		N/A	

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If 'Yes,' complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A	N/A	

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

Signature of officer or trustee: [signature] Date: 11/12/12 Title: Trustee

May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
Victor K. Munson	Victor Munson	10/31/12	X	P01215687

Firm's name ► Victor K. Munson, CPA — Firm's EIN ► 75-2151816

Firm's address ► 6060 N. Central Expwy., Suite 560, Dallas, TX 75206 — Phone no (214) 237-2920

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

2011

Name of the organization	Employer identification number
Heavenly Father's Foundation	27-6987913

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
- [X] 501(c)(3) exempt private foundation
- [ ] 4947(a)(1) nonexempt charitable trust treated as a private foundation
- [ ] 501(c)(3) taxable private foundation

Check 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

[X] 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: Heavenly Father's Foundation

Employer identification number: 27-6987913

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Dan Wilks 425 County Road 168 Cisco, TX 76437	$ 55,000,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
2	Staci Wilks 425 County Road 168 Cisco, TX 76437	$ 55,000,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

Name of organization	Employer identification number
Heavenly Father's Foundation	27-6987913

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	N/A	$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization: Heavenly Father's Foundation

Employer identification number: 27-6987913

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 cols (a) through (e) and the following line entry

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

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
	N/A		

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(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

(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

(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

Statement 1
Form 990-PF, Part I, Line 11
Other Income

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
Misc. other income	$ 3,194.	$ 3,194.	$ 3,194.
Total	$ 3,194.	$ 3,194.	$ 3,194.

Statement 2
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Accounting fees	$ 4,350.			
Total	$ 4,350.	$ 0.	$ 0.	$ 0.

Statement 3
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Brokerage fees	$ 26,773.	$ 26,773.	$ 26,773.	
Foreign tax withheld on dividendincome	47,173.	47,173.	47,173.	
Miscellaneous fees @ BNY	4,004.	4,004.	4,004.	
Total	$ 77,950.	$ 77,950.	$ 77,950.	$ 0.

Statement 4
Form 990-PF, Part II, Line 15
Other Assets

	Book Value	Fair Market Value
Net Intangible Assets	$ 3,025.	$ 3,025.
Total	$ 3,025.	$ 3,025.

Statement 5
Form 990-PF, Part III, Line 5
Other Decreases

Unrealized loss on investments	$ 957,961.
Total	$ 957,961.

Statement 6
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
1	WF ADV Ultra Short-TRMIncome@Wells Fargo	Purchased	5/13/2011	8/11/2011
2	See Gain/Loss Sch. Attached BNY Mellon	Purchased	Various	Various
3	150 Lear Corp (From BNY Mellon 1099)	Purchased	8/17/2011	12/21/2011
4	173.92 FNMA Pool 962301	Purchased	Various	9/25/2011
5	7431.75 FNMA Pool #OAJ1758	Purchased	Various	11/25/2011
6	Capital Gains Distributions @BNY 1099	Purchased		

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i)-(j)	(l) Gain (Loss)
1	115943398.		116623095.	-679,697.				$-679,697.
2	3590036.		3785723.	-195,687.				-195,687.
3	5,663.		6,464.	-801.				-801.
4	174.		185.	-11.				-11.
5	7,432.		7,799.	-367.				-367.
6	289,241.		0.	289,241.				289,241.
							Total	$-587,322.

Statement 7
Form 990-PF, Part VII-A, Line 10
Substantial Contributors During the Tax Year

Name of Substantial Contributor	Address of Substantial Contributor
Dan & Staci Wilks	425 County Road 168 Cisco, TX 76437

Statement 8
Form 990-PF, Part XV, Line 1a
Foundation Managers - 2% or More Contributors

Dan H. Wilks
Staci Wilks

Heavenly Father's Foundation - Form 990-PF Part IV Line1

Short term gains and losses

Statement 6 - BNY Mellon detail Gain/Loss

This category includes sales of assets held 12 months or less

Description	Cusip	Number of shares	Date of acquisition	Sale date	Sales price or pass through gain	Cost, other basis or pass through loss	Net gain or loss
M & T BK CORP	55261F104	260	08/17/11	08/18/11	$18,693 56	$19,336 28	$-642 72
MARSH & MCLENNAN COS INC	571748102	730	08/17/11	08/18/11	$20,315 80	$20,730 54	$-414 74
BAIDU COM INC	056752108	65	08/17/11	08/19/11	$8,449 82	$8,807 82	$-358 00
APPLE COMPUTER INC COM	037833100	24	08/17/11	08/19/11	$8,738 47	$8,738 47	$0 00
LIBERTY MEDIA-STARZ SR A-W/I	53071M708	10	08/17/11	08/25/11	$662 63	$700 24	$-37 61
UNITED THERAPEUTICS CORP DEL	91307C102	60	08/17/11	08/26/11	$2,393 14	$3,047 28	$-654 14
CHICOS FAS INC	168615102	60	08/17/11	08/26/11	$799 73	$738 48	$61 25
ZAGG INC	98884U108	40	08/17/11	08/26/11	$592 67	$600 70	$-8 03
VERTEX PHARMACEUTICALS INC	92532F100	40	08/17/11	08/26/11	$1,795 16	$1,856 73	$-61 57
RALCORP HLDGS INC NEW	751028101	40	08/17/11	08/26/11	$3,407 84	$3,336 32	$71 52
LIBERTY MEDIA-STARZ SR A-W/I	53071M708	20	08/17/11	08/26/11	$1,316 34	$1,400 48	$-84 14
TRANSATLANTIC HLDGS INC	893521104	10	08/17/11	08/26/11	$486 30	$506 98	$-20 68
NATIONAL FUEL GAS COMPANY	636180101	80	08/17/11	08/26/11	$4,575 05	$4,841 44	$-266 39
EASTMAN CHEMICAL CO	277432100	30	08/17/11	08/26/11	$2,362 66	$2,514 24	$-151 58
SIMON PPTY GROUP INC NEW	828806109	210	08/17/11	08/26/11	$23,962 58	$24,601 37	$-638 79
PHILIP MORRIS INTERNATIONAL	718172109	150	08/17/11	08/26/11	$10,384 23	$10,381 71	$2 52
CAVIUM INC	14964U108	70	08/17/11	08/26/11	$2,060 70	$2,051 91	$8 79

Short term gains and losses

This category includes sales of assets held 12 months or less

Description	Cusip	Number of shares	Date of acquisition	Sale date	Sales price or pass through gain	Cost, other basis or pass through loss	Net gain or loss
NAVISTAR INTL CORP NEW COM	63934E108	40	08/17/11	09/06/11	$1,544 14	$1,606 30	$-62.16
CAVIUM INC	14964U108	210	08/17/11	09/06/11	$6,126 27	$6,155 73	$-29 46
FOSSIL INC	349882100	60	08/17/11	09/06/11	$5,404 14	$5,011 68	$392 46
EASTMAN CHEMICAL CO	277432100	120	08/17/11	09/06/11	$8,969 88	$10,056 96	$-1,087 08
NAVISTAR INTL CORP NEW COM	63934E108	40	08/17/11	09/06/11	$1,537 75	$1,606 30	$-68 55
NAVISTAR INTL CORP NEW COM	63934E108	110	08/17/11	09/06/11	$4,246 38	$4,417 34	$-170.96
ENDURANCE SPECIALITY HLDGS LTD	G30397106	60	08/17/11	09/07/11	$2,132 43	$2,238 31	$-105 88
CARBO CERAMICS INC	140781105	3	08/17/11	09/07/11	$442 49	$439 82	$2 67
RAYMOND JAMES FINL INC	754730109	20	08/17/11	09/07/11	$544 98	$540 44	$4 54
CABOT OIL & GAS CORP	127097103	40	08/17/11	09/07/11	$3,096 90	$2,879 92	$216 98
PATTERSON-UTI ENERGY INC	703481101	20	08/17/11	09/07/11	$464 43	$529 92	$-65 49
DARDEN RESTAURANTS INC COM	237194105	40	08/17/11	09/07/11	$1,776 01	$1,926 72	$-150 71
ALBEMARLE CORP COM	012653101	60	08/17/11	09/07/11	$2,925 37	$3,268 68	$-343 31
NORDSON CORP	655663102	30	08/17/11	09/09/11	$1,222 24	$1,315 44	$-93 20
SANDRIDGE ENERGY INC	80007P307	170	08/17/11	09/09/11	$1,156 92	$1,342 25	$-185 33
OIL STS INTL INC	678026105	60	08/17/11	09/09/11	$3,636 51	$4,160 88	$-524 37
SANDRIDGE ENERGY INC	80007P307	240	08/17/11	09/09/11	$1,624 75	$1,894 95	$-270 20
SANDRIDGE ENERGY INC	80007P307	1330	08/17/11	09/09/11	$9,051 15	$10,501 14	$-1,449 99
KRONOS WORLDWIDE INC	50105F105	230	08/17/11	09/09/11	$4,616 56	$5,284 13	$-667 57
ZOLL MED CORP	989922109	10	08/17/11	09/15/11	$403 10	$403 10	$0 00
FNMA POOL AA8389 4 5% 6/01/39	31416SKB6	90024 92	08/26/11	09/15/11	$95,707 74	$95,735 88	$-28 14
ALLSTATE CORP COM	020002101	2120	08/17/11	09/15/11	$53,214 80	$54,087 98	$-873 18
FNMA POOL 930924 4 5% 4/1/2039	31412PG96	238742 86	08/26/11	09/15/11	$253,067 43	$252,694 39	$373 04
ZOLL MED CORP	989922109	10	08/16/11	09/16/11	$377 15	$468 90	$-91 75
ZOLL MED CORP	989922109	60	08/17/11	09/16/11	$2,262 90	$2,713 90	$-451 00
ZOLL MED CORP	989922109	80	09/14/11	09/16/11	$3,017 20	$3,357 44	$-340 24

Short term gains and losses

This category includes sales of assets held 12 months or less

Description	Cusip	Number of shares	Date of acquisition	Sale date	Sales price or pass through gain	Cost, other basis or pass through loss	Net gain or loss
ZOLL MED CORP	989922109	180	08/17/11	09/16/11	$6,788 69	$8,141 68	$-1,352 99
MOLYCORP INC	608753109	80	08/17/11	09/20/11	$3,608 07	$4,455 04	$-846 97
KRONOS WORLDWIDE INC	50105F105	110	08/17/11	09/20/11	$2,196 23	$2,527 20	$-330 97
EQT CORP COM	26884L109	150	08/17/11	09/21/11	$9,174 21	$8 482 89	$691 32
EQT CORP COM	26884L109	80	09/14/11	09/21/11	$4,910 02	$4,847 04	$62 98
WALTER INDS INC	93317Q105	40	09/14/11	09/21/11	$2,632 90	$3,428 72	$-795 82
WALTER INDS INC	93317Q105	80	09/09/11	09/21/11	$5,265 79	$7,038 84	$-1,773 05
EQT CORP COM	26884L109	10	08/17/11	09/21/11	$613.75	$565 53	$48 22
MANPOWER INC WIS	56418H100	100	08/17/11	09/23/11	$3,322 61	$4,101 21	$-778 60
MANPOWER INC WIS	56418H100	40	09/14/11	09/23/11	$1,329 04	$1,462 80	$-133 76
CLIFFS NATS RES INC	18683K101	50	09/14/11	09/23/11	$2,932 33	$2,932 33	$0 00
ION GEOPHYSICAL CORP	462044108	1140	08/17/11	09/23/11	$5,395 86	$7,485 47	$-2,089 61
CLIFFS NATS RES INC	18683K101	10	08/17/11	09/23/11	$586 47	$586 46	$0 01
ION GEOPHYSICAL CORP	462044108	510	09/14/11	09/23/11	$2,413 94	$3,469 38	$-1,055 44
FNMA POOL 930924 4 5% 4/1/2039	31412PG96	5240 92	08/26/11	09/25/11	$5,240 92	$5,547 19	$-306 27
FNMA POOL AA8389 4 5% 6/01/39	31416SKB6	2812 55	08/26/11	09/25/11	$2,812 55	$2,990 97	$-178.42
FEDERAL NAT'L MTGE ASSN POOL 88889(	31410GRK1	2262 42	08/26/11	09/25/11	$2,262 42	$2,548 05	$-285 63
HARTFORD FINL SVCS GROUP INC COM	416515104	110	08/17/11	09/27/11	$1,883 90	$2,215 18	$-331 28
TEMPUR-PEDIC INTL INC	88023U101	10	08/17/11	09/27/11	$603 55	$575 78	$27 77
TUPPERWARE CORP	899896104	10	08/17/11	09/27/11	$588 02	$588 02	$0 00
ABERCROMBIE & FITCH CO CL A	002896207	10	08/17/11	09/27/11	$670 98	$656 11	$14 87
ACME PACKET INC	004764106	380	08/17/11	09/27/11	$18,267 58	$18,621 67	$-354 09
FOSSIL INC	349882100	20	08/17/11	09/27/11	$1,951 93	$1,670 56	$281 37
CHICOS FAS INC	*168615102*	*270*	*08/17/11*	*09/27/11*	*$3,438 46*	*$3,323 16*	*$115 30*
FOOT LOCKER INC	344849104	30	09/06/11	09/27/11	$672 20	$585 98	$86 22
FOSSIL INC	349882100	30	08/17/11	09/27/11	$2,888 16	$2 505 84	$382 32

Short term gains and losses

This category includes sales of assets held 12 months or less

Description	Cusip	Number of shares	Date of acquisition	Sale date	Sales price or pass through gain	Cost, other basis or pass through loss	Net gain or loss
BRIGHAM EXPL CO	109178103	40	08/17/11	09/28/11	$1,088 45	$1,225 62	$-137 17
MANPOWER INC WIS	56418H100	70	08/17/11	09/28/11	$2,437 85	$2,870 85	$-433 00
CAMERON INTL CORP	13342B105	910	08/17/11	09/28/11	$40,913 45	$44,672 90	$-3,759 45
UNION PACIFIC CORP	907818108	320	08/17/11	09/28/11	$26,954 49	$29,240 96	$-2,286 47
SOUTHWESTERN ENERGY CO	845467109	710	08/17/11	09/28/11	$25,053 51	$27,787 98	$-2,734 47
SOUTHWESTERN ENERGY CO	845467109	740	08/24/11	09/28/11	$26,112 10	$27,541 39	$-1,429.29
ANNALY MTG MGMT INC	035710409	690	08/17/11	09/28/11	$11,545 00	$11,545 00	$0.00
CABOT OIL & GAS CORP	127097103	10	08/17/11	09/28/11	$663 27	$663 27	$0 00
EQT CORP COM	26884L109	20	08/17/11	09/28/11	$1,185 14	$1,131.05	$54 09
GENERAL ELECTRIC CO	369604103	910	08/17/11	09/29/11	$14,360 98	$14,740 18	$-379 20
CATERPILLAR INC	149123101	190	08/17/11	09/29/11	$14,259 29	$16,667 26	$-2,407 97
ZIMMER HLDGS INC	98956P102	730	08/17/11	09/30/11	$39,610 65	$38,287.04	$1,323 61
ZIMMER HLDGS INC	98956P102	750	08/24/11	09/30/11	$40,695 87	$39,919 50	$776 37
WATSON PHARMACEUTICALS INC	942683103	200	08/24/11	09/30/11	$14,018 77	$13,064 78	$953 99
CYTEC INDS INC	232820100	80	08/17/11	10/07/11	$2,847 85	$3,739 04	$-891 19
TEMPUR-PEDIC INTL INC	88023U101	50	08/17/11	10/07/11	$2,818 95	$2,878 90	$-59 95
ATWOOD OCEANICS INC	050095108	100	08/17/11	10/07/11	$3,561 92	$4,227 80	$-665 88
TUPPERWARE CORP	899896104	10	07/27/11	10/07/11	$523 52	$695 84	$-172 32
TUPPERWARE CORP	899896104	20	08/17/11	10/07/11	$1,047 05	$1,284 76	$-237 71
PATTERSON-UTI ENERGY INC	703481101	170	08/17/11	10/07/11	$2,879 45	$4,504 34	$-1,624 89
CAMDEN PPTY TR SBI	133131102	80	08/17/11	10/10/11	$4,550 26	$5,303.07	$-752 81
VERTEX PHARMACEUTICALS INC	92532F100	20	08/17/11	10/10/11	$814 04	$814 04	$0 00
TRANSATLANTIC HLDGS INC	893521104	20	08/17/11	10/10/11	$998 90	$998 90	$0 00
CONSECO FINANCIAL GROUP INC	12621E103	180	08/17/11	10/10/11	$958 41	$1,074 37	$-115 96
WADDELL & REED FINL INC CL A	930059100	40	08/17/11	10/12/11	$1,006 89	$1,252 83	$-245 94
WADDELL & REED FINL INC CL A	930059100	20	08/17/11	10/12/11	$501 58	$626 42	$-124 84

Short term gains and losses

This category includes sales of assets held 12 months or less.

Description	Cusip	Number of shares	Date of acquisition	Sale date	Sales price or pass through gain	Cost, other basis or pass through loss	Net gain or loss
WADDELL & REED FINL INC CL A	930059100	60	08/17/11	10/12/11	$1,504 37	$1,879 25	$-374 88
DECKERS OUTDOOR CORP	243537107	40	09/14/11	10/13/11	$4,232 68	$3,995 52	$237 16
DECKERS OUTDOOR CORP	243537107	7	08/17/11	10/13/11	$740 72	$591 44	$149 28
ABERCROMBIE & FITCH CO CL A	002896207	40	09/14/11	10/13/11	$2,765 63	$2,683 12	$82 51
LEAR CORP W/I	521865204	50	08/17/11	10/13/11	$2,329 53	$2,196 02	$133 51
LEAR CORP W/I	521865204	90	09/14/11	10/13/11	$4,193 15	$4,006 44	$186 71
GT ADVANCED TECHNOLOGIES INC	36191U106	770	08/17/11	10/14/11	$5,858 44	$9,045 96	$-3,187 52
OMNIVISION TECHNOLOGIES INC	682128103	100	09/14/11	10/14/11	$1,598 44	$1,836 80	$-238 36
OMNIVISION TECHNOLOGIES INC	682128103	230	08/17/11	10/14/11	$3,676 41	$5,744 94	$-2,068 53
GT ADVANCED TECHNOLOGIES INC	36191U106	350	09/14/11	10/14/11	$2,662 93	$3,967 36	$-1,304 43
FED'L HOME LOAN MTGE CORP GRP G119	3128M1BF5	770 85	09/19/11	10/15/11	$770 85	$827 70	$-56 85
FHLMC GOLD G04219 5 5% 4/01/38	3128M6AU2	3874 13	09/19/11	10/15/11	$3,874 13	$4,228 25	$-354 12
FHLMC POOL #G0-6222	3128M8G73	5517 28	09/19/11	10/15/11	$5,517 28	$5,763 83	$-246 55
FHLMC GOLD A95828 4 5% 12/01/40	312944PM7	70 36	09/16/11	10/15/11	$70 36	$74 93	$-4 57
FHLMC POOL #A9-5160	312943WV1	1117 7	09/19/11	10/15/11	$1,117 70	$1,167 65	$-49 95
FHLMC GOLD G05938 5 0% 1/01/36	3128M74X1	1111 63	09/19/11	10/15/11	$1,111 63	$1,201 26	$-89 63
DSW INC	23334L102	70	09/14/11	10/18/11	$3,397 52	$3,358 65	$38 87
DSW INC	23334L102	30	08/17/11	10/18/11	$1,456 08	$1,291 43	$164 65
MEDNAX INC	58502B106	110	08/17/11	10/18/11	$6,950 64	$7,183 23	$-232 59
MEDNAX INC	58502B106	50	09/14/11	10/18/11	$3,159 38	$3,285 90	$-126 52
CHICOS FAS INC	168615102	240	09/14/11	10/18/11	$2,866 43	$3,268 32	$-401 89
PATTERSON-UTI ENERGY INC	703481101	210	08/17/11	10/18/11	$3,975 62	$5,564 18	$-1,588 56
PATTERSON-UTI ENERGY INC	703481101	90	09/14/11	10/18/11	$1,703 84	$2,101 32	$-397 48
CHICOS FAS INC	168615102	540	08/17/11	10/18/11	$6,449 48	$6,646 32	$-196 84
DECKERS OUTDOOR CORP	243537107	83	08/17/11	10/18/11	$8,415 07	$7,012 84	$1,402 23
MEDNAX INC	58502B106	60	08/17/11	10/19/11	$3 806 37	$3,918 13	$-111 76

Short term gains and losses

This category includes sales of assets held 12 months or less

Description	Cusip	Number of shares	Date of acquisition	Sale date	Sales price or pass through gain	Cost, other basis or pass through loss	Net gain or loss
CARDINAL HEALTH INC COM	14149Y108	440	08/17/11	10/20/11	$18,609 22	$18,323 10	$286 12
HOSPIRA INC	441060100	820	08/17/11	10/20/11	$23,372 99	$36,761.17	$-13,388 18
HOSPIRA INC	441060100	840	08/24/11	10/20/11	$23,943 07	$37,365 47	$-13,422 40
HUNTINGTON BANCSHARES INC	446150104	1500	08/17/11	10/20/11	$7,274 56	$7,706 25	$-431 69
COHEN & STEERS INC	19247A100	90	09/14/11	10/20/11	$2,162 07	$3,297 42	$-1,135 35
HUNTINGTON BANCSHARES INC	446150104	130	09/14/11	10/20/11	$630 00	$662 06	$-32 06
COHEN & STEERS INC	19247A100	80	08/17/11	10/20/11	$1,916 00	$2,930 62 *	$-1,014 62
COHEN & STEERS INC	19247A100	120	08/17/11	10/20/11	$2,882 77	$4,395 94 *	$-1,513 17
HUNTINGTON BANCSHARES INC	446150104	430	09/14/11	10/20/11	$2,085 37	$2,189 90	$-104 53
TUPPERWARE CORP	899896104	30	08/17/11	10/21/11	$1,684 00	$1,927 14	$-243 14
HUNTINGTON BANCSHARES INC	446150104	60	09/14/11	10/21/11	$287 56	$305 57	$-18 01
RALCORP HLDGS INC NEW	751028101	20	08/17/11	10/21/11	$1,592 80	$1,668 16	$-75 36
FLOWSERVE CORP	34354P105	20	08/17/11	10/21/11	$1,664 96	$1,812 76	$-147 80
EVEREST RE GRP LTD	G3223R108	40	09/07/11	10/21/11	$3,367 49	$3,248 10	$119 39
HANSEN NAT CORP	411310105	10	08/17/11	10/21/11	$928 89	$803 58	$125.31
BRIGHAM EXPL CO	109178103	100	08/17/11	10/21/11	$3,645 42	$3,064 04	$581 38
NORTHEAST UTILITIES COMMON	664397106	70	08/17/11	10/21/11	$2,350 73	$2,315 27	$35 46
HUNTINGTON BANCSHARES INC	446150104	660	08/17/11	10/21/11	$3,163 25	$3,390 75	$-227 50
HUNTINGTON BANCSHARES INC	446150104	60	09/14/11	10/21/11	$289 08	$305 57	$-16 49
GEOEYE INC	37250W108	60	08/17/11	10/21/11	$2,066 96	$2,067 72	$-0 76
TRIUMPH GROUP INC NEW	896818101	70	09/14/11	10/21/11	$3,745 60	$3,569 86	$175 74
TRIUMPH GROUP INC NEW	896818101	10	08/17/11	10/21/11	$535 09	$492 66	$42 43
IDEX CORP COM	45167R104	150	08/17/11	10/21/11	$5,170 64	$5,393 70	$-223 06
IDEX CORP COM	45167R104	70	09/14/11	10/21/11	$2,412 96	$2,444 26	$-31 30
FLOWSERVE CORP	34354P105	60	08/17/11	10/21/11	$4,994 86	$5,438 28	$-443 42
FLOWSERVE CORP	34354P105	20	09/14/11	10/21/11	$1 664 95	$1,789 36	$-124 41

Short term gains and losses

This category includes sales of assets held 12 months or less.

Description	Cusip	Number of shares	Date of acquisition	Sale date	Sales price or pass through gain	Cost, other basis or pass through loss	Net gain or loss
STANLEY BLACK & DECKER INC	854502101	40	08/17/11	10/21/11	$2,497 59	$2,444 80	$52 79
SUNTRUST BANKS INC	867914103	280	08/17/11	10/21/11	$5,215 27	$5,310 28	$-95 01
SUNTRUST BANKS INC	867914103	120	09/14/11	10/21/11	$2,235 11	$2,381 71	$-146 60
EZCORP INC CL A NON VTG	302301106	180	08/17/11	10/21/11	$4,654 51	$5,741 72	$-1,087 21
EZCORP INC CL A NON VTG	302301106	90	09/14/11	10/21/11	$2,327 26	$3,007 62	$-680 36
CARPENTER TECHNOLOGY CORP COMMON	144285103	30	08/17/11	10/21/11	$1,462 60	$1,428 19	$34 41
OPNET TECHNOLOGIES INC	683757108	240	08/17/11	10/24/11	$10,566 71	$8,401 92	$2,164 79
DSW INC	23334L102	130	08/17/11	10/24/11	$6,831 93	$5,596 20	$1,235 73
OPNET TECHNOLOGIES INC	683757108	100	09/14/11	10/24/11	$4,402.79	$3,733 80	$668 99
FEDERAL NAT'L MTGE ASSN POOL 88889(	31410GRK1	1836 1	08/26/11	10/25/11	$1,836 10	$2,067 91	$-231 81
FNMA POOL #0AH3519	3138A44D4	316 6	09/19/11	10/25/11	$316 60	$331 44	$-14 84
FNMA POOL #0975268	31414S6D0	6767 71	09/19/11	10/25/11	$6,767 71	$7,405 36	$-637 65
FNMA POOL #0AJ1758	3138AS5U2	4144 73	09/14/11	10/25/11	$4,144 73	$4,349 38	$-204 65
FNMA POOL 930924 4 5% 4/1/2039	31412PG96	7733 45	08/26/11	10/25/11	$7,733 45	$8,185 37	$-451 92
FNMA POOL AA8389 4 5% 6/01/39	31416SKB6	12311 17	08/26/11	10/25/11	$12,311 17	$13,092 16	$-780 99
FNMA POOL #0AE5895	31419GRR7	25219 63	09/21/11	10/25/11	$25,219 63	$26,196 89	$-977 26
EZCORP INC CL A NON VTG	302301106	60	08/17/11	10/25/11	$1,558 87	$1,913 90	$-355 03
SILVER WHEATON CORP	828336107	50	09/20/11	10/25/11	$1,618 66	$2,011 06	$-392 40
CARPENTER TECHNOLOGY CORP COMMON	144285103	10	08/17/11	10/25/11	$529 27	$476 06	$53 21
GLOBE SPECIALTY METALS INC	37954N206	60	08/17/11	10/25/11	$1,002 81	$1,002 81	$0 00
POLYCOM INC	73172K104	150	08/17/11	10/25/11	$2,382 75	$3,642 81	$-1,260 06
HOLOGIC INC	436440101	210	08/17/11	10/25/11	$3,292 11	$3,512 33	$-220 22
FEDERAL NAT'L MTGE ASSN POOL 74594ε	31403DWH8	2876 32	08/26/11	10/25/11	$2,876 32	$3,235 86	$-359 54
FNMA POOL 962301 4 5% 3/01/23	31414CRW0	523 47	08/26/11	10/25/11	$523 47	$557 50	$-34 03
FNMA POOL 962301 4 5% 3/01/23	31414CRW0	3075 4	09/19/11	10/25/11	$3,075 40	$3,294 52	$-219 12
EXXON MOBIL CORP	30231G102	650	08/17/11	10/26/11	$51,998 48	$48 080 50	$3 917 98

Short term gains and losses

This category includes sales of assets held 12 months or less

Description	Cusip	Number of shares	Date of acquisition	Sale date	Sales price or pass through gain	Cost, other basis or pass through loss	Net gain or loss
EXXON MOBIL CORP	30231G102	250	08/17/11	10/26/11	$19,999 42	$18,492 50	$1,506 92
BAIDU COM INC	056752108	237	08/17/11	10/27/11	$32,585 26	$32,114 66	$470.60
MC DERMOTT INTL INC	580037109	330	10/21/11	10/27/11	$3,496 45	$4,698 71	$-1,202 26
ON SEMICONDUCTOR CORP	682189105	320	09/14/11	10/27/11	$2,435 15	$2,533 63	$-98 48
ON SEMICONDUCTOR CORP	682189105	720	08/17/11	10/27/11	$5,479 10	$5,267 23	$211 87
ABERCROMBIE & FITCH CO CL A	002896207	40	09/14/11	10/27/11	$2,996 59	$2,683 12	$313 47
ABERCROMBIE & FITCH CO CL A	002896207	160	08/17/11	10/27/11	$11,986 36	$10,497 73	$1,488 63
AVON PRODUCTS INC COM	054303102	120	09/14/11	10/27/11	$2,255 57	$2,600 16	$-344 59
AVON PRODUCTS INC COM	054303102	240	09/06/11	10/27/11	$4,511 15	$5,103 29	$-592 14
AVON PRODUCTS INC COM	054303102	120	10/21/11	10/27/11	$2,297 49	$2,802 02	$-504 53
BAIDU COM INC	056752108	278	09/21/11	10/27/11	$38,222 38	$38,586 42	$-364 04
WALGREEN COMPANY COMMON	931422109	1170	08/24/11	10/28/11	$39,530 15	$40,218 40	$-688 25
CARDINAL HEALTH INC COM	14149Y108	530	08/17/11	10/28/11	$24,062 76	$22,071 00	$1,991 76
CARDINAL HEALTH INC COM	14149Y108	1010	08/24/11	10/28/11	$45,855 44	$41,181 13	$4,674 31
BAXTER INTL INC COM	071813109	350	08/24/11	10/28/11	$19,351 48	$18,862 73	$488 75
WALGREEN COMPANY COMMON	931422109	1140	08/17/11	10/28/11	$38,516 55	$41,139 29	$-2,622 74
QUALITY SYS INC	747582104	160	10/13/11	10/31/11	$6,210 60	$7,357 04	$-1,146 44
COMPUTER PROGRAMS & SYS INC	205306103	110	09/21/11	10/31/11	$5,737 86	$7,748 79	$-2,010.93
BRIGHAM EXPL CO	109178103	270	08/17/11	10/31/11	$9,819 71	$8,272 90	$1,546 81
BRIGHAM EXPL CO	109178103	120	09/14/11	10/31/11	$4,364 32	$3,609 36	$754 96
QUALITY SYS INC	747582104	60	10/20/11	10/31/11	$2,328 98	$2,628 30	$-299 32
IPG PHOTONICS CORP	44980X109	30	08/17/11	11/01/11	$1,463 22	$1,711 19	$-247 97
ABERCROMBIE & FITCH CO CL A	002896207	30	08/17/11	11/01/11	$2,235 33	$1,968 32	$267 01
IPG PHOTONICS CORP	44980X109	60	08/17/11	11/01/11	$2,928 95	$3,422 39	$-493 44
IPG PHOTONICS CORP	44980X109	40	09/14/11	11/01/11	$1,950 96	$2,400 63	$-449 67
ROWAN COMPANIES INC	779382100	80	10/07/11	11/03/11	$2,728 85	$2,492 15	$236 70

Short term gains and losses

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Description	Cusip	Number of shares	Date of acquisition	Sale date	Sales price or pass through gain	Cost, other basis or pass through loss	Net gain or loss
IPG PHOTONICS CORP	44980X109	40	08/17/11	11/03/11	$2,030 54	$2,281 59	$-251 05
TRANSATLANTIC HLDGS INC	893521104	10	08/17/11	11/03/11	$529 77	$506 98	$22 79
CONSECO FINANCIAL GROUP INC	12621E103	10	08/28/11	11/03/11	$61 32	$66 99	$-5 67
HOLLYFRONTIER CORP	436106108	80	08/17/11	11/03/11	$2,592 20	$2,739 27	$-147 07
TRANSATLANTIC HLDGS INC	893521104	10	10/21/11	11/03/11	$529 77	$523 75	$6 02
INTEL CORPORATION	458140100	2210	08/17/11	11/04/11	$52,355 00	$45,499 48	$6,855 52
INTEL CORPORATION	458140100	420	08/24/11	11/04/11	$9,949 82	$8,340 36	$1,609 46
INTEL CORPORATION	458140100	920	09/14/11	11/04/11	$21,796.31	$19,667 76	$2,128 55
INTEL CORPORATION	458140100	900	08/17/11	11/04/11	$21,322 48	$18,529 20	$2,793 28
ALLSTATE CORP COM	020002101	1380	08/24/11	11/08/11	$36,483 60	$34,456 25	$2,027 35
ALLSTATE CORP COM	020002101	1320	08/17/11	11/08/11	$34,897 36	$33,677 42	$1,219 94
BAXTER INTL INC COM	071813109	1070	08/17/11	11/08/11	$58,177.67	$57,164 96	$1,012 71
BAXTER INTL INC COM	071813109	1080	09/21/11	11/08/11	$58,721 38	$59,753 59	$-1,032 21
TARGACEPT INC	87611R306	270	10/24/11	11/08/11	$2,242 85	$4,717 95	$-2,475 10
TARGACEPT INC	87611R306	390	10/18/11	11/08/11	$3,239 67	$6,401 54	$-3,161 87
J P MORGAN CHASE & CO	46625H100	1300	08/17/11	11/08/11	$44,473.57	$46,042 76	$-1,569 19
MORGANS HOTEL GROUP CO	61748W108	340	08/17/11	11/10/11	$1,914 19	$1,942 96	$-28 77
PRIMO WATER CORP	74165N105	660	08/17/11	11/10/11	$2,351 14	$2,936 27	$-585 13
PRIMO WATER CORP	74165N105	140	11/09/11	11/10/11	$498 73	$717 85	$-219 12
MORGANS HOTEL GROUP CO	61748W108	660	09/14/11	11/10/11	$3,733 02	$4,390 58	$-657 56
MORGANS HOTEL GROUP CO	61748W108	310	11/09/11	11/10/11	$1,753 39	$1,860 99	$-107 60
MORGANS HOTEL GROUP CO	61748W108	780	08/17/11	11/10/11	$4,411 75	$4,457 39	$-45 64
MORGANS HOTEL GROUP CO	61748W108	10	08/17/11	11/10/11	$54 46	$57 15	$-2 69
PRIMO WATER CORP	74165N105	300	09/14/11	11/10/11	$1,068 70	$2,142 78	$-1,074 08
SPECTRA ENERGY CORP	847560109	430	11/09/11	11/10/11	$12,455 44	$12,564 26	$-108 82
MORGANS HOTEL GROUP CO	61748W108	30	08/17/11	11/10/11	$166 85	$171 44	$-4 59

Short term gains and losses

This category includes sales of assets held 12 months or less

Description	Cusip	Number of shares	Date of acquisition	Sale date	Sales price or pass through gain	Cost, other basis or pass through loss	Net gain or loss
SOUTHERN COMPANY	842587107	290	11/09/11	11/10/11	$12,604 15	$12,665 38	$-61 23
CARDINAL HEALTH INC COM	14149Y108	260	11/09/11	11/10/11	$11,213 56	$11,272 77	$-59.21
CARDINAL HEALTH INC COM	14149Y108	560	09/14/11	11/10/11	$24,152 28	$23,509 02	$643.26
CARDINAL HEALTH INC COM	14149Y108	560	08/17/11	11/10/11	$24,152 28	$23,320 30	$831 98
MORGANS HOTEL GROUP CO	61748W108	60	08/17/11	11/11/11	$340 05	$342 87	$-2 82
MORGANS HOTEL GROUP CO	61748W108	30	08/17/11	11/11/11	$170 98	$171 44	$-0 46
ROVI CORP	779376102	30	11/09/11	11/14/11	$922 86	$904 74	$18.12
ROVI CORP	779376102	80	09/14/11	11/14/11	$2,460 95	$3,741 80	$-1,280 85
ROVI CORP	779376102	160	08/17/11	11/14/11	$4,921 91	$7,424 86	$-2,502 95
PHARMACYCLICS INC	716933106	90	11/09/11	11/14/11	$1,036.68	$1,087 02	$-50 34
PHARMACYCLICS INC	716933106	610	09/21/11	11/14/11	$7,026 39	$7,256 68	$-230 29
GEOEYE INC	37250W108	30	08/17/11	11/14/11	$711 29	$771 99	$-60 70
GEOEYE INC	37250W108	90	09/14/11	11/14/11	$2,133 86	$2,996 72	$-862 86
GEOEYE INC	37250W108	140	08/17/11	11/14/11	$3,319 34	$4,826 46	$-1,507 12
MORGANS HOTEL GROUP CO	61748W108	10	08/17/11	11/14/11	$56 99	$57 15	$-0 16
ALERE INC	01449J105	50	11/09/11	11/14/11	$1,285 26	$1,285 26	$0 00
ABIOMED INC	003654100	110	11/09/11	11/14/11	$2,058 25	$2,058 25	$0 00
COMMVAULT SYS INC	204166102	30	11/09/11	11/14/11	$1,441 38	$1,408 17	$33 21
TIBCO SOFTWARE INC	88632Q103	20	11/09/11	11/14/11	$608 54	$564 50	$44 04
CHECK POINT SOFTWARE TECHNOLOGIES	M22465104	10	11/09/11	11/14/11	$581 72	$578 98	$2 74
FHLMC GOLD G04219 5 5% 4/01/38	3128M6AU2	3474 7	09/19/11	11/15/11	$3,474 70	$3,792 31	$-317 61
FED'L HOME LOAN MTGE CORP GRP G119	3128M1BF5	840 65	09/19/11	11/15/11	$840 65	$902 65	$-62 00
MORGANS HOTEL GROUP CO	61748W108	10	08/17/11	11/15/11	$56 21	$57 15	$-0 94
MORGANS HOTEL GROUP CO	61748W108	20	08/17/11	11/15/11	$109 51	$114 29	$-4 78
FHLMC POOL #Q0-3517	3132GJSE0	3827 87	09/15/11	11/15/11	$3,827 87	$4,059 34	$-231 47
FHLMC GOLD G05938 5 0% 1/01/36	3128M74X1	1491 62	09/19/11	11/15/11	$1,491 62	$1,611 88	$-120 26

Short term gains and losses

This category includes sales of assets held 12 months or less

Description	Cusip	Number of shares	Date of acquisition	Sale date	Sales price or pass through gain	Cost, other basis or pass through loss	Net gain or loss
FHLMC GOLD A95828 4 5% 12/01/40	312944PM7	157 87	09/16/11	11/15/11	$157 87	$168 13	$-10 26
FHLMC POOL #A9-5160	312943WV1	1004 56	09/19/11	11/15/11	$1,004 56	$1,049 45	$-44 89
FHLMC POOL #G0-6222	3128M8G73	8510 44	09/19/11	11/15/11	$8,510.44	$8,890 75	$-380 31
MORGANS HOTEL GROUP CO	61748W108	60	08/17/11	11/16/11	$318 81	$342 87	$-24 06
ELLIS PERRY INTL INC	288853104	190	09/06/11	11/17/11	$2,719 70	$3,841 50	$-1,121 80
ELLIS PERRY INTL INC	288853104	120	09/14/11	11/17/11	$1,717 71	$2,432 16	$-714 45
ELLIS PERRY INTL INC	288853104	50	11/09/11	11/17/11	$715 71	$1,183 15	$-467 44
LIBERTY MEDIA CORP - LIBERTY S	530322304	150	08/17/11	11/17/11	$10,332 01	$10,503 62	$-171 61
LIBERTY MEDIA CORP - LIBERTY S	530322304	60	09/14/11	11/17/11	$4,132 81	$4,290 60	$-157 79
LIBERTY MEDIA CORP - LIBERTY S	530322304	30	11/09/11	11/17/11	$2,066.40	$2,002 85	$63 55
D F C GLOBAL CORP	23324T107	520	09/14/11	11/17/11	$8,837 18	$11,292 27	$-2,455 09
D F C GLOBAL CORP	23324T107	120	08/17/11	11/17/11	$2,039 35	$2,039 35	$0 00
MORGANS HOTEL GROUP CO	61748W108	30	08/17/11	11/17/11	$154 38	$171 44	$-17 06
GLOBE SPECIALTY METALS INC	37954N206	50	09/20/11	11/18/11	$686 47	$816 00	$-129 53
HUMANA INC COM	444859102	20	11/09/11	11/18/11	$1,703 97	$1,736 72	$-32 75
HUMANA INC COM	444859102	50	08/17/11	11/18/11	$4,259 91	$3,716 40	$543 51
WARNER CHILCOTT PLC - CLASS A	G94368100	80	11/09/11	11/18/11	$1,212 14	$1,414 90	$-202 76
WARNER CHILCOTT PLC - CLASS A	G94368100	160	08/17/11	11/18/11	$2,424 27	$2,715 49	$-291 22
GEOEYE INC	37250W108	40	11/09/11	11/18/11	$910 88	$1,028 30	$-117 42
GEOEYE INC	37250W108	80	08/17/11	11/18/11	$1,821 76	$2,757 98	$-936 22
MORGANS HOTEL GROUP CO	61748W108	60	08/17/11	11/18/11	$301 91	$342 87	$-40 96
WEINGARTEN RLTY INVS SBI	948741103	30	08/17/11	11/18/11	$625 85	$625 85	$0 00
MICROS SYS INC	594901100	20	11/09/11	11/18/11	$914 67	$947 04	$-32 37
HOLLYFRONTIER CORP	436106108	80	08/26/11	11/18/11	$1,928 12	$2,821 22	$-893 10
HOLLYFRONTIER CORP	436106108	30	08/17/11	11/18/11	$723 05	$1,039 70	$-316 65
GLOBE SPECIALTY METALS INC	37954N206	30	08/17/11	11/18/11	$411 88	$566 17	$-154 29

Short term gains and losses

This category includes sales of assets held 12 months or less

Description	Cusip	Number of shares	Date of acquisition	Sale date	Sales price or pass through gain	Cost, other basis or pass through loss	Net gain or loss
GLOBE SPECIALTY METALS INC	37954N206	40	08/26/11	11/18/11	$549 18	$624 24	$-75 06
GLOBE SPECIALTY METALS INC	37954N206	60	08/17/11	11/18/11	$823 77	$1,061 81	$-238 04
ENERGIZER HLDGS INC	29266R108	10	08/26/11	11/18/11	$696 99	$696 99	$0 00
ZAGG INC	98884U108	190	08/17/11	11/18/11	$2,072 71	$2,853 33	$-780 62
ZAGG INC	98884U108	90	11/09/11	11/18/11	$981 81	$1,063 92	$-82 11
TIBCO SOFTWARE INC	88632Q103	30	11/09/11	11/18/11	$839 51	$846 75	$-7 24
TW TELECOM INC	87311L104	70	08/17/11	11/18/11	$1,212 54	$1,212 54	$0 00
TW TELECOM INC	87311L104	70	08/08/11	11/21/11	$1,209 79	$1,336 29	$-126 50
TW TELECOM INC	87311L104	90	08/17/11	11/21/11	$1,555 44	$1,687 98	$-132 54
PHARMASSET INC	71715N106	104	08/17/11	11/21/11	$13,999 25	$6,479 62	$7,519 63
PHARMASSET INC	71715N106	50	09/14/11	11/21/11	$6,730 41	$3,897 40	$2,833 01
PHARMASSET INC	71715N106	40	10/24/11	11/21/11	$5,384 32	$2,937 45	$2,446 87
PHARMASSET INC	71715N106	30	11/09/11	11/21/11	$4,038.24	$2,019 71	$2,018 53
TW TELECOM INC	87311L104	10	11/09/11	11/21/11	$172 83	$176 56	$-3 73
INTEL CORPORATION	458140100	1860	08/24/11	11/22/11	$43,227 43	$36,935 88	$6,291 55
INTEL CORPORATION	458140100	440	11/09/11	11/22/11	$10,225 84	$10,660 32	$-434 48
PVH CORP	693656100	20	08/17/11	11/22/11	$1,313 83	$1,211 76	$102 07
PVH CORP	693656100	60	11/09/11	11/22/11	$3,941 48	$4,198 77	$-257 29
PHARMASSET INC	71715N106	30	11/09/11	11/22/11	$4,009 82	$2,019 71	$1,990 11
PHARMASSET INC	71715N106	56	08/17/11	11/22/11	$7,485 00	$3,489 02	$3,995 98
MITSUBISHI CORP ADR	606769305	350	08/17/11	11/23/11	$13,374 64	$16,249 92	$-2,875 28
SEAGATE TECHNOLOGY	G7945M107	710	09/14/11	11/23/11	$10,940 75	$8,589 72	$2,351 03
MITSUBISHI CORP ADR	606769305	120	11/01/11	11/23/11	$4,585 59	$4,853 76	$-268 17
MITSUBISHI CORP ADR	606769305	360	09/21/11	11/23/11	$13,756 78	$16,416 86	$-2,660 08
SEAGATE TECHNOLOGY	G7945M107	620	11/09/11	11/23/11	$9,553 89	$10,842 75	$-1,288 86
FNMA POOL #0AE5895	31419GRR7	6191 71	09/21/11	11/25/11	$6,191 71	$6,431 64	$-239 93

Short term gains and losses

This category includes sales of assets held 12 months or less.

Description	Cusip	Number of shares	Date of acquisition	Sale date	Sales price or pass through gain	Cost, other basis or pass through loss	Net gain or loss
FNMA POOL 962301 4 5% 3/01/23	31414CRW0	1369 29	09/19/11	11/25/11	$1,369 29	$1,466 85	$-97 56
FEDERAL NAT'L MTGE ASSN POOL 88889(	31410GRK1	2066 89	08/26/11	11/25/11	$2,066 89	$2,327 83	$-260 94
FNMA POOL #0AH3519	3138A44D4	321 5	09/19/11	11/25/11	$321 50	$336 57	$-15 07
FNMA POOL #0975268	31414S6D0	11971 23	09/19/11	11/25/11	$11,971 23	$13,099 14	$-1,127 91
FNMA POOL 962301 4 5% 3/01/23	31414CRW0	233 07	08/26/11	11/25/11	$233 07	$248 22	$-15 15
FEDERAL NAT'L MTGE ASSN POOL 74594ε	31403DWH8	3313 04	08/26/11	11/25/11	$3,313 04	$3,727 17	$-414 13
MITSUBISHI CORP ADR	606769305	60	07/26/11	11/25/11	$2,247 56	$3,021 76	$-774 20
AEROPOSTALE	007865108	70	11/09/11	11/28/11	$1,046 01	$1,046 01	$0 00
AEROPOSTALE	007865108	80	10/31/11	11/28/11	$1,195 45	$1,131 77	$63 68
AEROPOSTALE	007865108	70	10/12/11	11/29/11	$1,034 35	$1,115 31	$-80 96
AEROPOSTALE	007865108	330	10/31/11	11/29/11	$4,876 22	$4,668 54	$207 68
ACME PACKET INC	004764106	260	11/09/11	11/30/11	$8,589 07	$9,744 64	$-1,155 57
ACME PACKET INC	004764106	750	08/24/11	11/30/11	$24,776 15	$31,958 03	$-7,181 88
ACME PACKET INC	004764106	340	08/17/11	11/30/11	$11,231 85	$16,661 50	$-5,429 65
COMMIT TO PUR FHLMC GOLD 12/01/26	02R0304C4	210000	09/21/11	12/05/11	$215,012.11	$214,946 48	$65 63
CISCO SYS INC	17275RAC6	40000	08/11/11	12/06/11	$46,278 40	$46,587 20	$-308 80
UNITED RENTALS INC	911363109	40	11/09/11	12/15/11	$1,047 15	$992 32	$54 83
KANSAS CITY SOUTHN INDS INC	485170302	10	11/09/11	12/15/11	$621 40	$639 30	$-17 90
IDEX CORP COM	45167R104	30	08/17/11	12/15/11	$1,063 64	$1,078 74	$-15 10
FHLMC POOL #Q0-3517	3132GJSE0	9944 62	09/15/11	12/15/11	$9,944 62	$10,545 96	$-601 34
MEDICIS PHARMACEUTICALS CORP CL A	584690309	30	08/17/11	12/15/11	$963 72	$1,095 69	$-131 97
TRIUMPH GROUP INC NEW	896818101	20	11/09/11	12/15/11	$1,124 97	$1,090 59	$34 38
FHLMC POOL #G0-6222	3128M8G73	8038 72	09/19/11	12/15/11	$8,038 72	$8,397 95	$-359 23
FHLMC POOL #A9-5160	312943WV1	1480 65	09/19/11	12/15/11	$1,480 65	$1,546 82	$-66 17
FHLMC GOLD A95828 4 5% 12/01/40	312944PM7	44 4	11/15/11	12/15/11	$44 40	$46 95	$-2 55
FHLMC GOLD A95828 4 5% 12/01/40	312944PM7	295 98	11/15/11	12/15/11	$295 98	$313 18	$-17 20

Short term gains and losses

This category includes sales of assets held 12 months or less

Description	Cusip	Number of shares	Date of acquisition	Sale date	Sales price or pass through gain	Cost, other basis or pass through loss	Net gain or loss
FHLMC GOLD A95828 4 5% 12/01/40	312944PM7	59 2	09/16/11	12/15/11	$59 20	$63 05	$-3 85
FHLMC GOLD G05938 5 0% 1/01/36	3128M74X1	1369 73	09/19/11	12/15/11	$1,369 73	$1,480 16	$-110 43
FHLMC GOLD G04219 5 5% 4/01/38	3128M6AU2	3731 19	09/19/11	12/15/11	$3,731 19	$4,072 24	$-341 05
FED'L HOME LOAN MTGE CORP GRP G119	3128M1BF5	668 49	09/19/11	12/15/11	$668 49	$717 79	$-49 30
ABIOMED INC	003654100	30	11/09/11	12/15/11	$602 05	$566 42	$35 63
SHIRE PHARMACEUTICALS GROUP	82481R106	230	08/17/11	12/15/11	$22,652 13	$22,493 54	$158 59
BAXTER INTL INC COM	071813109	310	11/09/11	12/15/11	$15,034 96	$16,682 62	$-1,647 66
BAXTER INTL INC COM	071813109	510	08/24/11	12/15/11	$24,734 93	$27,485 68	$-2,750 75
BAXTER INTL INC COM	071813109	830	08/17/11	12/15/11	$40,254 89	$44,342 92	$-4,088 03
ROWAN COMPANIES INC	779382100	70	11/09/11	12/16/11	$2,092 71	$2,449 31	$-356 60
ROWAN COMPANIES INC	779382100	50	08/17/11	12/16/11	$1,494 79	$1,717 77	$-222 98
ATLAS AIR INC	049164205	30	11/09/11	12/16/11	$1,130 89	$1,096 65	$34 24
IDEX CORP COM	45167R104	50	08/17/11	12/16/11	$1,780 66	$1,797 90	$-17.24
BAXTER INTL INC COM	071813109	480	08/17/11	12/16/11	$23,169 54	$25,644 10	$-2,474 56
BAXTER INTL INC COM	071813109	480	09/14/11	12/16/11	$23,169 54	$26,650 99	$-3,481 45
BAXTER INTL INC COM	071813109	210	11/09/11	12/16/11	$10,136 67	$11,301 13	$-1,164 46
VITAMIN SHOPPE INC	92849E101	300	08/17/11	12/16/11	$10,675 20	$12,123 72	$-1,448 52
VITAMIN SHOPPE INC	92849E101	130	09/14/11	12/16/11	$4,625 92	$5,458 44	$-832 52
VITAMIN SHOPPE INC	92849E101	60	11/09/11	12/16/11	$2,135 04	$2,254 68	$-119 64
BANKRATE INC	06647F102	360	09/23/11	12/16/11	$6,738 64	$5,854 50	$884 14
BANKRATE INC	06647F102	60	11/09/11	12/16/11	$1,123 11	$1,141 08	$-17 97
ATLAS AIR INC	049164205	100	08/17/11	12/16/11	$3,769 65	$4,330 12	$-560 47
ATLAS AIR INC	049164205	40	09/14/11	12/16/11	$1,507 86	$1,871 99	$-364 13
ATLAS AIR INC	049164205	60	10/21/11	12/16/11	$2,261.79	$2,125 20	$136 59
ROWAN COMPANIES INC	779382100	160	09/14/11	12/16/11	$4,783 33	$5,972 48	$-1,189 15
WESTPORT INNOVATIONS INC	960908309	240	11/14/11	12/16/11	$6,876 35	$6,893 04	$-16 69

Short term gains and losses

This category includes sales of assets held 12 months or less

Description	Cusip	Number of shares	Date of acquisition	Sale date	Sales price or pass through gain	Cost, other basis or pass through loss	Net gain or loss
IDEX CORP COM	45167R104	10	08/17/11	12/16/11	$364 12	$359.58	$4 54
IDEX CORP COM	45167R104	24	11/09/11	12/19/11	$848 76	$842 11	$6 65
IDEX CORP COM	45167R104	4	08/17/11	12/19/11	$141 46	$143 83	$-2 37
IDEX CORP COM	45167R104	6	08/17/11	12/19/11	$211 99	$215 75	$-3 76
IDEX CORP COM	45167R104	16	11/09/11	12/20/11	$579 18	$561 41	$17 77
ZAGG INC	98884U108	110	08/17/11	12/20/11	$966 86	$1,651 92	$-685 06
ZAGG INC	98884U108	890	08/17/11	12/20/11	$7,535 93	$13,365 58	$-5 829 65
NEWFIELD EXPL CO	651290108	490	08/17/11	12/21/11	$18,117 60	$26,473 53	$-8,355 93
NEWFIELD EXPL CO	651290108	680	08/17/11	12/21/11	$25,142 79	$36,738 77	$-11,595 98
FIRST NIAGARA FINL GROUP INC	33582V108	2060	08/17/11	12/21/11	$17,086 55	$22,140 88	$-5,054 33
FIRST NIAGARA FINL GROUP INC	33582V108	2410	09/14/11	12/21/11	$19,989 60	$25,871 11	$-5,881 51
FIRST NIAGARA FINL GROUP INC	33582V108	1000	11/09/11	12/21/11	$8,294 44	$8,928 00	$-633 56
FINISAR CORPORATION	31787A507	290	11/08/11	12/21/11	$4,607 87	$6,092 99	$-1,485 12
FINISAR CORPORATION	31787A507	50	11/09/11	12/21/11	$794 46	$1,010 07	$-215 61
NETSUITE INC	64118Q107	150	08/17/11	12/21/11	$6,238 82	$4,782 03	$1,456 79
NETSUITE INC	64118Q107	70	09/14/11	12/21/11	$2,911 45	$2,298 66	$612 79
NETSUITE INC	64118Q107	30	11/09/11	12/21/11	$1,247 76	$1,245 84	$1 92
POLYPORE INTL INC	73179V103	100	08/17/11	12/21/11	$4,386 90	$6,078.20	$-1,691 30
POLYPORE INTL INC	73179V103	40	09/14/11	12/21/11	$1,754 76	$2,561 92	$-807 16
POLYPORE INTL INC	73179V103	20	11/09/11	12/21/11	$877 38	$1,082 86	$-205 48
LEAR CORP W/I	521865204	30	11/09/11	12/21/11	$1,132 63	$1,280 84	$-148 21
ZAGG INC	98884U108	140	08/17/11	12/21/11	$1,209 54	$2,102 45	$-892 91
WALTER INDS INC	93317Q105	20	09/09/11	12/22/11	$1,267 40	$1,763 67	$-496 27
ZAGG INC	98884U108	340	08/17/11	12/22/11	$2,716 18	$5,105 95	$-2,389 77
ACME PACKET INC	004764106	10	10/07/11	12/22/11	$307 94	$398 16	$-90 22
CLIFFS NATS RES INC	18683K101	30	08/17/11	12/22/11	$1,935 58	$2,261 61	$-326 03

Short term gains and losses

This category includes sales of assets held 12 months or less

Description	Cusip	Number of shares	Date of acquisition	Sale date	Sales price or pass through gain	Cost, other basis or pass through loss	Net gain or loss
BORG WARNER INC	099724106	20	08/17/11	12/22/11	$1,290 38	$1,376 96	$-86 58
CARPENTER TECHNOLOGY CORP COMMON	144285103	10	11/09/11	12/22/11	$523 66	$529 98	$-6 32
CIENA CORP	171779309	220	10/27/11	12/22/11	$2,622 90	$2,937 53	$-314 63
CIENA CORP	171779309	100	11/09/11	12/22/11	$1,192.23	$1,305 64	$-113 41
DECKERS OUTDOOR CORP	243537107	25	11/09/11	12/22/11	$2,119 58	$2,707 18	$-587 60
DECKERS OUTDOOR CORP	243537107	5	09/27/11	12/22/11	$423.92	$517 58	$-93 66
TRANSATLANTIC HLDGS INC	893521104	50	08/17/11	12/22/11	$2,732.79	$2,534 90	$197 89
TRANSATLANTIC HLDGS INC	893521104	10	09/27/11	12/22/11	$546 56	$487 22	$59 34
TRANSATLANTIC HLDGS INC	893521104	20	08/04/11	12/22/11	$1,093 12	$989 49	$103 63
TRANSATLANTIC HLDGS INC	893521104	50	11/09/11	12/22/11	$2,732 79	$2,725 90	$6 89
ALLIED NEVADA GOLD CORP	019344100	50	09/20/11	12/22/11	$1,602 12	$2,256 77	$-654 65
ALLIED NEVADA GOLD CORP	019344100	10	09/21/11	12/22/11	$320 42	$447 88	$-127 46
ALLIED NEVADA GOLD CORP	019344100	30	11/09/11	12/22/11	$961 27	$1,105 79	$-144 52
DECKERS OUTDOOR CORP	243537107	5	09/27/11	12/22/11	$422 44	$517 58	$-95 14
DECKERS OUTDOOR CORP	243537107	10	08/17/11	12/22/11	$844 88	$844 92	$-0 04
BORG WARNER INC	099724106	20	08/17/11	12/22/11	$1,293 81	$1,376 96	$-83 15
BORG WARNER INC	099724106	20	11/09/11	12/22/11	$1,293 81	$1,350 03	$-56 22
ADVANCE AUTO PARTS INC	00751Y106	50	11/18/11	12/22/11	$3,466 72	$3,383 87	$82 85
COACH INC	189754104	30	11/09/11	12/22/11	$1,790 99	$1,898 55	$-107 56
COACH INC	189754104	10	09/27/11	12/22/11	$597 00	$599 32	$-2 32
FOOT LOCKER INC	344849104	10	09/06/11	12/22/11	$234 66	$195 33	$39 33
FOOT LOCKER INC	344849104	90	11/09/11	12/22/11	$2,111 96	$1,929 21	$182 75
ULTA SALON COSMETICS &	90384S303	30	11/09/11	12/22/11	$1,930 28	$1,930 28	$0 00
ULTA SALON COSMETICS &	90384S303	10	11/22/11	12/22/11	$643 43	$665 72	$-22 29
TRACTOR SUPPLY CO	892356106	30	11/09/11	12/22/11	$2,127 26	$2,127 26	$0 00
TRACTOR SUPPLY CO	892356106	10	11/22/11	12/22/11	$709 09	$724 82	$-15 73

Short term gains and losses

This category includes sales of assets held 12 months or less

Description	Cusip	Number of shares	Date of acquisition	Sale date	Sales price or pass through gain	Cost, other basis or pass through loss	Net gain or loss
CROCS INC	227046109	120	11/01/11	12/22/11	$1,816 73	$2,166 00	$-349 27
CROCS INC	227046109	60	11/09/11	12/22/11	$908 37	$1,028 01	$-119 64
VISHAY INTERTECHNOLOGY INC COM	928298108	40	10/25/11	12/22/11	$354 96	$417 23	$-62 27
VISHAY INTERTECHNOLOGY INC COM	928298108	180	10/25/11	12/22/11	$1,597 34	$1,884 11	$-286.77
VISHAY INTERTECHNOLOGY INC COM	928298108	120	11/09/11	12/22/11	$1,064 89	$1,306 56	$-241 67
FAIRCHILD SEMICONDUCTOR INTL	303726103	90	11/09/11	12/22/11	$1,102 71	$1,282 05	$-179 34
FAIRCHILD SEMICONDUCTOR INTL	303726103	120	08/17/11	12/22/11	$1,470 27	$1,619 22	$-148 95
NEWFIELD EXPL CO	651290108	170	08/17/11	12/22/11	$6,354 12	$9,184 69	$-2,830 57
NEWFIELD EXPL CO	651290108	690	08/24/11	12/22/11	$25,790 25	$33,027 75	$-7,237 50
NEWFIELD EXPL CO	651290108	310	11/09/11	12/22/11	$11,586 93	$12,768 19	$-1,181 26
NEWFIELD EXPL CO	651290108	250	08/17/11	12/22/11	$9,344 30	$13,506 90	$-4,162 60
NEWFIELD EXPL CO	651290108	930	09/21/11	12/22/11	$34,760 78	$42,880 53	$-8,119 75
NEWFIELD EXPL CO	651290108	440	11/09/11	12/22/11	$16,445 96	$18,122 59	$-1,676 63
ACME PACKET INC	004764106	60	08/17/11	12/22/11	$1,847 66	$2,953 08	$-1,105 42
ROVI CORP	779376102	40	08/17/11	12/23/11	$997 75	$1,856 22	$-858 47
ROVI CORP	779376102	20	11/09/11	12/23/11	$498 88	$603 16	$-104 28
INFORMATICA CORP	45666Q102	90	08/17/11	12/23/11	$3,373 40	$4,078 62	$-705 22
U S TREASURY NOTE	912828NB2	210000	11/03/11	12/23/11	$210,696.56	$210,960 47	$-263 91
DECKERS OUTDOOR CORP	243537107	30	08/17/11	12/23/11	$2,540 47	$2,534 76	$5 71
FAIRCHILD SEMICONDUCTOR INTL	303726103	80	08/17/11	12/23/11	$972 49	$1,079 48	$-106 99
INFORMATICA CORP	45666Q102	40	11/09/11	12/23/11	$1,499 29	$1,839 52	$-340 23
FNMA POOL 981644 4 5% 6/1/2023	31415BBM0	1994 6	11/14/11	12/25/11	$1,994 60	$2,124 25	$-129 65
FNMA POOL AC1520 4% 9/1/2024	31417KVN4	756 67	11/14/11	12/25/11	$756 67	$804 43	$-47 76
FNMA POOL 0AD2351	31418PTH8	3851 54	11/14/11	12/25/11	$3,851 54	$4,051 34	$-199 80
FNMA POOL #0AH3620	3138A5AW2	1736 55	11/14/11	12/25/11	$1,736 55	$1,815 78	$-79 23
FNMA POOL #0AH3519	3138A44D4	318 54	09/19/11	12/25/11	$318 54	$333 47	$-14 93

Short term gains and losses

This category includes sales of assets held 12 months or less

Description	Cusip	Number of shares	Date of acquisition	Sale date	Sales price or pass through gain	Cost, other basis or pass through loss	Net gain or loss
FNMA POOL #0AL0201	3138EGGK4	465 16	11/14/11	12/25/11	$465.16	$502 37	$-37 21
FNMA POOL #0975268	31414S6D0	9478 3	09/19/11	12/25/11	$9,478 30	$10,371 33	$-893 03
FNMA POOL #0AL0573	3138EGT79	358 16	11/14/11	12/25/11	$358 16	$372 93	$-14 77
FNMA POOL #0AJ1758	3138AS5U2	4517 69	09/14/11	12/25/11	$4,517 69	$4,740 75	$-223 06
FNMA POOL #0AJ1758	3138AS5U2	390 42	11/14/11	12/25/11	$390 42	$406 28	$-15 86
FNMA POOL #0AE5895	31419GRR7	7649 24	09/21/11	12/25/11	$7,649 24	$7,945 65	$-296 41
FEDERAL NAT'L MTGE ASSN POOL 745948	31403DWH8	2476 27	08/26/11	12/25/11	$2,476 27	$2,785 80	$-309 53
FNMA POOL 962301 4 5% 3/01/23	31414CRW0	838 31	08/26/11	12/25/11	$838 31	$892 80	$-54 49
FNMA POOL 962301 4 5% 3/01/23	31414CRW0	4925 05	09/19/11	12/25/11	$4,925 05	$5,275 96	$-350 91
FEDERAL NAT'L MTGE ASSN POOL 88889C	31410GRK1	1736 04	08/26/11	12/25/11	$1,736 04	$1,955 21	$-219 17
FOOT LOCKER INC	344849104	160	08/17/11	12/29/11	$3,802 71	$2,988 10	$814 61
ZAGG INC	98884U108	480	11/09/11	12/29/11	$3,180 28	$5,674 22	$-2,493 94
ZAGG INC	98884U108	1020	09/14/11	12/29/11	$6,758 08	$14,380 78	$-7,622 70
ZAGG INC	98884U108	750	08/17/11	12/29/11	$4,969 18	$11,263 12	$-6,293 94
FHLMC GOLD G04219 5 5% 4/01/38	3128M6AU2	3387 16	09/19/11	01/15/12	$3,387 16	$3,696 77	$-309 61
FHLMC GOLD G04719 5 5% 1/01/38	3128M6SG4	1779 32	11/16/11	01/15/12	$1,779 32	$1,924 45	$-145 13
FED'L HOME LOAN MTGE CORP GRP G119	3128M1BF5	797 8	09/19/11	01/15/12	$797 80	$856 64	$-58 84
FHLMC POOL #Q0-3517	3132GJSE0	19830 97	09/15/11	01/15/12	$19,830 97	$21,030 12	$-1,199 15
FHLMC POOL Q04584 4 5% 11/01/41	3132GKXM3	515 03	11/07/11	01/15/12	$515 03	$546 01	$-30 98
FHLMC GOLD G05938 5 0% 1/01/36	3128M74X1	1127 75	09/19/11	01/15/12	$1,127 75	$1,218 67	$-90 92
FHLMC POOL #A9-5160	312943WV1	1435 29	09/19/11	01/15/12	$1,435 29	$1,499 43	$-64 14
FHLMC GOLD A95828 4 5% 12/01/40	312944PM7	51 23	11/15/11	01/15/12	$51 23	$54 18	$-2 95
FHLMC GOLD A95828 4 5% 12/01/40	312944PM7	341 56	11/15/11	01/15/12	$341 56	$361 41	$-19 85
FHLMC GOLD A95828 4 5% 12/01/40	312944PM7	68 31	09/16/11	01/15/12	$68 31	$72 75	$-4 44
FHLMC POOL #G0-6222	3128M8G73	3008 92	09/19/11	01/15/12	$3,008 92	$3,143 38	$-134 46
FNMA POOL #0AJ1758	3138AS5U2	5865 12	09/14/11	01/25/12	$5,865 12	$6,154 71	$-289 59

Short term gains and losses

This category includes sales of assets held 12 months or less

Description	Cusip	Number of shares	Date of acquisition	Sale date	Sales price or pass through gain	Cost, other basis or pass through loss	Net gain or loss
FNMA POOL #0AJ1758	3138AS5U2	506 86	11/14/11	01/25/12	$506 86	$527 45	$-20 59
FEDERAL NAT'L MTGE ASSN POOL 74594E	31403DWH8	2276 59	08/26/11	01/25/12	$2,276 59	$2,561 16	$-284 57
FNMA POOL #0AL0573	3138EGT79	538 65	11/14/11	01/25/12	$538 65	$560 87	$-22 22
FNMA POOL #0975268	31414S6D0	10717 07	09/19/11	01/25/12	$10,717 07	$11,726 82	$-1,009 75
FNMA POOL #0AL0201	3138EGGK4	533 77	11/14/11	01/25/12	$533 77	$576 47	$-42 70
FNMA POOL #0AH3519	3138A44D4	1505 45	09/19/11	01/25/12	$1,505 45	$1,576 02	$-70 57
FNMA POOL #0AH3620	3138A5AW2	1986 97	11/14/11	01/25/12	$1,986 97	$2,077 63	$-90 66
FNMA POOL 0AD2351	31418PTH8	3842 82	11/14/11	01/25/12	$3,842 82	$4,042 17	$-199 35
FEDERAL NAT'L MTGE ASSN POOL 88889C	31410GRK1	1961 58	08/26/11	01/25/12	$1,961 58	$2,209 23	$-247 65
FNMA POOL 981644 4 5% 6/1/2023	31415BBM0	237 75	11/14/11	01/25/12	$237 75	$253 20	$-15 45
FNMA POOL AC1520 4% 9/1/2024	31417KVN4	1137 95	11/14/11	01/25/12	$1,137 95	$1,209 78	$-71 83
FNMA POOL #0AE5895	31419GRR7	7823 01	09/21/11	01/25/12	$7,823 01	$8,126 15	$-303 14
FNMA POOL 962301 4 5% 3/01/23	31414CRW0	196 6	08/26/11	01/25/12	$196 60	$209 38	$-12 78
FNMA POOL 962301 4 5% 3/01/23	31414CRW0	1155 05	09/19/11	01/25/12	$1,155 05	$1,237 35	$-82 30
Total short term gain/loss:					$3,590,035 69	$3,785,722 69	$-195,687 00

• 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).

Enter filer's identifying number, see instructions

Type or print

File by the extended due date for filing the return See instructions

Name of exempt organization or other filer, see instructions
Heavenly Father's Foundation

Employer identification number (EIN) or
[X] 27-6987913

Number, street, and room or suite number. If a P O box, see instructions
Victor K. Munson, CPA
6060 N. Central Expwy., Suite 560

Social security number (SSN)
[ ]

City, town or post office, state, and ZIP code For a foreign address, see instructions
Dallas, TX 75206

Enter the Return code for the return that this application is for (file a separate application for each return) 04

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (section 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.

• The books are in care of ► Staci Wilks

Telephone No ► 254-631-4727 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 11/15 , 20 12 .

5 For calendar year 2011 , or other tax year beginning ______ , 20 __ , and ending ______ , 20 __

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 Information necessary to file an accurate and timely return is not currently available. Therefore, additional time is respectfully requested to obtain the information to complete the tax return.

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	$ 20,022.
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	$ 20,022.
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 ► Victor Munson Title ► CPA Date ► 8/07/12

Form **8868**
(Rev January 2012)

Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

► File a separate application for each return.

OMB No. 1545 1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ► [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

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

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

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

A corporation required to file Form 990-T and requesting an automatic 6-month extension – check this box and complete Part I only. ► [ ]

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

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions Heavenly Father's Foundation	Employer identification number (EIN) or [X] 27-6987913
	Number, street, and room or suite number If a P O box, see instructions 425 County Road 168	Social security number (SSN) [ ]
	City, town or post office, state, and ZIP code For a foreign address, see instructions Cisco, TX 76437	

Enter the Return code for the return that this application is for (file a separate application for each return) 04

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

- The books are in the care of ► Staci Wilks

Telephone No. ► 254-631-4727 FAX No. ►

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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 8/15, 20 12, to file the exempt organization return for the organization named above. The extension is for the organization's return for.
► [X] calendar year 20 11 or
► [ ] tax year beginning ________, 20 ___, and ending ________, 20 ___

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

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	3a	$ 20,022.
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	3b	$ 20,022.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c	$ 0.

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