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

OMB No 1545-0052

2011

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

For calendar year 2011 or tax year beginning

07/01, 2011, and ending

06/30, 2012

Name of foundation THE SHARNA AND IRVIN FRANK FOUNDATION		A Employer identification number 73-1503704
Number and street (or P O box number if mail is not delivered to street address) 3125-B S. YALE AVE.		B Telephone number (see instructions) (918) 583-3244
City or town, state, and ZIP code TULSA, OK 74135		C If exemption application is pending, check here ☐
G Check all that apply:	D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
☐ Initial return	☐ Initial return of a former public charity	E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
☐ Final return	☐ Amended return	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐
☐ Address change	☐ Name change	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 26,967,482.		
J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received (attach schedule)				
2	Check ☐ if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	11.	11.		ATCH 1
4	Dividends and interest from securities	759,306.	759,306.		ATCH 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	352,967.			
b	Gross sales price for all assets on line 6a	13,825,184.			
7	Capital gain net income (from Part IV, line 2)		331,895.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)	90,949.	-2,127.		ATCH 3
12	Total. Add lines 1 through 11	1,203,233.	1,089,085.		
13	Compensation of officers, directors, trustees, etc.	56,586.	18,862.		37,724.
14	Other employee salaries and wages	25,464.	8,488.		16,976.
15	Pension plans, employee benefits	40,063.	13,354.		26,709.
16a	Legal fees (attach schedule)	2,017.	760.		1,257.
b	Accounting fees (attach schedule)	8,950.	4,475.		4,475.
c	Other professional fees (attach schedule)				
17	Interest	103.	103.		
18	Taxes (attach schedule) (see instructions)	76,625.	21,528.		3,127.
19	Depreciation (attach schedule) and depletion	10,205.	1,023.		
20	Occupancy	15,551.	5,184.		10,367.
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) ATCH 7	163,630.	141,881.		3,443.
24	Total operating and administrative expenses. Add lines 13 through 23	399,194.	215,658.		104,078.
25	Contributions, gifts, grants paid	1,602,750.			1,602,750.
26	Total expenses and disbursements. Add lines 24 and 25	2,001,944.	215,658.	0	1,706,828.
27	Subtract line 26 from line 12	-798,711.			
a	Excess of revenue over expenses and disbursements		873,427.		
b	Net investment income (if negative, enter -0-)				
c	Adjusted net income (if negative, enter -0-)				

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	39,265.	22,347.	22,347.
	2 Savings and temporary cash investments	4,990,707.	1,571,911.	1,571,911.
	3 Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U S and state government obligations (attach schedule) . .	1,000,000.		
	b Investments - corporate stock (attach schedule)	10,785,189.	12,344,075.	13,557,106.
	c Investments - corporate bonds (attach schedule) ATCH 8	6,571,590.	7,308,787.	7,422,842.
	11 Investments - land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶	10,441. 8,097.	5,603.	2,344.
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule) ATCH 9	1,117,702.	2,494,278.	2,600,683.
	14 Land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶	5,115. 1,701.	4,437.	3,414.
15 Other assets (describe ▶ ATCH 10)	1,643,240.	1,614,790.	1,786,835.	
16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	26,157,733.	25,361,946.	26,967,482.	
Liabilities	17 Accounts payable and accrued expenses	2,026.	4,945.	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons . .			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	2,026.	4,945.	
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 and complete lines 27 through 31. ▶ ☒			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds . .	26,155,707.	25,357,001.	
	30 Total net assets or fund balances (see instructions)	26,155,707.	25,357,001.	
31 Total liabilities and net assets/fund balances (see instructions)	26,157,733.	25,361,946.		

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	26,155,707.
2 Enter amount from Part I, line 27a	2	-798,711.
3 Other increases not included in line 2 (itemize) ▶ ATTACHMENT 11	3	5.
4 Add lines 1, 2, and 3	4	25,357,001.
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	25,357,001.

Form 990-PF (2011)

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any			
a					
b					
c					
d					
e					
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	331,895.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8			3	0	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	1,305,866.	26,716,401.	0.048879
2009	1,011,451.	20,869,238.	0.048466
2008	723,874.	14,552,127.	0.049744
2007	596,585.	11,251,470.	0.053023
2006	29,000.	611,891.	0.047394
2 Total of line 1, column (d)			2 0.247506
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.049501
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 27,110,637.
5 Multiply line 4 by line 3			5 1,342,004.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 8,734.
7 Add lines 5 and 6			7 1,350,738.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions			8 1,706,828.

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 instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	8,734.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3 Add lines 1 and 2		3	8,734.
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	8,734.
6 Credits/Payments			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6 a	18,365.	
b Exempt foreign organizations - tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c	7,500.	
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d	7	25,865.	
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		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	17,131.	
11 Enter the amount of line 10 to be Credited to 2012 estimated tax ☒ 17,131. Refunded ☐	11		

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?		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?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ☒ \$ _____ (2) On foundation managers ☒ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☒ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?		X
If "Yes," attach a detailed description of the activities		
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?		X
If "Yes," attach the statement required by General Instruction T		
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ☒ OK,		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)			X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?		X	
Website address WWW.SIFRANKFOUNDATION.ORG				
14	The books are in care of MAY SHEEHAN	Telephone no	918-583-3244	
	Located at 3125-B S. YALE AVE.; TULSA, OK	ZIP + 4	74135	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here			☐
	and enter the amount of tax-exempt interest received or accrued during the year		15	
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?		Yes	No
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country			X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ 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)?		X
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?		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		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)		2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☒ 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.)		X
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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?		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**Organizations relying on a current notice regarding disaster assistance check here ☒**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?☐ Yes ☐ No

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

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

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?**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
ATTACHMENT 12		56,586.	14,438.	9,564.

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

Form 990-PF (2011)

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	23,742,506.
b	Average of monthly cash balances	1b	2,025,830.
c	Fair market value of all other assets (see instructions)	1c	1,755,153.
d	Total (add lines 1a, b, and c)	1d	27,523,489.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	27,523,489.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	412,852.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	27,110,637.
6	Minimum investment return. Enter 5% of line 5	6	1,355,532.

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	1,355,532.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	8,734.
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	8,734.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,346,798.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,346,798.
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	1,346,798.

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	1,706,828.
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	1,706,828.
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	8,734.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,698,094.

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				1,346,798.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only				
b Total for prior years 20 09 20 08 20 07				
3 Excess distributions carryover, if any, to 2011				
a From 2006				
b From 2007 193,893.				
c From 2008 1,198.				
d From 2009				
e From 2010				
f Total of lines 3a through e	195,091.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 1,706,828.				
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2011 distributable amount				1,346,798.
e Remaining amount distributed out of corpus	360,030.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	555,121.			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	555,121.			
10 Analysis of line 9				
a Excess from 2007 193,893.				
b Excess from 2008 1,198.				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011 360,030.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

NOT APPLICABLE

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

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

N/A

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

N/A

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
ATTACHMENT 13				
Total			3a	1,602,750.
b Approved for future payment				
Total			3b	

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

- [illegible]

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

Sign Here ▶ *John C. Smith* | 5/13/13 ▶ President

Signature of officer or trustee Date Title

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

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

**Paid
Preparer
Use Only**

P01081223

Firm's EIN ▶ 57-1147617

Phone no 918 481-5949

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL SHORT-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					44.	
		TOTAL LONG-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					-3,549.	
38,928.		AXMAN LEASEHOLD PROPERTY TYPE: OTHER 2,874.				D	05/20/2009	05/01/2012
							36,054.	
8,546,856.		SEE SCHEDULE D-1 PROPERTY TYPE: SECURITIES 8,556,973.				P	VAR	VAR
		CURRENCY EXCHANGE RATE LOSS PROPERTY TYPE: OTHER 199.				P	VAR	VAR
							-199.	
400.		FRANK & NEWMAN LLC PROPERTY TYPE: OTHER				D	02/18/2008	09/30/2011
							400.	
48.		LITIGATION SETTLEMENT FUND					VAR	VAR
							48.	
5,221,385.		SEE SCHEDULE D-1 PROPERTY TYPE: SECURITIES 4,912,171.				P	VAR	VAR
							309,214.	
TOTAL GAIN(LOSS)							<u>331,895.</u>	

ATTACHMENT 1

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INTEREST ON SAVINGS/ TEMPORARY CASH INV.	11.	11.
TOTAL	<u>11.</u>	<u>11.</u>

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
DIVIDENDS - MUTUAL FUND & IND STOCKS	601,090.	601,090.
INTEREST - USGO	29,375.	29,375.
DIVIDENDS - VARIOUS K-1	15.	15.
INTEREST INC - VARIOUS K-1	275.	275.
INTEREST INC - BOK S/T CASH FD 1	756.	756.
INTEREST INC - BONDS/CDS	83,877.	83,877.
INTEREST INC - ALBERTA LTD NR	8,143.	8,143.
INTEREST INC - BOK TAX EXEMPT	35,771.	35,771.
INTEREST INC - MISC	4.	4.
TOTAL	<u>759,306.</u>	<u>759,306.</u>

ATTACHMENT 3FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FEE REBATE	1,806.	1,806.
TULSA-N TRUST	-15,450.	-3,940.
M&N VALVE JOINT VENTURE LP	4,863.	
STATE INCOME TAX REFUNDS	3,721.	
FEDERAL INCOME TAX REFUND	17,365.	
MISC INCOME	-58.	-58.
OIL & GAS ROYALTY GROSS INCOME	65.	65.
PORTOFINO COMPANY, LLC	-675.	
OIL & GAS WORKING INTEREST GROSS INCOME	79,295.	
KKR FINANCIAL HOLDINGS LLC	17.	
TOTALS	<u>90,949.</u>	<u>-2,127.</u>

ATTACHMENT 4FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES	2,017.	760.		1,257.
TOTALS	<u>2,017.</u>	<u>760.</u>		<u>1,257.</u>

ATTACHMENT 5FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
TAX PREP FEES	8,950.	4,475.		4,475.
TOTALS	<u>8,950.</u>	<u>4,475.</u>		<u>4,475.</u>

ATTACHMENT 6

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
EXCISE TAXES	33,365.		
FEDERAL INCOME TAXES			
CALIFORNIA STATE INCOME TAXES	1,260.		
GEORGIA STATE INCOME TAXES	129.		
FOREIGN TAXES WITHHELD	9,386.	9,386.	
PAYROLL TAXES	6,253.	3,126.	3,127.
OIL & GAS GPT	4,144.		
REAL ESTATE TAXES	9,016.	9,016.	
AD VALOREM TAXES - O & G	5,480.		
KANSAS INCOME TAXES	3,020.		
NEBRASKA INCOME TAXES	4,572.		
TOTALS	76,625.	21,528.	3,127.

ATTACHMENT 7FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
CUSTODIAL/INVESTMENT FEES	138,373.	138,373.	
POSTAGE & FREIGHT	237.	79.	158.
OFFICE SUPPLIES/EXPENSE	922.	307.	615.
BOARD EXPENSES	100.		100.
DUES & SUBSCRIPTIONS	1,783.	594.	1,189.
OIL & GAS LOE	18,264.		
MISC INVESTMENT EXP - K-1S	1,882.	1,882.	
MISC. EXPENSES	48.	6.	
WEBSITE/LOGO	100.		100.
OFFICE COMPUTER EXPENSE	7.	2.	5.
OFFICE EQUIPMENT RENTAL	545.	182.	363.
WORKER'S COMPENSATION INSUR	836.	279.	557.
EDUCATION AND PROF DUES	533.	177.	356.
TOTALS	163,630.	141,881.	3,443.

ATTACHMENT 8FORM 990PF, PART II - CORPORATE BONDSDESCRIPTION

	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
CORPORATE BONDS/MUTUAL FDS	6,460,257.	6,546,315.
TE MUNI BDS/MUT FDS	848,530.	876,527.
TOTALS	<u>7,308,787.</u>	<u>7,422,842.</u>

FORM 990PF, PART II - OTHER INVESTMENTS

ATTACHMENT 9

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
ALTERNATIVE INVESTMENTS	2,494,278.	2,600,683.
TOTALS	<u>2,494,278.</u>	<u>2,600,683.</u>

FORM 990PF, PART II - OTHER ASSETSATTACHMENT 10

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
TULSA "N" TRUST	195.	473,032.
C/S - 1362625 ALBERTA LTD	154,623.	154,623.
N/R - 1362625 ALBERTA	173,572.	173,572.
N/R - GRESTOVIC	173,572.	173,572.
N/R - INECHITI	56,614.	56,614.
FRANK FAMILY INV CO LLC	-6,564.	
M&N VALVE JT VENTURE, LP	408.	408.
UTILITY DEPOSITS	503,572.	248,000.
KEYSTONE PENINSULA LLC	8,481.	5,000.
VENTURE VII, LLC	87,457.	85,641.
NEWCO VALVES, LP	153,333.	113,000.
145TH E. AVE, LAND CO, LLC	2,540.	2,540.
SUNBURST CO., LLC	35,991.	30,240.
PORTOFINO CO, LLC	217,958.	217,958.
RISINGER ROAD TRUST	55,421.	46,350.
WORKING INTEREST LHC	-9,071.	
ACCUMULATED DEPLETION	6,418.	6,285.
MAJOR SOURCING, LLC	270.	
KKR FIN HOLDINGS LLC		
TOTALS	<u>1,614,790.</u>	<u>1,786,835.</u>

ATTACHMENT 11FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCESDESCRIPTIONAMOUNT

ROUNDING

5.

TOTAL

5.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 12

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
MAY SHEEHAN 3125-B S. YALE AVE. TULSA, OK 74135	PRESIDENT / TREASURER 26.00	56,586.	14,438.	9,564.
COLEMAN ROBISON 525 SOUTH MAIN, #700 TULSA, OK 74103	V. PRES. / SECRETARY / TRUSTEE 1.50	0	0	0
JACOB HOWLAND 3171 S. MADISON TULSA, OK 74105	TRUSTEE 1.00	0	0	0
DANIEL ZELIGSON 1840 E. 27TH TULSA, OK 74114	TRUSTEE 1.50	0	0	0
JON STOLPER 3121 E. 86TH STREET TULSA, OK 74137	TRUSTEE 1.50	0	0	0
SANFORD CARDIN 1722 E. 43RD STREET TULSA, OK 74105	TRUSTEE 1.00	0	0	0
GRAND TOTALS		56,586.	14,438.	9,564.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND				PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT				
EMERGENCY INFANT SERVICES 222 S. HOUSTON AVENUE TULSA, OK 74127	NONE 501(C) (3)			OPERATIONS	20,000.
MAZON 1990 S. BUNDY, SUITE 260 LOS ANGELES, CA 90025	NONE 501(C) (3)			GENERAL PURPOSE	15,000.
MEALS ON WHEELS OF METRO TULSA 12620 E. 31ST STREET TULSA, OK 74146	NONE 501(C) (3)			GENERAL PURPOSE	15,500.
TULSA ADVOCATES FOR THE PROTECTION OF CHILDREN P.O. BOX 14044 TULSA, OK 74159-1044	NONE 501(C) (3)			OPERATIONS	10,000.
AMERICAN FRIENDS OF MAGEN DAVID ADOM 3175 COMMERCIAL AVENUE NORTHBROOK, IL 60062	NONE 501(C) (3)			GENERAL PURPOSE	2,500.
TULSA DAY CENTER FOR THE HOMELESS 415 W. ARCHER STREET TULSA, OK 74103	NONE 501(C) (3)			CLIENT SERVICES	40,500.

FORM 990FF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION STATUS OF RECIPIENT			
CHILD ABUSE NETWORK 2829 S SHERIDAN TULSA, OK 74129	NONE 501(C) (3)		OPERATIONS	10,000.
SHERWIN MILLER MUSEUM OF JEWISH ART 2021 E. 71ST STREET TULSA, OK 74136	NONE 501(C) (3)		2011 EXHIBITION SERIES	5,000.
SAN MIGUEL SCHOOL OF TULSA 2434 E. ADMIRAL BLVD TULSA, OK 74110	NONE 501(C) (3)		OPERATIONS	30,000.
DOCTORS WITHOUT BORDERS 333 7TH AVENUE, 2ND FLOOR NEW YORK, NY 10001-5004	NONE 501(C) (3)		GENERAL PROGRAM	5,000.
CLAL(CENTER FOR LEARNING AND LEADERSHIP) 440 PARK AVENUE SOUTH, 4TH FLOOR NEW YORK, NY 10016-8012	NONE 501(C) (3)		GENERAL PROGRAM	2,500.
DUKE UNIVERSITY P.O. BOX 90600 DURHAM, NC 27708	NONE 501(C) (3)		GENERAL PURPOSE	1,000.

FORM 990FF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
COMMUNITY FOOD BANK OF EASTERN OKLAHOMA 1304 N. KENOSHA AVE TULSA, OK 74106-5901	NONE 501(C) (3)	GENERAL PURPOSE	20,000.
CONGREGATION B'NAI EMUNAH P.O. BOX 52430 TULSA, OK 74152	NONE 501(C) (3)	MENTORING PROGRAM AND GENERAL PROGRAM	64,500.
JEWISH FEDERATION OF TULSA 2021 E 71ST STREET TULSA, OK 74135	NONE 501(C) (3)	LECTURE SERIES, AND GENERAL PURPOSE	22,600.
LOLLIPOPS & RAINBOWS 5103 S. SHERIDAN RD. #670 TULSA, OK 74145	NONE 501(C) (3)	OPERATIONS	1,250.
OKLA CHAPTER NATIONAL MULTIPLE SCLEROSIS SOCIETY 1632 S TRENTON AVENUE TULSA, OK 74120	NONE 501(C) (3)	GENERAL PURPOSE	2,500.
PROJECT ELF, INC. 4606 E. 67TH, SUITE 206 TULSA, OK 74136	NONE 501(C) (3)	FUND ADMINISTRATIVE POSITION	45,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
MIZEL JEWISH COMMUNITY DAY SCHOOL 2021 E. 71ST STREET TULSA, OK 74136	NONE 501(C) (3)	OPERATIONS	20,500.
OKLAHOMA ISRAEL EXCHANGE 710 WILSHIRE BLVD, SUITE C OKLAHOMA CITY, OK 73116	NONE 501(C) (3)	GENERAL PURPOSE	1,000.
TULSA JEWISH RETIREMENT & HEALTH CARE CENTER 2025 E. 71ST STREET TULSA, OK 74136-5453	NONE 501(C) (3)	OPERATIONS AND CAPITAL CAMPAIGN	231,500.
TOWN & COUNTRY SCHOOL 5150 E. 101ST STREET TULSA, OK 74137	NONE 501(C) (3)	OPERATIONS	15,000.
TULSA COMMUNITY FOUNDATION - CHILD PROTECTION COAL 7030 S.YALE AVE., STE. 600 TULSA, OK 74136	NONE 501(C) (3)	CONTRIBUTION - CHILD PROTECTION COALITION	10,000.
TULSA COMMUNITY FOUNDATION 7030 S. YALE AVENUE, SUITE 600 TULSA, OK 74136	NONE 501(C) (3)	LEVIT PRIZES FOR MUSIC	10,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION STATUS OF RECIPIENT			
YOUTH SERVICES OF TULSA 311 S. MADISON AVENUE TULSA, OK 74120	NONE 501(C) (3)		TRANSITIONAL LIVING PROGRAM	50,000.
AMERICAN PARDES FOUNDATION, INC. 5 WEST 37TH ST., SUITE 802 NEW YORK, NY 10018	NONE 501(C) (3)		ENVIRONMENTAL CLASSROOM	20,000.
BIG BROTHERS & BIG SISTERS OF OKLAHOMA 5840 S. MEMORIAL DR., STE 105 TULSA, OK 74145	NONE 501(C) (3)		OPERATIONS	25,000.
CROSTOWN LEARNING CENTER 2501 E. ARCHER STREET TULSA, OK 74110	NONE 501(C) (3)		OPERATIONS	10,000.
GLOBAL GARDENS P.O. BOX 52034 TULSA, OK 74152	NONE 501(C) (3)		OPERATIONS	10,000.
LEADERSHIP TULSA, INC. 1717 S. BOULDER AVENUE, STE 104 TULSA, OK 74119	NONE 501(C) (3)		OPERATIONS	3,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
PHILBROOK MUSEUM OF ART 2727 ROCKFORD ROAD TULSA, OK 74114-4104	NONE 501(C)(3)		GENERAL PURPOSE	10,000.
REBUILDING TOGETHER TULSA P.O. BOX 52201 TULSA, OK 74152	NONE 501(C)(3)		GENERAL OPERATIONS	20,000.
RESONANCE CENTER FOR WOMEN, INC. 1608 S. ELWOOD AVENUE TULSA, OK 74119	NONE 501(C)(3)		GENERAL OPERATIONS	10,000.
ST. JOHN MEDICAL CENTER FOUNDATION 1923 S. UTICA AVENUE TULSA, OK 74104	NONE 501(C)(3)		GENERAL PURPOSE	2,500.
STREET SCHOOL 1135 S. YALE AVENUE TULSA, OK 74112	NONE 501(C)(3)		GENERAL OPERATIONS	15,000.
SWARTHMORE COLLEGE 500 COLLEGE AVENUE SWARTHMORE, PA 19081	NONE 501(C)(3)		GENERAL PROGRAM	500.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
THE DREAM INSTITUTE P.O. BOX 52785 TULSA, OK 74152-0785	NONE	501(C) (3)	GENERAL OPERATIONS	5,000.
THE RIGHT PATH RIDING SCHOOL 16620 OLD SHAMROCK HWY. DRUMRIGHT, OK 74030	NONE	501(C) (3)	OPERATIONS	10,000.
TULSA AREA UNITED WAY P.O BOX 1859 TULSA, OK 74101-1859	NONE	501(C) (3)	GENERAL PURPOSE	10,000.
TULSA BALLET 1212 E. 45TH PL. SOUTH TULSA, OK 74105	NONE	501(C) (3)	GENERAL PROGRAM	7,500.
TULSA COMMUNITY FOUNDATION 7030 S. YALE, STE 600 TULSA, OK 74136	NONE	501(C) (3)	A WAY HOME FOR TULSA	50,000.
TULSA OPERA, INC. 1610 S. BOULDER AVENUE TULSA, OK 74119-4479	NONE	501(C) (3)	GENERAL PROGRAMS	10,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
TULSA SYMPHONY ORCHESTRA 111 E. 1ST STREET, SUITE 1 TULSA, OK 74103-2817	NONE 501(C)(3)	GENERAL OPERATIONS	15,000.
COMMUNITY SERVICE COUNCIL OF GREATER TULSA 16 E. 16TH ST., STE. 202 TULSA, OK 74119-4402	NONE 501(C)(3)	TULSA WEATHER COALITION	6,000.
ALS WORLDWIDE 125 N. HAMILTON STREET MADISON, WI 53703	NONE 501(C)(3)	OPERATIONS	30,000.
AMERICAN JEWISH JOINT DISTRIBUTION COMMITTEE 711 THIRD AVENUE NEW YORK, NY 10017	NONE 501(C)(3)	OPERATIONS	15,000.
ANTI DEFORMATION LEAGUE 605 3RD AVENUE NEW YORK, NY 10158	NONE 501(C)(3)	GENERAL PURPOSE	1,000.
ARTS & HUMANITIES COUNCIL OF TULSA 2210 S. MAIN STREET TULSA, OK 74114	NONE 501(C)(3)	COMMUNITY ARTS PARTNERSHIP PROGRAM	25,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION STATUS OF RECIPIENT			
AYEKA, LTD 10630 TUXFORD DRIVE ALPHARETTA, GA 30022	NONE 501 (C) (3)		OPERATIONS	30,000.
BLUE STAR MOTHERS OF SAND SPRINGS P.O. BOX 101 SAND SPRINGS, OK 74063	NONE 501 (C) (3)		GENERAL PROGRAM	1,000.
CHAMBERS MUSIC TULSA 2210 S. MAIN TULSA, OK 74114	NONE 501 (C) (3)		OPERATIONS	10,000.
CLAREHOUSE, INC. 7617 S. MINGO ROAD TULSA, OK 74133	NONE 501 (C) (3)		OPERATIONS	10,000.
DOMESTIC VIOLENCE INTERVENTION SERVICES 4300 S. HARVARD, SUITE 100 TULSA, OK 74135-2608	NONE 501 (C) (3)		OPERATIONS	10,000.
DONORSCHOOSE 213 W. 35TH, 2ND FLOOR EAST NEW YORK, NY 10001	NONE 501 (C) (3)		GENERAL PROGRAM	900.

FORM 990EF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
FOLDS OF HONOR FOUNDATION 5800 N. PATRIOT DRIVE OWASSO, OK 74055	NONE 501(C) (3)		FUND SCHOLARSHIPS	10,000.
HOSPICE OF GREEN COUNTRY 2121 S. COLUMBIA AVENUE, SUITE 200 TULSA, OK 74114	NONE 501(C) (3)		OPERATIONS	2,500.
INDIAN NATIONS COUNCIL, BSA 4295 S. GARNETT ROAD TULSA, OK 74146	NONE 501(C) (3)		GENERAL PROGRAM	2,500.
KIPP TULSA ACADEMY COLLEGE PREPARATORY, INC. 1661 E. VIRGIN STREET TULSA, OK 74106	NONE 501(C) (3)		GENERAL OPERATIONS	15,000.
LEGAL AID SERVICES OF OKLAHOMA, INC. 907 S. DETROIT AVENUE, SUITE 725 TULSA, OK 74120	NONE 501(C) (3)		MLPC PROGRAM	5,000.
MAKE-A-WISH FOUNDATION 5201 N. SHARTEL AVENUE OKLAHOMA CITY, OK 73118	NONE 501(C) (3)		GENERAL PROGRAM	2,000.

FORM 990EF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
MARQUETTE SCHOOL RISE PROGRAM 1519 S. QUINCY TULSA, OK 74120	NONE 501(C) (3)	OPERATIONS AND GENERAL PROGRAM	25,000.
OKLAHOMA CENTER FOR COMMUNITY & JUSTICE 100 W. 5TH STREET, LL1030 TULSA, OK 74103	NONE 501(C) (3)	OPERATIONS	5,000.
PARENT CHILD CENTER OF TULSA 1421 S. BOSTON TULSA, OK 74119	NONE 501(C) (3)	OPERATIONS	500.
PROJECT SUNSHINE 108 W. 39TH STREET, SUITE 725 NEW YORK, NY 10018	NONE 501(C) (3)	GENERAL PROGRAM	1,000.
SUSAN G. KOMAN RACE FOR THE CURE P.O. BOX 650309 DALLAS, TX 75265-0309	NONE 501(C) (3)	GENERAL PURPOSE	1,000.
THE LITTLE LIGHT HOUSE 5120 E. 36TH STREET TULSA, OK 74135-5228	NONE 501(C) (3)	OPERATIONS	10,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
THE PRESENTENSE GROUP 131 W. 86TH ST., 7TH FLOOR, ROOM 2 NEW YORK, NY 10024	NONE	501(C) (3)	GENERAL PURPOSE	1,000.
UNITED STATES HOLOCAUST MEMORIAL MUSEUM P.O. BOX 7022 ALBERT LEA, MN 56007-8022	NONE	501(C) (3)	GENERAL PROGRAM	1,000.
VISITING NURSE ASSOCIATION 7875 E. 51ST STREET TULSA, OK 74145	NONE	501(C) (3)	GENERAL PURPOSE	1,000.
ANIMAL RESCUE FOUNDATION P.O. BOX 471483 TULSA, OK 74147	NONE	501(C) (3)	GENERAL PURPOSE	500.
BECCA'S CLOSET 2672 E. 38TH STREET TULSA, OK 74105	NONE	501(C) (3)	GENERAL PURPOSE	500.
BIRTHRIGHT ISRAEL FOUNDATION 33 E. 33RD ST. 7TH FLOOR NEW YORK, NY 10016	NONE	501(C) (3)	OPERATIONS	20,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION STATUS OF RECIPIENT			
B'NAI B'RITH YOUTH ORGANIZATION 2020 K STREET, NW, 7TH FLOOR WASHINGTON, DC 20006	NONE	501(C) (3)	GENERAL PURPOSE	500.
CATHOLIC CHARITIES P.O. BOX 580460 TULSA, OK 74158-0460	NONE	501(C) (3)	GENERAL PURPOSE	3,500.
CARE 151 ELLIS STREET NE ATLANTA, GA 30303-2440	NONE	501(C) (3)	GENERAL PURPOSE	500.
COMMUNITY ACTION PROJECT 4606 S. GARNETT RD., STE 100 TULSA, OK 74146	NONE	501(C) (3)	TUESDAY TALES & READING IS FUNDAMENTAL PROGRAMS	10,000.
EASTERN OKLAHOMA DONATED DENTAL SERVICES, INC. 3741 S. PEORIA AVENUE TULSA, OK 74105-3264	NONE	501(C) (3)	OPERATIONS	10,000.
FAB LAB, INC. 710 S. LEWIS AVENUE TULSA, OK 74104	NONE	501(C) (3)	OPERATIONS	10,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D)

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT		
GOOD SAMARITAN MINISTRY, INC. 901 S. FAITH LANE CLAREMORE, OK 74017	NONE 501(C) (3)	CAPITAL CAMPAIGN	5,000.
HEALTH OUTREACH PREVENTION EDUCATION (H.O.P.E.) 3540 E. 31ST ST., STE 3 TULSA, OK 74135	NONE 501(C) (3)	OPERATIONS	10,000.
HELPING HAND MINISTRY, INC. 709 S. BOSTON AVENUE TULSA, OK 74119	NONE 501(C) (3)	OPERATIONS	10,000.
HONEST REPORTING 10024 SKOKIE BLVD., STE. 201 SKOKIE, IL 60077-1025	NONE 501(C) (3)	OPERATIONS	10,500.
ISRAEL GUIDE DOG CENTER FOR THE BLIND 732 S. SETTLERS CIRCLE WARRINGTON, PA 18976	NONE 501(C) (3)	OPERATIONS	12,500.
JUDAISM & DEMOCRACY OF ACTION ALLIANCE OF NA 364 W. 117TH ST., #4C NEW YORK, NY 10026	NONE 501(C) (3)	MEITARIM NETWORK	15,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D)

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND				AMOUNT
RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION		
MENTAL HEALTH ASSOCIATION IN TULSA, INC. 1870 S. BOULDER TULSA, OK 74119-5234	NONE 501(C) (3)	GENERAL OPERATIONS AND HUDSON VILLAS OPERATIONS		110,000.
MOISHE HOUSE 1330 BROADWAY, STE 801 OAKLAND, CA 94316	NONE 501(C) (3)	GENERAL PURPOSE		500.
NEIGHBOR FOR NEIGHBOR 505 E. 36TH STREET NORTH TULSA, OK 74106-1812	NONE 501(C) (3)	OPERATIONS		30,000.
NEW HOPE CAMP, INC. 10901 S. YALE TULSA, OK 74137-7211	NONE 501(C) (3)	OPERATIONS		5,000.
PALMER CONTINUUM OF CARE, INC. P.O. BOX 580700 TULSA, OK 74158-0700	NONE 501(C) (3)	CHILD CARE PROGRAMS AT TULSA'S WOMENS CENTER		10,000.
PLANNED PARENTHOOD OF ARKANSAS & EASTERN OKLAHOMA 5780 S. PEORIA TULSA, OK 74105	NONE 501(C) (3)	OPERATIONS		10,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
RETIRED SENIOR VOLUNTEER PROGRAM OF TULSA (RSVP) 5756 E. 31ST ST. TULSA, OK 74135	NONE 501(C) (3)	OPERATION	4,000.
THE NATURE CONSERVANCY OKLAHOMA CHAPTER OFFICE 2727 E. 21ST ST., STE. 102 TULSA, OK 74114	NONE 501(C) (3)	GENERAL PURPOSE	500.
THE CENTER FOR INDIVIDUALS WITH PHYSICAL CHALLENGE 815 S. UTICA AVENUE TULSA, OK 74104	NONE 501(C) (3)	OPERATIONS	10,000.
TEACH FOR AMERICA 209 S. LAKEWOOD AVENUE TULSA, OK 74112	NONE 501(C) (3)	OPERATIONS	25,000.
SAND SPRINGS PARK FRIENDS, INC. 1050 W. WEKIWA RD. SAND SPRINGS, OK 74063	NONE 501(C) (3)	KEYSTONE ANCIENT PRESERVE	60,000.
TULSA BOYS HOME P.O. BOX 14047 TULSA, OK 74159	NONE 501(C) (3)	OPERATIONS	4,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D)

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT		
TULSA CHILDREN'S MUSEUM P.O. BOX 701620 TULSA, OK 74170-1620	NONE 501(C) (3)	PROGRAM MANAGER FUNDING	40,000.
TULSA COMMUNITY COLLEGE FOUNDATION 3727 E. APACHE TULSA, OK 74115	NONE 501(C) (3)	RECOVERY PROGRAM SCHOLARSHIPS	10,000.
TULSA COMMUNITY FOUNDATION 7030 S. YALE, STE. 600 TULSA, OK 74136	NONE 501(C) (3)	PASS	20,000.
TULSA COMMUNITY FOUNDATION 7030 S. YALE AVE., STE. 600 TULSA, OK 74136	NONE 501(C) (3)	SUMMER LEADERSHIP ACADEMY	2,000.
TULSA GLOBAL ALLIANCE 800 S. TUCKER DRIVE TULSA, OK 74104-3126	NONE 501(C) (3)	KIDS WORLD 2012	5,000.
TULSA HISTORICAL SOCIETY 2445 S. PEORIA TULSA, OK 74114-1326	NONE 501(C) (3)	GENERAL PROGRAM	2,500.

FORM 990FF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
UNIVERSITY OF OKLAHOMA FOUNDATION FBO OU-TULSA 4502 E. 41ST ST., STE. 3832 TULSA, OK 74135-5065	NONE	501(C)(3)	LOUDER THAN A BOMB PROGRAM	5,000.
VOLUNTEER CENTRAL OF GREATER TULSA INC. P.O. BOX 4196 TULSA, OK 74119	NONE	501(C)(3)	OPERATIONS	10,000.
YMCA 1910 S. LEWIS AVENUE TULSA, OK 74104-5708	NONE	501(C)(3)	IMMIGRANT & REFUGEE PROGRAMS	15,000.
TOTAL CONTRIBUTIONS PAID				<u>1,602,750.</u>

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUEATTACHMENT 14

DESCRIPTION	BUSINESS CODE	EXCLUSION		RELATED OR EXEMPT FUNCTION INCOME
		AMOUNT	CODE	
FEE REBATE				
M&N VALVE JOINT VENTURE, LP	423000	4,863.	14	1,806.
TULSA-N-TRUST	423000	-11,510.	16	-3,940.
STATE TAX REFUND				3,721.
FEDERAL TAX REFUND				17,365.
KKR FINANCIAL HOLDINGS LLC	211110	17.		
PORTOFINO COMPANY, LLC	531390	-675.		
OIL & GAS WORKING INTEREST	211110	79,295.		
MISC INCOME			18	-58.
OIL & GAS ROYALTY GROSS INCOME			15	65.
TOTALS		<u>71,990.</u>		<u>18,959.</u>

SCHEDULE D
(Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

► Attach to Form 1041, Form 5227, or Form 990-T. See the instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).

OMB No 1545-0092

2011

Name of estate or trust

THE SHARNA AND IRVIN FRANK FOUNDATION

Employer identification number

73-1503704

Note: Form 5227 filers need to complete *only* Parts I and II

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	-10,268.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	44.
4 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2010 Capital Loss Carryover Worksheet	4	()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ►	5	-10,224.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	345,668.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	-3,549.
9 Capital gain distributions	9	
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2010 Capital Loss Carryover Worksheet	11	()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ►	12	342,119.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2011

Part III Summary of Parts I and II**Caution: Read the instructions before completing this part.**

	(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
13 Net short-term gain or (loss)	13		-10,224.
14 Net long-term gain or (loss):			
a Total for year	14a		342,119.
b Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b		
c 28% rate gain	14c		
15 Total net gain or (loss). Combine lines 13 and 14a	15		331,895.

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

Part IV Capital Loss Limitation

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of	16	()
a The loss on line 15, column (3) or b \$3,000		

Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part only if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if

- Either line 14b, col (2) or line 14c, col (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.

Form 990-T trusts. Complete this part only if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero.

17 Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17	
18 Enter the smaller of line 14a or 15 in column (2) but not less than zero	18	
19 Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19	
20 Add lines 18 and 19	20	
21 If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0-	21	
22 Subtract line 21 from line 20. If zero or less, enter -0-	22	
23 Subtract line 22 from line 17. If zero or less, enter -0-	23	
24 Enter the smaller of the amount on line 17 or \$2,300	24	
25 Is the amount on line 23 equal to or more than the amount on line 24? ☐ Yes. Skip lines 25 and 26, go to line 27 and check the "No" box ☐ No. Enter the amount from line 23	25	
26 Subtract line 25 from line 24	26	
27 Are the amounts on lines 22 and 26 the same? ☐ Yes. Skip lines 27 thru 30, go to line 31 ☐ No. Enter the smaller of line 17 or line 22	27	
28 Enter the amount from line 26 (If line 26 is blank, enter -0-)	28	
29 Subtract line 28 from line 27	29	
30 Multiply line 29 by 15% (15)	30	
31 Figure the tax on the amount on line 23. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31	
32 Add lines 30 and 31	32	
33 Figure the tax on the amount on line 17. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33	
34 Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34	

Department of the Treasury
Internal Revenue Service

► See instructions for Schedule D (Form 1041).

▶ **Attach to Schedule D** to list additional transactions for lines 1a and 6a.

2011

Name of estate or trust

THE SHARNA AND IRVIN FRANK FOUNDATION

Employer identification number

73-1503704

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less[illegible]

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b	-10,268.
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For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2011

Employer identification number

[illegible]

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b	345,668.
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Description	Units	Acquisition Date	Disposition Date	Proceeds	Basis	Gain (Loss)
TARGET CORP	140 000	6/1/2012	6/11/2012	8,048 43	8,021 93	26 50
MEDTRONIC INC	295 000	6/1/2012	6/18/2012	11,111 04	10,687 82	423 22
ASML HOLDING NV	173 000	6/1/2012	6/25/2012	8,763 58	7,618 90	1,144 68
GOOGLE INC-CL A	40 000	5/23/2012	6/6/2012	22,813 49	24,431 79	(1,618 30)
ILLUMINA INC	5 000	5/21/2012	5/31/2012	219 38	218 97	0 41
APPLE INC COM	102 000	5/15/2012	5/29/2012	57,961 23	40,125 54	17,835 69
AT&T INC	1,348 000	5/15/2012	5/29/2012	44,793 70	41,098 13	3,695 57
CELANESE CORP-SERIES A	287 000	5/15/2012	5/29/2012	11,715 10	12,351 34	(636 24)
CVS CAREMARK CORP	903 000	5/15/2012	5/29/2012	40,282 01	32,107 98	8,174 03
PHILIP MORRIS INTERNATIONAL	273 000	5/15/2012	5/29/2012	22,950 73	23,372 02	(421.29)
PHILLIPS 66	300 000	5/15/2012	5/29/2012	9,317 82	8,375 80	942 02
THE WALT DISNEY CO	942 000	5/15/2012	5/29/2012	41,475 32	37,825 95	3,649 37
GENERAL ELECTRIC CO	2,558 000	5/15/2012	6/6/2012	47,257 22	44,244 51	3,012 71
GILEAD SCIENCES INC	301 000	5/15/2012	6/6/2012	14,628 30	15,678 49	(1,050 19)
MARATHON OIL CORP	601 000	5/15/2012	6/6/2012	14,387 61	15,396 66	(1,009 05)
PHILLIPS 66	289 000	5/15/2012	6/6/2012	8,513 78	9,025 02	(511 24)
GREEN MOUNTAIN COFFEE ROASTE	391 000	5/1/2012	5/8/2012	10,073 69	16,224 69	(6,151 00)
CF INDUSTRIES HOLDINGS INC	137 000	5/1/2012	5/10/2012	25,300 41	12,537 74	12,762 67
RUE21 INC	441 000	5/1/2012	6/1/2012	12,616 96	11,565 91	1,051 05
C H ROBINSON WORLDWIDE INC	350 000	5/1/2012	6/25/2012	20,764 63	21,110 50	(345 87)
PHILLIPS 66	255 000	4/23/2012	5/9/2012	7,846 79	7,509 16	337 63
TELEFONICA SA-SPON ADR	1,627 000	4/23/2012	5/23/2012	20,145 87	37,755 14	(17,609 27)
GILEAD SCIENCES INC	307 000	4/19/2012	5/29/2012	15,352 75	16,025 36	(672 61)
MERCK & CO INC/NJ	1,120 000	4/19/2012	5/29/2012	41,652 42	40,698 92	953 50
NEXTERA ENERGY INC	278 000	4/19/2012	5/29/2012	18,011 35	17,464 02	547 33
UNITED TECHNOLOGIES CORP	420 000	4/19/2012	5/29/2012	30,957 54	33,364 74	(2,407 20)
AMERICAN EXPRESS CO	682 000	4/19/2012	6/6/2012	36,330 75	34,031 89	2,298 86
MERCK & CO INC/NJ	1,094 000	4/19/2012	6/6/2012	40,540 32	39,813 12	727 20
NEXTERA ENERGY INC	275 000	4/19/2012	6/6/2012	17,731 62	17,275 56	456 06
TRIPADVISOR INC	34 000	4/13/2012	5/4/2012	1,238 25	1,103 00	135 25
DENDREON CORP	1,218 000	4/13/2012	5/23/2012	8,773 30	15,027 65	(6,254 35)
VIVUS INC	166 000	3/21/2012	4/11/2012	3,818 79	3,418 36	400 43
BED BATH & BEYOND INC	140 000	3/21/2012	5/29/2012	9,888 11	9,247 00	641 11
CITIGROUP INC	1,042 000	3/21/2012	5/29/2012	27,810 45	36,437 99	(8,627 54)
DEERE & CO	170 000	3/21/2012	5/29/2012	12,799 03	13,585.51	(786 48)
REGIONS FINANCIAL CORP	2,600 000	3/21/2012	5/29/2012	16,093 89	16,513 37	(419 48)
SCHLUMBERGER LTD	130 000	3/21/2012	5/29/2012	8,635 71	9,687 05	(1,051 34)
BED BATH & BEYOND INC	138 000	3/21/2012	6/6/2012	9,797 79	9,114 90	682 89
KRAFT FOODS INC-A	563 000	3/21/2012	6/6/2012	21,151 72	20,084 75	1,066 97
SCHLUMBERGER LTD	120 000	3/21/2012	6/6/2012	7,426.65	8,941 89	(1,515 24)
FASTENAL CO	926 000	3/21/2012	6/14/2012	36,576 64	49,884 36	(13,307 72)
CLIFFS NATURAL RESOURCES	10 000	3/12/2012	4/18/2012	695 98	639 89	56 09
MACY'S INC	271 000	2/29/2012	4/24/2012	10,791 00	10,349 28	441 72
FORD MOTOR CO	1,225 000	2/29/2012	5/29/2012	12,617 82	15,255 95	(2,638 13)
MACY'S INC	411 000	2/29/2012	5/29/2012	15,050 52	13,613 12	1,437 40
TARGET CORP	252 000	2/29/2012	5/29/2012	14,257 87	13,621 33	636 54
CHEVRON CORP	441 000	2/23/2012	5/29/2012	43,292 43	46,952 38	(3,659 95)
HEWLETT-PACKARD CO	692 000	2/23/2012	5/29/2012	14,462 54	18,956 65	(4,494 11)
MARATHON OIL CORP	614 000	2/23/2012	5/29/2012	14,901 50	21,240 72	(6,339 22)
PACCAR INC	357 000	2/23/2012	5/29/2012	13,762 08	16,081 80	(2,319 72)
REGIONS FINANCIAL CORP	2,588 000	2/23/2012	6/6/2012	15,061 81	15,165 68	(103 87)
DICK'S SPORTING GOODS INC	1 000	2/22/2012	4/18/2012	49 30	45 03	4 27
FASTENAL CO	6 000	2/15/2012	4/18/2012	293.51	303 78	(10 27)
LINKEDIN CORP A	43 000	2/10/2012	4/18/2012	4,649 05	3,656 24	992 81
PRICESMART INC	8 000	2/10/2012	4/18/2012	616 54	577 10	39 44
PRICESMART INC	110 000	2/10/2012	5/4/2012	8,932 35	7,935 07	997 28
ACME PACKET INC	167 000	2/10/2012	5/15/2012	4,225 01	5,748 00	(1,522 99)
HESS CORP	636 000	2/10/2012	5/18/2012	29,541 09	35,854 44	(6,313 35)
ACE LTD	307 000	2/10/2012	5/29/2012	22,316 39	21,270 10	1,046 29
AMERIPRISE FINANCIAL INC	286 000	2/10/2012	5/29/2012	13,450 30	15,375 09	(1,924 79)
CENTURYLINK INC	516 000	2/10/2012	5/29/2012	19,937 84	19,569 15	368 69
HONEYWELL INTERNATIONAL INC	178 000	2/10/2012	5/29/2012	10,181 46	10,552 07	(370 61)
THE TRAVELERS COMPANIES INC	496 000	2/10/2012	5/29/2012	31,167 99	27,124 51	4,043 48
CENTURYLINK INC	508 000	2/10/2012	6/6/2012	18,780 59	19,265.76	(485 17)
PACCAR INC	348 000	2/10/2012	6/6/2012	12,680 86	15,061 38	(2,380 52)
CONCHO RESOURCES INC	511 000	2/6/2012	3/26/2012	51,453 25	52,429 98	(976 73)
DELL INC	2,094 000	2/6/2012	5/22/2012	31,578 28	37,128 50	(5,550 22)

Description	Units	Acquisition Date	Disposition Date	Proceeds	Basis	Gain (Loss)
NUANCE COMMUNICATIONS INC	444 000	2/6/2012	5/22/2012	9,692 13	13,215.44	(3,523 31)
TIM PARTICIPACOE SA	1,337 000	2/6/2012	5/29/2012	32,264 29	36,946 12	(4,681 83)
COACH INC	509 000	2/6/2012	6/14/2012	32,019 00	36,868 75	(4,849 75)
MOODY'S CORP	961 000	2/6/2012	6/14/2012	34,707 37	37,188 01	(2,480 64)
NUANCE COMMUNICATIONS INC	1,756 000	2/6/2012	6/14/2012	36,799 31	50,339 60	(13,540.29)
POLYPORE INTL INC	160 000	1/31/2012	3/22/2012	5,641 79	7,757 84	(2,116 05)
TIME WARNER INC	448 000	1/27/2012	3/26/2012	16,006 29	16,321 64	(315 35)
FORD MOTOR CO	1,256 000	1/27/2012	6/6/2012	12,584 83	15,511 60	(2,926 77)
NATIONAL GRID PLC - SPON ADR	431 000	1/27/2012	6/6/2012	21,567.18	20,858 69	708 49
THE WALT DISNEY CO	933 000	1/27/2012	6/6/2012	41,425 48	33,559 54	7,865 94
AVAGO TECHNOLOGIES LTD	6 000	1/25/2012	4/18/2012	224 51	204 46	20.05
FUSION - IO INC	53 000	1/25/2012	4/18/2012	1,459 58	1,338 34	121 24
FUSION - IO INC	139 000	1/25/2012	5/16/2012	2,980 69	3,509 99	(529 30)
DEERE & CO	99 000	1/13/2012	2/28/2012	8,298 54	8,349 50	(50 96)
COMCAST CORP-CL A	545 000	1/13/2012	5/29/2012	15,575 80	13,393 86	2,181 94
JOHNSON CONTROLS INC	251 000	1/13/2012	5/29/2012	7,680 55	8,817 75	(1,137 20)
STATE STREET CORP	207 000	1/13/2012	5/29/2012	8,592 47	8,934 27	(341 80)
AMERIPRISE FINANCIAL INC	284 000	1/13/2012	6/6/2012	13,092 13	14,664 47	(1,572 34)
HEWLETT-PACKARD CO	605 000	1/13/2012	6/6/2012	12,838 11	16,092 83	(3,254 72)
STATE STREET CORP	198 000	1/13/2012	6/6/2012	7,894 10	8,545 82	(651 72)
MERCK & CO INC/NJ	87.000	1/6/2012	1/13/2012	3,346 82	3,362 26	(15 44)
ARUBA NETWORKS INC	857 000	1/6/2012	5/24/2012	12,795 50	17,555 38	(4,759 88)
CONCUR TECHNOLOGIES INC	10 000	12/28/2011	1/13/2012	482 79	514 40	(31 61)
FORTINET INC	23 000	12/28/2011	1/13/2012	461 60	494 23	(32 63)
UNITED NATURAL FOODS INC	12 000	12/27/2011	1/13/2012	496 67	483 36	13 31
AON CORP	699 000	12/14/2011	2/15/2012	33,934 11	33,002 55	931 56
CELANESE CORP-SERIES A	182 000	12/14/2011	2/28/2012	8,728 78	7,653 15	1,075 63
REYNOLDS AMERICAN INC	1,218 000	12/14/2011	5/18/2012	49,265 18	42,315 82	6,949 36
ORACLE CORP	1,515 000	12/14/2011	5/29/2012	40,223 10	44,206 40	(3,983 30)
SIMON PROPERTY GROUP INC REIT	115 000	12/14/2011	5/29/2012	16,904 63	13,530 78	3,373 85
AT&T INC	740 000	12/14/2011	6/6/2012	25,033 93	21,146 73	3,887 20
AVALONBAY COMMUNITIES INC REIT	120 000	12/14/2011	6/6/2012	16,387 03	15,306 42	1,080 61
BOEING CO	256 000	12/14/2011	6/6/2012	17,228 44	17,099 00	129 44
BOSTON PROPERTIES INC REIT	187 000	12/14/2011	6/6/2012	18,918 38	18,173 67	744 71
CELANESE CORP-SERIES A	280 000	12/14/2011	6/6/2012	10,508 18	11,774 09	(1,265 91)
DEERE & CO	163 000	12/14/2011	6/6/2012	11,680 33	11,976 91	(296 58)
MACY'S INC	392 000	12/14/2011	6/6/2012	14,468 43	12,158 46	2,309 97
ONYX PHARMACEUTICALS INC	12 000	12/12/2011	1/13/2012	528 22	462 00	66 22
ALTRIA GROUP INC	212 000	12/9/2011	1/13/2012	6,126 70	6,108 25	18 45
BRISTOL-MYERS SQUIBB CO	180 000	12/9/2011	1/13/2012	6,193 70	6,060 56	133 14
HUMANA INC	71 000	12/9/2011	1/13/2012	6,719 31	6,175 62	543 69
NISOURCE INC	279 000	12/9/2011	1/13/2012	6,419 69	6,214 17	205 52
BRISTOL-MYERS SQUIBB CO	1,057 000	12/9/2011	2/9/2012	33,926 40	35,588 98	(1,662 58)
HUMANA INC	411 000	12/9/2011	3/26/2012	35,123 63	35,748 98	(625.35)
CUBIST PHARMACEUTICALS INC	13.000	12/5/2011	1/13/2012	521 02	506 74	14 28
UNITED THERAPEUTICS CORP	12 000	11/30/2011	1/13/2012	584 74	484 20	100 54
HCP INC	30 000	11/14/2011	1/13/2012	1,230 87	1,154 21	76 66
POLYPORE INTL INC	9 000	11/11/2011	1/13/2012	410 57	501 59	(91 02)
EXPEDIA INC	312 000	11/10/2011	1/6/2012	9,193 96	8,895 86	298 10
OPNET TECHNOLOGIES INC	6 000	11/10/2011	1/13/2012	202 37	206 41	(4 04)
COSTCO WHOLESALE CORP	77 000	11/8/2011	1/13/2012	6,109 83	6,443 98	(334 15)
DOMINION RESOURCES INC/VA	120 000	11/8/2011	1/13/2012	6,190 74	6,245 95	(55 21)
DUKE ENERGY CORP	310 000	11/8/2011	1/13/2012	6,683 50	6,475.90	207 60
MOTOROLA SOLUTIONS INC	152 000	11/8/2011	1/13/2012	7,019 24	6,910 42	108 82
SOUTHERN CO	148 000	11/8/2011	1/13/2012	6,656 92	6,457 02	199 90
VF CORP	51 000	11/8/2011	1/13/2012	6,815 50	6,814 17	1 33
WHOLE FOODS MARKET INC	112 000	11/8/2011	1/13/2012	8,116 49	7,628 39	488 10
VF CORP	259 000	11/8/2011	2/9/2012	34,203 40	34,605 30	(401 90)
DOMINION RESOURCES INC/VA	680 000	11/8/2011	3/26/2012	34,288 11	35,393 73	(1,105 62)
DUKE ENERGY CORP	1,703 000	11/8/2011	3/26/2012	35,442 37	35,575 67	(133 30)
GREEN MOUNTAIN COFFEE ROASTE	38 000	11/7/2011	1/13/2012	1,796 22	2,617 31	(821 09)
GREEN MOUNTAIN COFFEE ROASTE	113 000	11/7/2011	3/15/2012	5,877 27	7,783 05	(1,905 78)
MWI VETERINARY SUPPLY INC	3 000	11/3/2011	1/13/2012	197 42	212 40	(14.98)
EZCHIP SEMICONDUCTOR LTD	8 000	11/2/2011	1/13/2012	236 79	246 20	(9 41)
FNMA STP RT DUE 11/30/2026	500,000 000	11/2/2011	5/30/2012	500,000 00	498,875 00	1,125 00
BRIGHAM EXPLORATION CO	469 000	11/1/2011	11/16/2011	17,038 45	10,865 09	6,173 36
PHARMASSET INC	134 000	11/1/2011	12/27/2011	16,801 34	7,963 34	8,838 00
ACME PACKET INC	130.000	11/1/2011	12/30/2011	4,095 07	6,272 00	(2,176 93)

Description	Acquisition		Disposition		Proceeds	Basis	Gain (Loss)
	Units	Date	Date				
IPG PHOTONICS CORP	5 000	11/1/2011	1/13/2012		228 34	242 57	(14 23)
CARBO CERAMICS INC	180 000	11/1/2011	2/14/2012		16,219 91	21,610 36	(5,390 45)
CHICO'S FAS INC	580 000	10/31/2011	11/28/2011		5,676 99	6,423 19	(746 20)
SUCCESSFACTORS INC	170 000	10/31/2011	12/15/2011		6,759 10	3,655 47	3,103 63
ACACIA RESEARCH - ACACIA TECH	14 000	10/31/2011	1/13/2012		515 19	560 41	(45 22)
GULFPORT ENERGY CORP	9 000	10/31/2011	1/13/2012		286 01	270 37	15 64
HEXCEL CORP	20 000	10/31/2011	1/13/2012		511 19	485 54	25 65
IMPAX LABORATORIES INC	131 000	10/31/2011	1/17/2012		2,613 39	3,207 97	(594 58)
GRAFTECH INTERNATIONAL LTD	455 000	10/31/2011	2/28/2012		5,896 71	6,037 56	(140 85)
OASIS PETROLEUM INC	1 000	10/28/2011	11/3/2011		29 79	31 25	(1 46)
OASIS PETROLEUM INC	18 000	10/28/2011	1/13/2012		565 72	562 46	3 26
PINNACLE ENTERTAINMENT INC	10 000	10/27/2011	11/3/2011		109 49	105 41	4 08
PINNACLE ENTERTAINMENT INC	23 000	10/27/2011	1/13/2012		243 10	242 43	0 67
CARNIVAL CORP	937 000	10/25/2011	2/1/2012		28,347 18	38,687 09	(10,339 91)
PUBLIC SERVICE ENTERPRISE GP	341 000	10/25/2011	2/1/2012		10,312 78	11,694 66	(1,381 88)
PUBLIC SERVICE ENTERPRISE GP	386 000	10/25/2011	2/28/2012		11,850 11	13,039 28	(1,189.17)
ANADARKO PETROLEUM CORP	145 000	10/25/2011	4/24/2012		10,532 57	11,436.49	(903 92)
AMERICAN ELECTRIC POWER	383 000	10/25/2011	5/29/2012		14,427 47	14,198 96	228 51
ANADARKO PETROLEUM CORP	152 000	10/25/2011	5/29/2012		9,619 94	11,988 60	(2,368 66)
TIME WARNER INC	351 000	10/25/2011	5/29/2012		11,997 09	12,142 22	(145 13)
AMERICAN ELECTRIC POWER	373 000	10/25/2011	6/6/2012		14,304 41	13,917 36	387 05
ANADARKO PETROLEUM CORP	149 000	10/25/2011	6/6/2012		8,689 49	11,751 99	(3,062 50)
CHEVRON CORP	53 000	10/25/2011	6/6/2012		5,103 78	5,615 08	(511 30)
CITIGROUP INC	986 000	10/25/2011	6/6/2012		24,955 88	30,819 70	(5,863 82)
TIME WARNER INC	351 000	10/25/2011	6/6/2012		11,863 71	12,142 21	(278 50)
TJX COMPANIES INC	809 000	10/25/2011	6/6/2012		33,025 88	22,109 69	10,916.19
CONSOLIDATED EDISON INC	106 000	10/20/2011	1/13/2012		6,316 42	6,208 65	107 77
ROSS STORES INC	141 000	10/20/2011	1/13/2012		7,087 94	6,041 67	1,046 27
CONSOLIDATED EDISON INC	677 000	10/20/2011	1/17/2012		40,100 92	39,653 38	447 54
SUCCESSFACTORS INC	248 000	10/18/2011	1/10/2012		9,861 52	6,050 55	3,810 97
PEPSICO INC	15 000	10/13/2011	1/13/2012		983 23	934 83	48 40
ATWOOD OCEANICS INC	6 000	10/11/2011	1/13/2012		248.99	232 98	16.01
FORTINET INC	18 000	10/6/2011	11/3/2011		406 39	313 53	92 86
DANSKE BANK A/S-UNSPONS ADR	494 000	9/30/2011	5/21/2012		3,433 22	3,537 04	(103 82)
REGENERON PHARMACEUTICALS	68 000	9/20/2011	9/29/2011		4,419.08	1,753 40	2,665 68
ICON PLC - SPONSORED ADR	231 000	9/20/2011	10/20/2011		3,616 77	5,161 58	(1,544.81)
BRIGHAM EXPLORATION CO	190.000	9/20/2011	11/2/2011		6,912 07	3,195 19	3,716.88
FUSION - IO INC	105 000	9/20/2011	11/10/2011		3,966 10	2,704 44	1,261 66
GNC HOLDINGS INC	32 000	9/20/2011	1/13/2012		893 10	758 33	134 77
PLANTRONICS INC	181.000	9/20/2011	2/9/2012		6,902 81	6,028 17	874 64
CLOUD PEAK ENERGY INC	270 000	9/20/2011	2/23/2012		4,884 22	4,886 26	(2 04)
ROVI CORP	177 000	9/20/2011	3/21/2012		6,035 89	5,733 91	301.98
CENTENE CORP	268 000	9/20/2011	6/14/2012		6,931 64	5,136 30	1,795 34
REDWOOD TRUST INC REIT	268 000	9/20/2011	6/15/2012		3,215 93	3,508 52	(292 59)
FHLMC @ 3 000% DUE 09/29/2023	500,000 000	9/14/2011	6/29/2012		500,000 00	497,500 00	2,500 00
PPL CORPORATION	1,352 000	9/12/2011	4/24/2012		36,320 12	36,218 12	102 00
ARES CAPITAL CORP	1,895 000	9/8/2011	5/15/2012		29,038 15	26,227 38	2,810 77
TEMPUR-PEDIC INTERNATIONAL	327 000	9/8/2011	6/11/2012		7,275 92	6,082 32	1,193 60
CATALYST HEALTH SOLUTIONS INC	6 000	9/7/2011	9/23/2011		356 52	331 08	25 44
DECKERS OUTDOOR CORP	9 000	9/7/2011	9/23/2011		920 58	547 47	373 11
KKR FINANCIAL HOLDINGS LLC	6 000	9/7/2011	9/23/2011		50 57	49 92	0.65
NETLOGIC MICROSYSTEMS INC	65 000	9/7/2011	9/23/2011		3,126 46	1,872 53	1,253 93
OASIS PETROLEUM INC	4 000	9/7/2011	9/23/2011		107 21	105 16	2 05
SCHWAB (CHARLES) CORP	165 000	9/7/2011	9/26/2011		1,940 37	2,487 21	(546 84)
UNIVERSAL DISPLAY CORP	101 000	9/7/2011	10/12/2011		4,646 43	3,828 49	817 94
CONCUR TECHNOLOGIES INC	2 000	9/7/2011	11/3/2011		93 34	81 00	12 34
GNC HOLDINGS INC	6 000	9/7/2011	11/3/2011		145 29	143 82	1 47
KKR FINANCIAL HOLDINGS LLC	13 000	9/7/2011	11/3/2011		107 22	108 16	(0 94)
STIFEL FINANCIAL CORP	9 000	9/7/2011	11/3/2011		291 37	263 07	28 30
BORGWARNER INC	25 000	9/7/2011	11/4/2011		1,861 96	1,674 82	187 14
RESOURCES CONNECTION INC	1,590 000	9/7/2011	11/4/2011		17,111.57	24,987 26	(7,875 69)
SINA CORP	4.000	9/7/2011	11/4/2011		310 07	434 08	(124 01)
ROSETTA RESOURCES INC	66 000	9/7/2011	12/1/2011		3,248 67	3,006 36	242.31
KKR FINANCIAL HOLDINGS LLC	27 000	9/7/2011	1/13/2012		240 02	224 64	15 38
STIFEL FINANCIAL CORP	8 000	9/7/2011	1/13/2012		268.31	231 41	36 90
SUCCESSFACTORS INC	612 000	9/7/2011	1/30/2012		24,306 27	15,961 94	8,344 33
KKR FINANCIAL HOLDINGS LLC	338 000	9/7/2011	4/17/2012		3,136 59	2,650 00	486 59
AEROVIROMENT INC	520 000	9/7/2011	4/18/2012		13,545 74	13,491 83	53 91

Description	Units	Acquisition Date	Disposition Date	Proceeds	Basis	Gain (Loss)
SINA CORP	7.000	9/7/2011	4/18/2012	447 14	750 26	(303 12)
BLACKROCK INC	16 000	9/2/2011	1/13/2012	2,922 50	2,504 09	418 41
TIME WARNER CABLE	22 000	9/2/2011	1/13/2012	1,417 87	1,401 97	15 90
COGNEX CORP	33 000	8/30/2011	11/3/2011	1,112 72	1,166 69	(53 97)
COGNEX CORP	14 000	8/30/2011	1/13/2012	564 60	494 96	69 64
URBAN OUTFITTERS INC	682 000	8/24/2011	10/13/2011	16,047 95	19,860 97	(3,813 02)
TYCO INTERNATIONAL LTD	478 000	8/24/2011	12/19/2011	21,470 20	19,240 36	2,229 84
FRANKLIN RESOURCES INC	302 000	8/24/2011	1/19/2012	28,667 11	35,178 29	(6,511 18)
PUBLIC SERVICE ENTERPRISE GP	564 000	8/24/2011	3/26/2012	16,769 04	18,865 69	(2,096 65)
AVALONBAY COMMUNITIES INC REIT	120 000	8/24/2011	5/29/2012	16,857 23	14,771 01	2,086 22
BOSTON PROPERTIES INC REIT	192 000	8/24/2011	5/29/2012	19,805 21	18,028 73	1,776 48
SIMON PROPERTY GROUP INC REIT	112 000	8/24/2011	6/6/2012	16,086 21	12,908 44	3,177 77
	0 497	8/17/2011	9/1/2011	24 62	24 49	0 13
NATIONAL GRID PLC - SPON ADR	443 000	8/17/2011	5/29/2012	23,301 49	20,075 56	3,225 93
GOLUB CAPITAL BDC INC	392 000	8/16/2011	5/18/2012	5,642 08	5,915 68	(273 60)
EL PASO CORP	2,127 000	8/15/2011	11/14/2011	53,046 36	40,856 69	12,189 67
BIOGEN IDEC INC	65 000	8/15/2011	1/13/2012	7,457 30	6,005 50	1,451 80
MASTERCARD INC - CLASS A	19 000	8/15/2011	1/13/2012	6,647 02	6,386 78	260.24
RALPH LAUREN CORP	43 000	8/15/2011	1/13/2012	6,309 69	5,976 19	333 50
STARBUCKS CORP	156 000	8/15/2011	1/13/2012	7,297 61	5,920 01	1,377 60
RALPH LAUREN CORP	242 000	8/15/2011	5/22/2012	35,306 04	33,633 45	1,672 59
AMERIPRISE FINANCIAL INC	665 000	8/12/2011	8/29/2011	28,628 16	32,238 58	(3,610 42)
BANK OF AMERICA CORP	3,865 000	8/12/2011	8/29/2011	26,900 65	51,504 60	(24,603 95)
ILLINOIS TOOL WORKS	868 000	8/12/2011	8/29/2011	38,736 45	45,503.28	(6,766 83)
NORTHROP GRUMMAN CORP	361 000	8/12/2011	8/29/2011	18,999 42	21,474 12	(2,474 70)
SUNTRUST BANKS INC	918 000	8/12/2011	8/29/2011	17,010 76	23,912 18	(6,901 42)
BASF AG	358 000	8/12/2011	9/15/2011	21,100 04	30,284 22	(9,184 18)
HSBC HOLDINGS PLC-SPONS ADR	614 000	8/12/2011	9/15/2011	23,746 48	31,315 19	(7,568 71)
LINCOLN NATIONAL CORP	925 000	8/12/2011	9/15/2011	16,042 89	24,986 51	(8,943 62)
MCDONALD'S CORP	271 000	8/12/2011	10/28/2011	25,120 14	22,284 01	2,836 13
US BANCORP	1,531 000	8/12/2011	10/28/2011	38,487 21	39,219 19	(731 98)
APACHE CORP	145 000	8/12/2011	12/19/2011	12,746 01	17,370 73	(4,624 72)
NESTLE SA-SPONS ADR FOR REG	164 000	8/12/2011	12/19/2011	8,842 70	10,309 96	(1,467 26)
PPG INDUSTRIES INC	206 000	8/12/2011	12/19/2011	16,545 07	15,243 06	1,302 01
ACCENTURE PLC-A	461 000	8/12/2011	1/19/2012	24,330 18	23,319 38	1,010 80
TIME WARNER CABLE	372 000	8/12/2011	1/19/2012	24,044 51	26,382 33	(2,337 82)
ACCENTURE PLC-A	380 000	8/12/2011	2/1/2012	21,453 21	20,540 86	912 35
KOHL'S CORP	502 000	8/12/2011	2/1/2012	23,252 56	26,433 78	(3,181 22)
VERIZON COMMUNICATIONS INC	1,007 000	8/12/2011	2/15/2012	37,784 73	36,229 38	1,555.35
PEPSICO INC	351 000	8/12/2011	2/28/2012	22,082 08	22,756 91	(674.83)
WAL-MART STORES INC	276 000	8/12/2011	3/5/2012	16,314 08	14,389 89	1,924 19
HALLIBURTON CO	640 000	8/12/2011	3/26/2012	21,974 05	28,560 08	(6,586 03)
AMGEN INC	137 000	8/12/2011	5/29/2012	9,345 94	7,468 08	1,877 86
APACHE CORP	108 000	8/12/2011	5/29/2012	8,843 93	11,240 61	(2,396 68)
CONOCOPHILLIPS	269 000	8/12/2011	5/29/2012	13,907 06	10,295 25	3,611.81
GOLDMAN SACHS GROUP INC	119 000	8/12/2011	5/29/2012	11,569 10	19,803 67	(8,234 57)
INTL BUSINESS MACHINES CORP	157 000	8/12/2011	5/29/2012	30,639 45	19,740 15	10,899 30
METLIFE INC	518 000	8/12/2011	5/29/2012	15,928.40	23,736 13	(7,807 73)
MICROSOFT CORP	1,431 000	8/12/2011	5/29/2012	41,513 09	39,306 25	2,206 84
PEABODY ENERGY CORP	254 000	8/12/2011	5/29/2012	6,126 37	12,845 74	(6,719.37)
US BANCORP	535 000	8/12/2011	5/29/2012	16,488 38	11,784 67	4,703 71
AMGEN INC	136 000	8/12/2011	6/6/2012	9,219 25	6,876 10	2,343 15
APACHE CORP	99.000	8/12/2011	6/6/2012	7,858 44	9,733 95	(1,875 51)
APPLE INC COM	82 000	8/12/2011	6/6/2012	46,111.67	25,935 84	20,175 83
BHP BILLITON LTD-SPON ADR	190 000	8/12/2011	6/6/2012	11,622 05	16,331 94	(4,709 89)
COMCAST CORP-CL A	535 000	8/12/2011	6/6/2012	15,252 77	10,719 11	4,533 66
CONOCOPHILLIPS	262.000	8/12/2011	6/6/2012	13,351 34	13,395 34	(44 00)
COVIDIEN PLC	322 000	8/12/2011	6/6/2012	16,331 79	15,609 97	721 82
FIFTH THIRD BANCORP	845 000	8/12/2011	6/6/2012	10,523 64	8,388 19	2,135 45
FREEMPORT-MCMORAN COPPER	459 000	8/12/2011	6/6/2012	14,761 15	24,534 42	(9,773 27)
GENERAL DYNAMICS CORP	121 000	8/12/2011	6/6/2012	7,605 95	7,529 62	76 33
HUMANA INC	171 000	8/12/2011	6/6/2012	12,989 03	11,852 18	1,136 85
MICROSOFT CORP	983 000	8/12/2011	6/6/2012	28,008 38	24,496 77	3,511 61
P G & E CORP	210 000	8/12/2011	6/6/2012	9,143 21	8,677 71	465 50
PEABODY ENERGY CORP	227.000	8/12/2011	6/6/2012	5,225 53	9,743 83	(4,518 30)
SEMPRA ENERGY	364 000	8/12/2011	6/6/2012	23,237 28	18,434 93	4,802 35
UNILEVER N V -NY SHARES	445 000	8/12/2011	6/6/2012	13,661 24	14,613 79	(952 55)
UNION PACIFIC CORP	301.000	8/12/2011	6/6/2012	32,576 53	28,243 95	4,332 58

Description	Units	Acquisition	Disposition	Proceeds	Basis	Gain (Loss)
		Date	Date			
UNITEDHEALTH GROUP INC	770 000	8/12/2011	6/6/2012	42,349 12	36,325 84	6,023 28
WELLS FARGO & COMPANY	1,471 000	8/12/2011	6/6/2012	44,124 74	39,312.50	4,812 24
CITRIX SYSTEMS INC	750 000	8/11/2011	8/18/2011	46,435 43	34,356 46	12,078 97
DR PEPPER SNAPPLE GROUP INC	1,136 000	8/11/2011	8/18/2011	42,161 15	42,878 88	(717 73)
FS NETWORKS INC	578 000	8/11/2011	8/18/2011	48,629 44	39,908 43	8,721 01
ILLUMINA INC	585 000	8/11/2011	8/18/2011	31,344 10	40,563 20	(9,219 10)
NETAPP INC	821 000	8/11/2011	8/18/2011	36,271 74	28,144 30	8,127 44
CATERPILLAR INC	412 000	8/11/2011	10/25/2011	34,449 13	40,464 81	(6,015 68)
DEERE & CO	621 000	8/11/2011	10/25/2011	42,893 38	43,407 32	(513 94)
PIONEER NATURAL RESOURCES CO	443 000	8/11/2011	10/25/2011	35,285 60	43,266 41	(7,980 81)
ROCKWELL AUTOMATION INC	478 000	8/11/2011	10/25/2011	30,027 62	39,266 82	(9,239 20)
ALTERA CORPORATION	814 000	8/11/2011	11/14/2011	31,054 40	37,723 94	(6,669 54)
COGNIZANT TECH SOLUTIONS-A	890 000	8/11/2011	11/14/2011	63,048 52	34,307 59	28,740 93
DIRECTV - CLASS A	1,168 000	8/11/2011	11/14/2011	53,118 21	33,040 85	20,077 36
SALESFORCE COM INC	469 000	8/11/2011	11/14/2011	61,965 81	37,538 87	24,426 94
YUM! BRANDS INC	797 000	8/11/2011	11/14/2011	43,441 48	39,275 04	4,166 44
AMAZON COM INC	217 000	8/11/2011	12/14/2011	42,054 66	25,617.47	16,437 19
AMERISOURCEBERGEN CORP	1,101 000	8/11/2011	12/14/2011	40,084 77	34,498 05	5,586 72
EDWARDS LIFESCIENCES CORP	457 000	8/11/2011	12/14/2011	29,604 53	24,587.01	5,017 52
COCA-COLA CO/THE	71 000	8/11/2011	1/13/2012	4,925 18	4,502 08	423 10
GREEN MOUNTAIN COFFEE ROASTE	79 000	8/11/2011	1/13/2012	3,706 60	7,909 65	(4,203 05)
FAMILY DOLLAR STORES	921 000	8/11/2011	1/17/2012	49,100 24	40,738 05	8,362 19
TIFFANY & CO	546 000	8/11/2011	1/17/2012	32,724 21	44,986 16	(12,261 95)
CONOCOPHILLIPS	430 000	8/11/2011	2/9/2012	30,282 38	33,379 74	(3,097 36)
ESTEE LAUDER COMPANIES-CL A	964 000	8/11/2011	2/9/2012	55,528 22	31,188.87	24,339 35
CHEVRON CORP	331 000	8/11/2011	3/26/2012	35,653 05	32,719 79	2,933 26
BAIDU INC SPONS ADR REPSTG ORD SHS	278 000	8/11/2011	5/2/2012	37,107 91	7,247 26	29,860 65
MARATHON OIL CORP	684 000	8/11/2011	5/2/2012	20,273 37	19,934 88	338 49
REYNOLDS AMERICAN INC	851 000	8/11/2011	5/2/2012	34,420 82	31,043 77	3,377 05
ROSETTA RESOURCES INC	2 000	8/9/2011	9/23/2011	91 51	91 23	0 28
ROSETTA RESOURCES INC	3 000	8/9/2011	11/3/2011	134 01	136 84	(2 83)
US BANCORP	513 000	8/9/2011	6/6/2012	15,143 46	11,243 78	3,899 68
EXPEDIA INC	0 500	8/3/2011	1/6/2012	14 73	15 09	(0 36)
TRIPADVISOR INC	0 500	8/3/2011	1/6/2012	12 34	15 61	(3 27)
TRIPADVISOR INC	34 000	8/3/2011	1/27/2012	1,037 32	1,061 29	(23 97)
FUSION - IO INC	45 000	8/2/2011	11/3/2011	1,471 89	1,320 69	151 20
YOUKU COM IN-ADR	52 000	7/28/2011	8/3/2011	1,885 62	1,920.36	(34 74)
GREEN MOUNTAIN COFFEE ROASTE	205 000	7/28/2011	8/8/2011	22,502 81	21,117 03	1,385 78
GREEN MOUNTAIN COFFEE ROASTE	65 000	7/28/2011	8/9/2011	6,903 31	3,841 96	3,061 35
ATHENAHEALTH	199 000	7/28/2011	8/12/2011	9,972.15	11,801 91	(1,829 76)
HARMAN INTERNATIONAL	519 000	7/28/2011	8/12/2011	15,255 03	21,750.89	(6,495 86)
MSCI INC-A	684 000	7/28/2011	8/12/2011	21,593 19	21,311 99	281 20
STRAYER EDUCATION INC	154 000	7/28/2011	8/24/2011	13,687 26	27,658 28	(13,971 02)
SEI INVESTMENTS COMPANY	1,068 000	7/28/2011	9/6/2011	18,338 38	21,539 26	(3,200 88)
URBAN OUTFITTERS INC	9 000	7/28/2011	9/12/2011	225 98	295 65	(69 67)
CAPELLA EDUCATION CO	314 000	7/28/2011	10/13/2011	9,154 85	19,677 45	(10,522 60)
PROGRESS ENERGY INC	622 000	7/28/2011	10/19/2011	31,386 20	28,071 78	3,314 42
FOSSIL INC	9 000	7/28/2011	11/4/2011	891.97	1,151 64	(259 67)
LUFKIN INDUSTRIES INC	14 000	7/28/2011	11/4/2011	810 16	1,154 44	(344 28)
NEW YORK COMMUNITY BANCORP	1,118 000	7/28/2011	11/17/2011	13,407 03	16,634 98	(3,227 95)
CONSOLIDATED EDISON INC	389 000	7/28/2011	1/11/2012	23,064 77	19,232 67	3,832 10
DOMINION RESOURCES INC/VA	346 000	7/28/2011	1/11/2012	17,792 92	16,153 53	1,639 39
MCDONALD'S CORP	176 000	7/28/2011	1/11/2012	17,663 39	10,748 49	6,914 90
DOMINION RESOURCES INC/VA	21 000	7/28/2011	1/13/2012	1,077 90	1,026 27	51 63
MCDONALD'S CORP	12 000	7/28/2011	1/13/2012	1,194 21	1,046 04	148 17
PPL CORPORATION	75 000	7/28/2011	1/13/2012	2,154 70	2,141 21	13 49
CINCINNATI FINANCIAL CORP	374 000	7/28/2011	2/10/2012	12,474 45	10,298 75	2,175 70
LUFKIN INDUSTRIES INC	24 000	7/28/2011	2/15/2012	1,850 60	1,969 38	(118 78)
DENDREON CORP	75 000	7/28/2011	5/4/2012	869 97	2,673 72	(1,803 75)
CYMER INC	4 000	7/22/2011	9/23/2011	164 91	181 60	(16 69)
CYMER INC	7 000	7/22/2011	1/13/2012	352.09	317.80	34 29
CORPORATE EXECUTIVE BOARD CO	48 000	7/20/2011	7/28/2011	2,048 60	2,078 65	(30 05)
CORPORATE EXECUTIVE BOARD CO	70 000	7/20/2011	1/13/2012	2,525 55	3,031 36	(505 81)
BROADSOFT INC	6 000	7/19/2011	9/23/2011	199 85	237 24	(37 39)
PARTEXEL INTERNATIONAL CORP	4 000	7/19/2011	9/23/2011	82 30	95 80	(13.50)
BROADSOFT INC	8 000	7/19/2011	1/13/2012	214 47	316 32	(101 85)
RTI INTERNATIONAL METALS INC	17 000	7/14/2011	11/3/2011	468 99	551.62	(82 63)
RTI INTERNATIONAL METALS INC	8 000	7/14/2011	1/13/2012	207 19	259 58	(52 39)

<u>Description</u>	<u>Units</u>	<u>Acquisition Date</u>	<u>Disposition Date</u>	<u>Proceeds</u>	<u>Basis</u>	<u>Gain (Loss)</u>
POSCO-ADR	5 000	7/8/2011	7/28/2011	561 73	547 35	14 38
TIFFANY & CO	116 000	7/7/2011	1/13/2012	6,856 62	9,798 38	(2,941 76)
GREEN MOUNTAIN COFFEE ROASTE	484 000	7/7/2011	1/17/2012	23,491 21	46,136 09	(22,644 88)
TWO HARBORS INVESTMENT CORP	36 000	7/6/2011	11/3/2011	336 57	396 72	(60 15)
TWO HARBORS INVESTMENT CORP	38 000	7/6/2011	1/13/2012	359 47	418 76	(59 29)
CREDIT SUISSE GROUP-SPON ADR	25 000	7/1/2011	7/28/2011	916 98	987 00	(70 02)
EXPEDIA INC	2.000	6/30/2011	8/1/2011	59 49	57 88	1 61
ALLEGHENY TECHNOLOGIES INC	11.000	6/30/2011	11/4/2011	502 80	706 75	(203 95)
ALLEGHENY TECHNOLOGIES INC	23 000	6/30/2011	4/18/2012	924 11	1,477 75	(553 64)
LUFTHANSA-SPONS ADR	23 000	6/29/2011	7/28/2011	482 07	498 41	(16 34)
NISSAN MOTOR CO LTD-SPON ADR	48 000	6/29/2011	7/28/2011	1,037 74	1,017 60	20 14
RANDSTAD HOLDING NV	19 000	6/29/2011	7/28/2011	420 08	435 10	(15 02)
WILEY (JOHN) & SONS -CL A	107 000	6/27/2011	7/28/2011	5,588 82	5,302 96	285 86
UNIVERSAL DISPLAY CORP	11 000	6/24/2011	8/1/2011	343 08	367 84	(24 76)
UNIVERSAL DISPLAY CORP	11 000	6/24/2011	11/4/2011	495 76	367 84	127 92
ACCENTURE PLC-A	172 000	6/20/2011	8/12/2011	9,029 95	9,275 77	(245 82)
UNITEDHEALTH GROUP INC	795.000	6/20/2011	5/29/2012	43,828 47	31,060 55	12,767 92
ARUBA NETWORKS INC	131 000	6/17/2011	5/3/2012	2,771 59	3,401 10	(629 51)
ARUBA NETWORKS INC	22 000	6/17/2011	5/4/2012	447 91	529 15	(81 24)
PANDORA MEDIA INC	210 000	6/16/2011	8/3/2011	3,285 68	3,318.18	(32 50)
FHLMC STP RT DUE 07/13/2021	500,000 000	6/16/2011	1/13/2012	500,000 00	500,000 00	-
REALD INC	297 000	6/13/2011	8/4/2011	4,381 04	7,234 16	(2,853 12)
HILLENBRAND INC	111 000	6/9/2011	7/28/2011	2,499 69	2,542 11	(42 42)
F5 NETWORKS INC	5 000	6/9/2011	8/2/2011	473 69	549 20	(75 51)
F5 NETWORKS INC	7 000	6/9/2011	11/4/2011	708 24	768 87	(60.63)
HILLENBRAND INC	175 000	6/9/2011	1/13/2012	3,914 85	4,007 83	(92 98)
F5 NETWORKS INC	19 000	6/9/2011	2/14/2012	2,370 94	2,036 65	334.29
SWISS RE LTD	30 000	6/6/2011	8/19/2011	1,596 26	1,785 00	(188 74)
KRATON PERFORMANCE POLYMERS	51 000	6/6/2011	11/3/2011	1,005 69	1,944.18	(938 49)
KRATON PERFORMANCE POLYMERS	14 000	6/6/2011	1/13/2012	357 69	533 70	(176 01)
URBAN OUTFITTERS INC	34 000	6/3/2011	8/1/2011	1,089 67	1,003 91	85 76
ARCOS DORADOS HOLDINGS INC	9 000	5/25/2011	1/13/2012	161 54	197 95	(36 41)
ACACIA RESEARCH - ACACIA TECH	9 000	5/17/2011	9/12/2011	389 87	343 88	45 99
ACACIA RESEARCH - ACACIA TECH	6 000	5/17/2011	9/23/2011	273 31	229 26	44 05
F5 NETWORKS INC	15 000	5/11/2011	3/5/2012	1,874 95	1,554 72	320 23
F5 NETWORKS INC	13 000	5/11/2011	3/30/2012	1,764 20	1,347 43	416 77
CITIGROUP INC	1,346 000	5/10/2011	8/12/2011	38,771 86	64,426 99	(25,655.13)
ACE LTD	204 000	5/10/2011	12/19/2011	13,717 36	13,964 55	(247 19)
QUAKER CHEMICAL CORP	15 000	5/5/2011	11/3/2011	528 11	625.19	(97 08)
QUAKER CHEMICAL CORP	6 000	5/5/2011	1/13/2012	250 61	250 08	0 53
ALPHA NATURAL RESOURCES INC	389 000	4/29/2011	8/12/2011	10,511 43	22,258 31	(11,746 88)
COMCAST CORP-CL A	789 000	4/29/2011	10/28/2011	19,278 68	20,701 86	(1,423 18)
FMC TECHNOLOGIES INC	8 000	4/28/2011	8/1/2011	356.71	370 66	(13 95)
FRESH MARKET INC	3 000	4/28/2011	9/12/2011	111 86	126 81	(14 95)
FRESH MARKET INC	5 000	4/28/2011	9/23/2011	195 92	211 36	(15 44)
FMC TECHNOLOGIES INC	3 000	4/28/2011	11/4/2011	132 98	139 00	(6 02)
ATHENAHEALTH	95 000	4/26/2011	8/1/2011	5,441 59	3,952 83	1,488 76
COMPANHIA DE BEBIDAS-PRF ADR	134 000	4/26/2011	1/13/2012	4,719 45	4,331.68	387.77
REYNOLDS AMERICAN INC	117 000	4/26/2011	1/13/2012	4,847 22	4,276 47	570 75
UNITEDHEALTH GROUP INC	136 000	4/26/2011	1/13/2012	7,182 09	6,477 23	704 86
ULTRA PETROLEUM CORP	359 000	4/25/2011	8/1/2011	16,890 05	16,845 93	44 12
ARUBA NETWORKS INC	151.000	4/25/2011	3/30/2012	3,631 42	2,109 51	1,521 91
ARUBA NETWORKS INC	10 000	4/25/2011	4/18/2012	210 89	359 90	(149 01)
FNMA STP RT DUE 04/28/2021	500,000 000	4/14/2011	10/28/2011	500,000 00	500,000 00	-
	350.000	3/29/2011	9/16/2011	9,800 00	4,994 40	4,805 60
NOMURA HOLDINGS INC-ADR	114 000	3/25/2011	7/28/2011	557 50	625 86	(68 36)
SILICONWARE PRECISION -ADR	209 000	3/23/2011	7/28/2011	1,070 09	1,293 71	(223 62)
JAMES RIVER COAL CO	135.000	3/23/2011	8/12/2011	1,675 47	3,233 25	(1,557 78)
EAST JAPAN RAILWAY CO- ADR	119 000	3/15/2011	7/28/2011	1,222 10	1,041 25	180 85
EAST JAPAN RAILWAY CO- ADR	348 000	3/15/2011	8/2/2011	3,507 78	3,045 00	462 78
HERSHEY CO/THE	6 000	3/15/2011	8/16/2011	331 61	319 70	11.91
EAST JAPAN RAILWAY CO- ADR	400 000	3/15/2011	9/9/2011	3,987 91	3,500 00	487 91
IMPAX LABORATORIES INC	8 000	3/15/2011	9/23/2011	167.23	207 81	(40 58)
CHEVRON CORP	73 000	3/15/2011	1/13/2012	8,032 03	7,266.58	765 45
CONCHO RESOURCES INC	74 000	3/15/2011	1/13/2012	7,695.85	7,529 08	166 77
HERSHEY CO/THE	67.000	3/15/2011	1/13/2012	4,101 66	3,570 04	531 62
IMPAX LABORATORIES INC	10 000	3/15/2011	1/13/2012	199 39	259.76	(60 37)
COCA-COLA CO/THE	525 000	3/15/2011	2/9/2012	35,614.53	32,907 47	2,707 06

<u>Description</u>	<u>Units</u>	<u>Acquisition Date</u>	<u>Disposition Date</u>	<u>Proceeds</u>	<u>Basis</u>	<u>Gain (Loss)</u>
HERSHEY CO/THE	626 000	3/15/2011	2/9/2012	38,206 74	33,355 85	4,850 89
VIVENDI SA	39 000	3/4/2011	7/28/2011	966 40	1,105 65	(139 25)
QLIK TECHNOLOGIES	70 000	3/1/2011	11/3/2011	2,050 98	1,822 52	228.46
QLIK TECHNOLOGIES	19 000	3/1/2011	1/13/2012	446 30	494 68	(48 38)
LINCOLN NATIONAL CORP	473 000	2/25/2011	8/29/2011	9,328 04	14,403 11	(5,075 07)
TARGET CORP	397 000	2/25/2011	12/19/2011	20,782 36	23,670.61	(2,888 25)
MARATHON PETROLEUM CORP	394 000	2/23/2011	7/15/2011	15,580 90	15,699.85	(118 95)
CARBO CERAMICS INC	3 000	2/23/2011	8/1/2011	516 35	348 12	168 23
SILVER WHEATON CORP	45 000	2/23/2011	8/16/2011	1,638 86	1,812 32	(173 46)
SILVER WHEATON CORP	918 000	2/23/2011	12/14/2011	30,685 40	36,971 35	(6,285 95)
CONOCOPHILLIPS	91 000	2/23/2011	1/13/2012	6,704 75	7,150 20	(445 45)
MARATHON OIL CORP	165 000	2/23/2011	1/13/2012	5,151 28	4,859 82	291 46
SUCCESSFACTORS INC	20 000	2/1/2011	8/1/2011	537 19	608 41	(71 22)
SUCCESSFACTORS INC	61 000	2/1/2011	11/4/2011	1,579 86	1,855 66	(275 80)
SUCCESSFACTORS INC	390 000	2/1/2011	12/9/2011	15,529 75	11,766 29	3,763 46
ENCANA CORP	373 000	1/28/2011	11/21/2011	7,379 31	13,663 86	(6,284 55)
ALSTOM SA ADR	132 000	1/27/2011	7/28/2011	728 62	768 73	(40 11)
BANCO SANTANDER S A-ADR	69 000	1/25/2011	7/28/2011	746 56	825 97	(79 41)
ADMIRAL GROUP PLC	356 000	1/25/2011	11/10/2011	6,740 79	9,402 22	(2,661 43)
ADVANCE AUTO PARTS	585 000	1/24/2011	7/12/2011	34,769 39	37,252 80	(2,483 41)
DOLLAR TREE INC	6 000	1/24/2011	8/16/2011	389 63	314 07	75 56
DOLLAR TREE INC	65 000	1/24/2011	1/13/2012	5,413 09	3,402 45	2,010 64
DOLLAR TREE INC	209 000	1/24/2011	1/17/2012	17,258 30	10,940 19	6,318 11
YOUKU COM IN-ADR	91 000	1/19/2011	8/1/2011	3,297 80	3,105 99	191 81
TREND MICRO INC-SPON ADR	29 000	1/7/2011	7/28/2011	928 27	964 93	(36 66)
MCDONALD'S CORP	93 000	1/3/2011	8/12/2011	7,734 84	7,143 33	591 51
WAL-MART STORES INC	241 000	1/3/2011	8/12/2011	11,820.77	13,199 55	(1,378.78)
GOLDMAN SACHS GROUP INC	106 000	1/3/2011	8/29/2011	11,666.38	18,348 58	(6,682.20)
APACHE CORP	351 000	1/3/2011	10/28/2011	33,506 69	42,502 03	(8,995 34)
OCCIDENTAL PETROLEUM CORP	110 000	1/3/2011	10/28/2011	9,567 93	10,795 39	(1,227 46)
PEABODY ENERGY CORP	247 000	1/3/2011	10/28/2011	9,568 51	15,987 99	(6,419 48)
PEPSICO INC	184 000	1/3/2011	10/28/2011	11,398 20	12,138 48	(740 28)
FIFTH THIRD BANCORP	923 000	1/3/2011	12/19/2011	10,905 86	13,664 46	(2,758 60)
GOLDMAN SACHS GROUP INC	108 000	1/3/2011	12/19/2011	10,222 85	18,694 78	(8,471 93)
MCDONALD'S CORP	352 000	1/3/2011	12/19/2011	34,209 21	27,037 12	7,172 09
PEPSICO INC	156.000	1/3/2011	12/19/2011	10,030 67	10,291 32	(260 65)
PRUDENTIAL FINANCIAL INC	272 000	1/3/2011	12/19/2011	12,900 62	16,551 17	(3,650 55)
WAL-MART STORES INC	401.000	1/3/2011	12/19/2011	23,225 90	21,962 73	1,263 17
MEDIDATA SOLUTIONS INC	10.000	12/22/2010	9/23/2011	169 48	245 42	(75 94)
SAPIENT CORPORATION	2 000	12/14/2010	9/23/2011	21 11	24 92	(3 81)
SAPIENT CORPORATION	70 000	12/14/2010	11/3/2011	849 77	872 20	(22 43)
GREEN DOT CORP	63 000	12/6/2010	8/1/2011	1,999 59	3,976 51	(1,976 92)
GREEN MOUNTAIN COFFEE ROASTE	37 000	11/24/2010	8/12/2011	3,592 58	1,314 03	2,278 55
FHLB STP RT DUE 12/15/2020	500,000 000	11/17/2010	9/15/2011	500,000 00	500,000 00	-
FIRST CASH FINL SVCS INC	317 000	11/16/2010	7/28/2011	13,862 24	9,134 56	4,727 68
CUMMINS INC	455.000	11/5/2010	7/12/2011	49,824 41	37,779.99	12,044 42
BCE INC	35 000	11/5/2010	8/16/2011	1,326 47	1,174 55	151 92
JETBLUE AIRWAYS CORP	23 000	10/20/2010	9/23/2011	100 73	163 12	(62 39)
BRIGHAM EXPLORATION CO	1 000	10/7/2010	8/1/2011	32 32	20 69	11 63
CARMAX INC	16.000	9/14/2010	8/1/2011	521 91	379 84	142 07
CREDIT AGRICOLE SA-UNSP ADR	142 000	8/18/2010	7/28/2011	893 16	968.00	(74 84)
TOTAL SHORT-TERM CAPITAL GAIN (LOSS)				8,546,856 10	8,556,973 34	(10,117 24)
CALVERT SH TM DURATION-I FD#0512	0 000	VARIOUS	12/8/2012	15,946 97	-	15,946 97
PERMANENT PORTFOLIO FD #1500	0 000	VARIOUS	12/8/2012	4,341 57	-	4,341.57
PIMCO COMMAND RR STRAT-INST FD#0045	0 000	VARIOUS	12/8/2012	1,418.77	-	1,418 77
TEMPLETON GLOBAL BD-ADV FD#0616	0 000	VARIOUS	12/18/2012	6,825 24	-	6,825 24
LAZARD EMRG MKTS-INST FD# 0638	0 000	VARIOUS	12/29/2012	27,741 12	-	27,741 12
UNILEVER N V -NY SHARES	460 000	5/10/2011	5/29/2012	14,577 30	15,284 61	(707 31)
FRESH MARKET INC	68 000	4/29/2011	5/3/2012	3,547 28	2,782 31	764 97
FOSSIL INC	113.000	4/29/2011	5/14/2012	8,812 84	9,408 81	(595 97)
VERTEX PHARMACEUTICALS INC	4 000	4/26/2011	5/4/2012	154 03	216 50	(62 47)
OCEANEERING INTL INC	3 000	4/25/2011	5/4/2012	155 15	130 73	24 42
T ROWE PRICE GROUP INC	10 000	4/25/2011	5/4/2012	628 18	534 60	93 58
VMWARE INC- CL A	8 000	4/25/2011	5/4/2012	899 73	784 00	115.73
HUMAN GENOME SCIENCES INC	393 000	4/8/2011	5/4/2012	5,749 50	11,047 61	(5,298 11)
AMERICAN EXPRESS CO	709 000	4/6/2011	5/29/2012	39,363 14	31,150.97	8,212 17

<u>Description</u>	<u>Units</u>	<u>Acquisition Date</u>	<u>Disposition Date</u>	<u>Proceeds</u>	<u>Basis</u>	<u>Gain (Loss)</u>
VODAFONE GROUP PLC - SP ADR	694 000	4/6/2011	5/29/2012	18,522 51	18,573 09	(50 58)
GNC HOLDINGS INC	158 000	4/4/2011	5/25/2012	5,972 30	2,748 57	3,223 73
GNC HOLDINGS INC	66 000	4/4/2011	6/21/2012	2,281 21	1,148 14	1,133 07
F5 NETWORKS INC	16 000	3/30/2011	5/4/2012	2,138 98	1,626 27	512.71
NOMURA HOLDINGS INC-ADR	713 000	3/25/2011	4/12/2012	2,952.41	3,914 37	(961.96)
MUNICH RE GROUP ADR	369 000	3/17/2011	6/6/2012	4,468 48	5,703 80	(1,235.32)
HUMANA INC	185 000	3/15/2011	5/29/2012	14,170 77	11,893 63	2,277 14
IHS INC - CLASS A	44 000	3/10/2011	4/18/2012	4,274 06	3,924 28	349 78
IHS INC - CLASS A	34 000	3/10/2011	4/26/2012	3,390 60	2,485 43	905 17
FOSSIL INC	53 000	3/4/2011	4/19/2012	6,781 19	4,228 54	2,552 65
APPLE INC COM	27 000	2/25/2011	4/24/2012	16,103 79	9,375 06	6,728 73
BOEING CO	258 000	2/25/2011	5/29/2012	18,343 41	17,145 57	1,197 84
DENDREON CORP	428 000	2/18/2011	3/2/2012	4,755 05	15,700 23	(10,945 18)
CTRIIP COM INTERNATIONAL-ADR	19 000	2/18/2011	5/4/2012	397 09	756 63	(359 54)
VODAFONE GROUP PLC - SP ADR	455 000	2/16/2011	3/26/2012	12,412 57	13,475 41	(1,062 84)
FMC TECHNOLOGIES INC	1 000	2/16/2011	4/18/2012	47 25	45 41	1 84
SIMON PROPERTY GROUP INC REIT	75 000	2/16/2011	4/24/2012	11,134 29	8,065 94	3,068.35
SIMON PROPERTY GROUP INC REIT	79.000	2/16/2011	5/18/2012	12,128 22	8,496 12	3,632 10
FOSSIL INC	42 000	2/15/2011	3/2/2012	5,093 27	3,248 90	1,844.37
PHILIP MORRIS INTERNATIONAL	71 000	2/1/2011	4/19/2012	6,155 04	3,471 66	2,683 38
PROCTER & GAMBLE CO	93 000	2/1/2011	4/19/2012	6,159 06	4,465 00	1,694 06
ITOCHU CORP-UNSPONSORED ADR	155 000	1/27/2011	6/6/2012	3,298 33	3,292 34	5 99
VERTEX PHARMACEUTICALS INC	221 000	1/19/2011	3/26/2012	9,143 04	8,579 32	563 72
QLIK TECHNOLOGIES	21 000	1/19/2011	4/18/2012	645 31	539 02	106 29
QLIK TECHNOLOGIES	10 000	1/19/2011	5/4/2012	283 59	256 68	26 91
ASTRAZENECA PLC-SPONS ADR	69 000	1/5/2011	1/13/2012	3,224.30	3,224 11	0 19
NATIONAL GRID PLC - SPON ADR	72 000	1/5/2011	1/13/2012	3,507 77	3,254 38	253 39
BOSTON PROPERTIES INC REIT	96 000	1/3/2011	2/15/2012	9,955 66	8,569 90	1,385 76
GENERAL DYNAMICS CORP	204 000	1/3/2011	2/15/2012	14,328 11	14,303 72	24 39
P G & E CORP	341 000	1/3/2011	2/15/2012	14,043 47	16,221 34	(2,177 87)
PEABODY ENERGY CORP	311 000	1/3/2011	2/15/2012	11,089 31	20,130 62	(9,041 31)
UNITED TECHNOLOGIES CORP	136 000	1/3/2011	2/15/2012	11,318 56	10,776 63	541 93
METLIFE INC	474 000	1/3/2011	2/28/2012	17,973 76	21,923 21	(3,949 45)
AMERICAN ELECTRIC POWER	475 000	1/3/2011	3/5/2012	17,816 97	17,259 98	556 99
WELLS FARGO & COMPANY	433 000	1/3/2011	3/26/2012	14,778 23	13,726 06	1,052 17
AMGEN INC	278 000	1/3/2011	4/24/2012	18,672 86	15,462 22	3,210 64
BHP BILLITON LTD-SPON ADR	162 000	1/3/2011	4/24/2012	11,846 99	15,087 69	(3,240 70)
AMGEN INC	221 000	1/3/2011	5/18/2012	15,513 99	12,291.91	3,222 08
AVALONBAY COMMUNITIES INC REIT	106 000	1/3/2011	5/18/2012	15,270 75	12,083 91	3,186 84
TJX COMPANIES INC	427 000	1/3/2011	5/18/2012	17,963 40	9,368 36	8,595 04
BHP BILLITON LTD-SPON ADR	196 000	1/3/2011	5/29/2012	12,277 67	18,254 25	(5,976 58)
COVIDIEN PLC	332 000	1/3/2011	5/29/2012	17,512 77	15,776 61	1,736.16
EXXON MOBIL CORP	473 000	1/3/2011	5/29/2012	38,539 22	35,366 16	3,173 06
FIFTH THIRD BANCORP	877.000	1/3/2011	5/29/2012	11,777 93	12,983 46	(1,205 53)
FREEPORT-MCMORAN COPPER	523 000	1/3/2011	5/29/2012	16,934 41	31,374 75	(14,440 34)
GENERAL DYNAMICS CORP	124 000	1/3/2011	5/29/2012	7,970 55	8,694 42	(723 87)
GENERAL ELECTRIC CO	2,587 000	1/3/2011	5/29/2012	49,152 15	47,496 54	1,655 61
JOHNSON & JOHNSON	761 000	1/3/2011	5/29/2012	47,980 05	47,927 25	52 80
KEYCORP	1,471 000	1/3/2011	5/29/2012	11,046 96	13,399 78	(2,352 82)
KRAFT FOODS INC-A	574.000	1/3/2011	5/29/2012	22,006 72	18,213 02	3,793 70
NESTLE SA-SPONS ADR FOR REG	226 000	1/3/2011	5/29/2012	12,938.20	13,408 58	(470 38)
OCCIDENTAL PETROLEUM CORP	388 000	1/3/2011	5/29/2012	31,186 78	38,078 28	(6,891 50)
P G & E CORP	213 000	1/3/2011	5/29/2012	9,348 47	10,132 38	(783 91)
PFIZER INC	2,313 000	1/3/2011	5/29/2012	50,861 95	41,124 22	9,737 73
PRUDENTIAL FINANCIAL INC	324 000	1/3/2011	5/29/2012	15,136 94	19,715 37	(4,578 43)
SEMPRA ENERGY	386 000	1/3/2011	5/29/2012	24,383 11	20,303 56	4,079 55
THERMO FISHER SCIENTIFIC INC	205 000	1/3/2011	5/29/2012	10,387 13	11,592 61	(1,205 48)
TJX COMPANIES INC	820 000	1/3/2011	5/29/2012	33,201 46	17,990 76	15,210.70
UNION PACIFIC CORP	316 000	1/3/2011	5/29/2012	35,413 64	29,659.73	5,753 91
WELLS FARGO & COMPANY	1,513 000	1/3/2011	5/29/2012	47,523.02	47,961 95	(438 93)
KEYCORP	1,557 000	1/3/2011	6/6/2012	10,961 03	14,183 18	(3,222 15)
SAPIENT CORPORATION	173 000	12/23/2010	4/9/2012	2,175 19	2,148 31	26 88
MEDIDATA SOLUTIONS INC	33 000	12/22/2010	1/13/2012	698 92	809 89	(110 97)
PAREXEL INTERNATIONAL CORP	18 000	12/20/2010	1/13/2012	393 11	381 31	11 80
SAPIENT CORPORATION	59 000	12/14/2010	1/13/2012	741 02	735 14	5 88
YOUKU IN-ADR	40 000	12/13/2010	4/18/2012	990 37	1,303 41	(313 04)
GREEN MOUNTAIN COFFEE ROASTE	229 000	12/10/2010	2/14/2012	14,832 38	7,718 98	7,113 40
FNMA STP RT DUE 12/30/2020	500,000 000	12/8/2010	12/30/2011	500,000 00	500,000 00	-

Description	Acquisition		Disposition		Proceeds	Basis	Gain (Loss)
	Units	Date	Date				
FAMILY DOLLAR STORES	180 000	12/6/2010	1/13/2012		9,721 61	9,167 74	553 87
MEAD JOHNSON NUTRITION	102 000	12/6/2010	1/13/2012		7,265 42	6,353 15	912 27
GREEN DOT CORP	8 000	12/6/2010	4/18/2012		201 67	504 95	(303 28)
SIRONA DENTAL SYSTEMS INC	17 000	12/1/2010	1/13/2012		736 42	683 36	53 06
GILDAN ACTIVEWEAR INC	2 000	11/23/2010	4/18/2012		53 93	58 03	(4 10)
GILDAN ACTIVEWEAR INC	34 000	11/23/2010	5/4/2012		944 50	986 46	(41 96)
CATALYST HEALTH SOLUTIONS INC	11 000	11/11/2010	1/13/2012		608 72	489 47	119 25
FRESH MARKET INC	21 000	11/9/2010	1/13/2012		829 27	681 39	147 88
AUTOZONE INC	14 000	11/5/2010	1/13/2012		4,759 06	3,363 07	1,395 99
BCE INC	86 000	11/5/2010	1/13/2012		3,560 33	2,886 03	674 30
CHIPOTLE MEXICAN GRILL - CL A	32 000	11/5/2010	1/13/2012		10,910 83	7,337 56	3,573 27
MCDONALD'S CORP	51 000	11/5/2010	1/13/2012		5,107 55	4,031 55	1,076 00
AUTOZONE INC	60 000	11/5/2010	1/17/2012		20,496 21	13,289 59	7,206 62
CHIPOTLE MEXICAN GRILL - CL A	49 000	11/5/2010	1/17/2012		16,828 19	8,321 04	8,507.15
ATHENAHEALTH	9 000	11/4/2010	4/18/2012		643 03	368 22	274 81
FHLB STP RT DUE 11/24/2025	500,000 000	11/3/2010	2/24/2012		500,000 00	500,000 00	-
ARUBA NETWORKS INC	75 000	10/22/2010	11/4/2011		1,730 22	1,057 23	672 99
GILDAN ACTIVEWEAR INC	16 000	10/22/2010	11/4/2011		399 03	424 64	(25 61)
GREEN DOT CORP	9 000	10/22/2010	11/4/2011		286 91	438 35	(151 44)
IHS INC - CLASS A	6 000	10/22/2010	11/4/2011		483 47	430 65	52 82
VOLCANO CORP	11 000	10/22/2010	11/4/2011		260 03	262 12	(2 09)
AIR PRODUCTS & CHEMICALS INC	37 000	10/22/2010	1/13/2012		3,221 89	3,138 70	83 19
CORE LABORATORIES N V	18 000	10/22/2010	2/15/2012		2,158 15	1,431 00	727.15
RUE21 INC	264 000	10/22/2010	5/3/2012		8,025 93	7,579 40	446 53
KRAFT FOODS INC-A	137 000	10/21/2010	1/13/2012		5,197 69	4,363 45	834 24
JETBLUE AIRWAYS CORP	64 000	10/20/2010	1/13/2012		368 63	453 89	(85 26)
DECKERS OUTDOOR CORP	35 000	10/12/2010	10/21/2011		3,536 76	1,844 85	1,691 91
DECKERS OUTDOOR CORP	5 000	10/12/2010	11/3/2011		588 42	263 55	324 87
DECKERS OUTDOOR CORP	53 000	10/12/2010	11/25/2011		5,153 75	2,793 64	2,360 11
SEATTLE GENETICS INC/WA	26 000	10/11/2010	1/13/2012		458 37	439 58	18.79
SEATTLE GENETICS INC/WA	150 000	10/11/2010	5/10/2012		2,889 97	2,452 82	437 15
IRONWOOD PHARMACEUTICALS INC	26 000	10/5/2010	11/4/2011		345 53	279 69	65 84
IRONWOOD PHARMACEUTICALS INC	40 000	10/5/2010	5/4/2012		515 98	430 30	85 68
NETLOGIC MICROSYSTEMS INC	129 000	9/29/2010	10/13/2011		6,204 79	3,548 06	2,656.73
OCEANEERING INTL INC	2,000	9/28/2010	11/4/2011		81 39	53 62	27 77
PLANTRONICS INC	20 000	9/22/2010	11/3/2011		669 98	663 31	6 67
PLANTRONICS INC	15 000	9/22/2010	1/13/2012		541 93	497 48	44 45
ATLAS AIR WORLDWIDE HOLDINGS INC	14 000	9/21/2010	11/3/2011		583 07	758 63	(175 56)
ATLAS AIR WORLDWIDE HOLDINGS INC	7 000	9/21/2010	1/13/2012		288 81	379 31	(90 50)
SALIX PHARMACEUTICALS LTD	11 000	9/20/2010	11/3/2011		380 56	455 17	(74 61)
SALIX PHARMACEUTICALS LTD	14 000	9/20/2010	1/13/2012		684 58	569 41	115 17
PREMIER FOODS PLC	1,939 000	9/16/2010	10/17/2011		1,008 25	7,279 90	(6,271 65)
CARMAX INC	16 000	9/14/2010	9/27/2011		395 98	379 84	16 14
CARMAX INC	30 000	9/14/2010	5/4/2012		930 57	666 32	264 25
CARNIVAL CORP	224 000	9/8/2010	5/11/2012		7,076 83	7,706 68	(629 85)
CENTENE CORP	22 000	8/26/2010	1/13/2012		956 32	510 46	445 86
FIRST CASH FINL SVCS INC	128 000	8/10/2010	9/6/2011		5,941 30	3,139 79	2,801 51
CLOUD PEAK ENERGY INC	7 000	8/9/2010	11/3/2011		164 32	125 57	38 75
CLOUD PEAK ENERGY INC	22 000	8/9/2010	1/13/2012		438 23	394 64	43 59
ARM HOLDINGS PLC-SPONS ADR	96 000	8/6/2010	9/1/2011		2,555 03	1,472 45	1,082 58
INTREPID POTASH INC	1 000	8/6/2010	11/3/2011		28 56	25 69	2 87
ARM HOLDINGS PLC-SPONS ADR	16 000	8/6/2010	11/4/2011		441 75	245 41	196 34
INTREPID POTASH INC	15 000	8/6/2010	1/13/2012		362 39	385 31	(22 92)
ARM HOLDINGS PLC-SPONS ADR	101 000	8/6/2010	2/14/2012		2,694 38	1,549 14	1,145 24
ARM HOLDINGS PLC-SPONS ADR	107 000	8/6/2010	3/5/2012		2,898.58	1,641 16	1,257 42
ARM HOLDINGS PLC-SPONS ADR	11 000	8/6/2010	5/4/2012		277 52	168 72	108 80
MCDONALD'S CORP	10 000	8/4/2010	8/16/2011		856 68	707 56	149 12
ESTEE LAUDER COMPANIES-CL A	98 000	8/4/2010	1/13/2012		11,006 16	6,194 17	4,811 99
FTI CONSULTING INC	6 000	7/28/2010	11/3/2011		237 38	213 52	23 86
FTI CONSULTING INC	24 000	7/28/2010	1/13/2012		1,016 62	854 08	162 54
FTI CONSULTING INC	111 000	7/28/2010	3/6/2012		4,375 54	3,940 66	434 88
BRISTOL-MYERS SQUIBB CO	392 000	7/22/2010	10/18/2011		12,840 92	8,454 78	4,386 14
CAVIUM INC	32 000	7/22/2010	11/4/2011		1,066 53	859 85	206 68
DOMINION RESOURCES INC/VA	323 000	7/22/2010	11/16/2011		16,822 29	11,983 22	4,839 07
BCE INC	81 000	7/22/2010	1/13/2012		3,326 60	2,346 93	979.67
CHEVRON CORP	9 000	7/22/2010	1/13/2012		980 08	567 39	412 69
CINCINNATI FINANCIAL CORP	30 000	7/22/2010	1/13/2012		936 88	798 25	138 63
PHILIP MORRIS INTERNATIONAL	48 000	7/22/2010	1/13/2012		3,707 44	2,315 83	1,391 61

Description	Units	Acquisition Date	Disposition Date	Proceeds	Basis	Gain (Loss)
UNILEVER PLC-SPONSORED ADR	63 000	7/22/2010	1/13/2012	2,095 96	1,754 28	341.68
ARM HOLDINGS PLC-SPONS ADR	39 000	7/14/2010	8/1/2011	1,107 19	573 21	533 98
MERITOR INC	29 000	7/14/2010	9/23/2011	232 57	430 34	(197 77)
MERITOR INC	45 000	7/14/2010	11/3/2011	432 47	667.77	(235 30)
MERITOR INC	53 000	7/14/2010	1/13/2012	332 30	770 51	(438 21)
KONICA MINOLTA HLDS-UNS ADR	147 000	7/1/2010	4/4/2012	2,562 16	3,175 85	(613 69)
SHANGHAI ELECTRIC GROUP CO LTD	138 000	6/30/2010	1/27/2012	1,435 17	1,240 21	194 96
HESS CORP	407 000	6/28/2010	10/28/2011	24,419 88	21,493 43	2,926 45
BRUKER CORP	44,000	6/25/2010	9/23/2011	640 18	589 41	50 77
BRUKER CORP	44 000	6/25/2010	1/13/2012	576 38	589 41	(13 03)
RUE21 INC	295 000	6/23/2010	8/1/2011	9,696 90	9,871 78	(174 88)
RUE21 INC	31 000	6/23/2010	11/4/2011	803 19	983.20	(180 01)
WABCO HLDGS INC	11 000	6/22/2010	1/13/2012	526 88	383 86	143 02
TRIUMPH GROUP INC	12 000	6/21/2010	11/3/2011	682 65	433 17	249 48
TRIUMPH GROUP INC	17 000	6/21/2010	1/13/2012	1,040 55	613 66	426 89
ITOCHU CORP-UNSPONSORED ADR	99 000	6/18/2010	7/28/2011	2,241 31	1,687 61	553 70
ITOCHU CORP-UNSPONSORED ADR	74 000	6/18/2010	10/6/2011	1,350 47	1,261 45	89.02
INVESCO REAL ESTATE-INST FD#4725	1,073 000	6/17/2010	7/26/2011	25,945 14	20,593 88	5,351 26
REED ELSEVIER NV-SPONS ADR	207 000	6/16/2010	7/13/2011	5,519 68	6,878 65	(1,358 97)
REED ELSEVIER NV-SPONS ADR	37 000	6/16/2010	7/28/2011	991 21	832 34	158 87
DENDREON CORP	7 000	6/15/2010	11/4/2011	75 10	282 58	(207 48)
DENDREON CORP	99 000	6/15/2010	2/15/2012	1,383 99	3,996 54	(2,612 55)
JACK HENRY & ASSOCIATES INC	94 000	6/10/2010	7/28/2011	2,835 92	2,228 41	607 51
CF INDUSTRIES HOLDINGS INC	4 000	6/3/2010	4/18/2012	748 62	266 42	482 20
T ROWE PRICE GROUP INC	8 000	6/2/2010	8/1/2011	447 11	394 57	52 54
PERRIGO CO	7 000	6/2/2010	8/16/2011	615 35	400 09	215 26
T ROWE PRICE GROUP INC	21 000	6/2/2010	11/4/2011	1,062 78	1,035 73	27 05
PERRIGO CO	38 000	6/2/2010	1/13/2012	3,769 52	2,171 92	1,597 60
ANSYS INC	193 000	5/28/2010	7/6/2011	10,589 76	7,610 34	2,979 42
ADECCO SA REG UNSPON ADR	30,000	5/28/2010	7/28/2011	929 98	724 50	205 48
ADECCO SA REG UNSPON ADR	61,000	5/28/2010	8/1/2011	1,855 56	1,292 42	563 14
BAIDU INC SPONS ADR REPSTG ORD SHS	16 000	5/28/2010	8/1/2011	2,572 11	1,171 36	1,400.75
STRAYER EDUCATION INC	6 000	5/28/2010	8/1/2011	854 26	1,467 78	(613 52)
CHECK POINT SOFTWARE TECH	62 000	5/28/2010	8/2/2011	3,576 73	1,809 12	1,767 61
BAIDU INC SPONS ADR REPSTG ORD SHS	2 000	5/28/2010	8/3/2011	314 76	146 42	168 34
INTL BUSINESS MACHINES CORP	48 000	5/28/2010	8/12/2011	7,863 22	6,008 63	1,854 59
APPLE INC COM	10 000	5/28/2010	8/16/2011	3,738 52	2,560 80	1,177.72
AUTOZONE INC	8 000	5/28/2010	8/16/2011	2,248 03	1,537 12	710 91
G4S PLC	231 000	5/28/2010	8/17/2011	4,705 38	4,124 57	580 81
BAIDU INC SPONS ADR REPSTG ORD SHS	12 000	5/28/2010	9/1/2011	1,698 51	773 56	924 95
MICROCHIP TECHNOLOGY INC	305 000	5/28/2010	9/8/2011	9,639 44	9,032 11	607 33
PRUDENTIAL FINANCIAL INC	145 000	5/28/2010	9/8/2011	6,853 40	10,403 29	(3,549 89)
CF INDUSTRIES HOLDINGS INC	33 000	5/28/2010	9/30/2011	5,175 10	2,390 96	2,784.14
PORTUGAL TELECOM SGPS-SP ADR	157 000	5/28/2010	10/11/2011	1,083 27	1,798 14	(714 87)
ARUBA NETWORKS INC	218 000	5/28/2010	10/17/2011	5,077 90	2,747 93	2,329 97
CONOCOPHILLIPS	233 000	5/28/2010	10/28/2011	16,493 81	17,986 44	(1,492 63)
DEUTSCHE POST AG-SPON ADR	143 000	5/28/2010	10/31/2011	2,207 89	2,229 81	(21.92)
C H. ROBINSON WORLDWIDE INC	5,000	5/28/2010	11/4/2011	336 59	290 20	46 39
EXPEDITORS INTL WASH INC	11 000	5/28/2010	11/4/2011	485 31	432 10	53 21
SALESFORCE COM INC	6 000	5/28/2010	11/4/2011	775 60	520 80	254 80
FUJIFILM HOLDINGS CORP - ADR	91 000	5/28/2010	11/7/2011	2,082 94	3,169 54	(1,086 60)
BAIDU INC SPONS ADR REPSTG ORD SHS	160 000	5/28/2010	12/14/2011	20,939 40	7,122 71	13,816 69
CONOCOPHILLIPS	185 000	5/28/2010	12/19/2011	12,689 59	9,616 28	3,073 31
APPLE INC COM	5 000	5/28/2010	1/13/2012	2,115.70	1,288 45	827.25
CERNER CORP	168 000	5/28/2010	1/13/2012	10,553 57	7,116 10	3,437 47
ESTEE LAUDER COMPANIES-CL A	136 000	5/28/2010	1/13/2012	15,282 03	7,529 77	7,752 26
INTL BUSINESS MACHINES CORP	57 000	5/28/2010	1/13/2012	10,355 56	7,263 73	3,091 83
MCDONALD'S CORP	236 000	5/28/2010	1/13/2012	23,486 28	15,946 52	7,539 76
NOVO-NORDISK A/S-SPONS ADR	45 000	5/28/2010	1/13/2012	5,356 69	3,503 80	1,852 89
OCCIDENTAL PETROLEUM CORP	155 000	5/28/2010	1/13/2012	15,110 67	13,154 39	1,956 28
TARGET CORP	90 000	5/28/2010	1/13/2012	4,377 51	4,949 06	(571 55)
TJX COMPANIES INC	88 000	5/28/2010	1/13/2012	5,756 84	4,033 92	1,722 92
PEARSON PLC - SPONSORED ADR	197 000	5/28/2010	1/30/2012	3,618 84	2,353 76	1,265 08
GENERAL DYNAMICS CORP	250 000	5/28/2010	2/7/2012	17,384 82	20,087 81	(2,702 99)
CONOCOPHILLIPS	281 000	5/28/2010	2/28/2012	20,928 01	14,596 88	6,331.13
CELESIO AG	723 000	5/28/2010	3/5/2012	2,628 72	4,495 55	(1,866.83)
MITSUBISHI UFJ FINL GRP-ADR	418 000	5/28/2010	3/21/2012	2,161 02	2,173 85	(12 83)
VINCI S A -ADR	379 000	5/28/2010	3/29/2012	4,892 81	5,139 20	(246 39)

Description	Units	Acquisition	Disposition	Proceeds	Basis	Gain (Loss)
		Date	Date			
C H ROBINSON WORLDWIDE INC	2 000	5/28/2010	4/18/2012	128 25	116 08	12 17
EXPEDITORS INTL WASH INC	9 000	5/28/2010	4/18/2012	416 69	342 90	73 79
JPMORGAN CHASE & CO	1,251 000	5/28/2010	5/29/2012	42,496 14	53,750 62	(11,254 48)
ICICI BANK LTD-SPON ADR	105 000	5/28/2010	6/6/2012	2,903 16	4,183 29	(1,280 13)
TELEKOM AUSTRIA AG-ADR	145 000	5/28/2010	6/22/2012	2,905 72	4,474 10	(1,568 38)
TENNECO INC	55 000	5/25/2010	8/8/2011	2,099 33	1,125 34	973 99
GRAFTECH INTERNATIONAL LTD	30 000	5/25/2010	9/23/2011	467 67	469 88	(2 21)
ARUBA NETWORKS INC	69 000	5/25/2010	11/10/2011	1,659 41	856 19	803 22
GRAFTECH INTERNATIONAL LTD	36 000	5/25/2010	1/13/2012	564 10	563 86	0 24
TENNECO INC	14 000	5/25/2010	1/13/2012	438 61	286 45	152 16
ARUBA NETWORKS INC	159 000	5/25/2010	2/14/2012	3,823 66	1,972 96	1,850 70
GRACO INC	160 000	5/21/2010	7/28/2011	8,087 92	5,193 56	2,894 36
VITAMIN SHOPPE INC	28 000	5/20/2010	1/13/2012	1,138 73	659 64	479 09
ABBOTT LABORATORIES	45 000	5/13/2010	1/13/2012	2,522 20	2,193 96	328 24
CF INDUSTRIES HOLDINGS INC	3 000	5/12/2010	8/1/2011	466 64	220 24	246 40
CF INDUSTRIES HOLDINGS INC	2 000	5/12/2010	9/12/2011	366 35	146 82	219 53
AEROVIROMENT INC	54 000	5/12/2010	2/15/2012	1,652 36	1,413 59	238 77
VOLCANO CORP	231 000	5/12/2010	4/24/2012	6,086 18	5,402 95	683 23
FLEXTRONICS INTL LTD	100 000	5/7/2010	7/28/2011	678 00	694 59	(16.59)
VERTEX PHARMACEUTICALS INC	12 000	5/4/2010	11/4/2011	454 79	460 96	(6 17)
ARM HOLDINGS PLC-SPONS ADR	143 000	4/27/2010	7/28/2011	4,320 00	1,686 18	2,633 82
TALISMAN ENERGY INC	52 000	4/23/2010	7/28/2011	1,069 61	908 81	160 80
AEROVIROMENT INC	146 000	4/22/2010	7/13/2011	5,303 42	4,109 19	1,194 23
C H ROBINSON WORLDWIDE INC	4 000	4/22/2010	8/1/2011	294 15	246 08	48 07
CAPELLA EDUCATION CO	3 000	4/22/2010	8/1/2011	136.76	276.83	(140 07)
EXPEDITORS INTL WASH INC	1 000	4/22/2010	8/1/2011	47 50	40 70	6 80
CENTURYLINK INC	72.000	4/12/2010	1/13/2012	2,663 94	2,607 01	56 93
CONOCOPHILLIPS	39.000	4/12/2010	1/13/2012	2,853 96	2,181 14	672 82
ARES CAPITAL CORP	222 000	4/5/2010	7/28/2011	3,580 81	3,380 90	199.91
BALCHEM CORP	75 000	4/5/2010	7/28/2011	3,347 18	1,752 37	1,594 81
CARBO CERAMICS INC	79 000	4/5/2010	7/28/2011	14,250 53	5,149 22	9,101 31
CASS INFORMATION SYSTEMS INC	110 000	4/5/2010	7/28/2011	4,145 85	3,525 75	620 10
COMPUTER SERVICES INC	432 000	4/5/2010	7/28/2011	12,981 35	8,650 80	4,330 55
ENTERTAINMENT PROPERTIES TR REIT	59 000	4/5/2010	7/28/2011	2,892 71	2,421 89	470 82
OWENS & MINOR INC	75 000	4/5/2010	7/28/2011	2,531 95	2,328 60	203 35
RLI CORP	76 000	4/5/2010	7/28/2011	4,991 58	4,334 28	657 30
SUFFOLK BANCORP	68 000	4/5/2010	7/28/2011	867 66	2,171.95	(1,304 29)
SYNTEL INC	63 000	4/5/2010	7/28/2011	3,650 77	2,502 17	1,148 60
WD-40 CO	159 000	4/5/2010	7/28/2011	7,313 90	5,334 68	1,979 22
WORLD FUEL SERVICES CORP	196 000	4/5/2010	7/28/2011	7,585 09	5,582 06	2,003 03
SUFFOLK BANCORP	164 000	4/5/2010	8/10/2011	1,870 65	5,238 24	(3,367.59)
SUFFOLK BANCORP	136 000	4/5/2010	8/10/2011	1,548 23	4,343 91	(2,795 68)
LANDAUER INC	298.000	4/5/2010	10/20/2011	15,070 12	17,599 38	(2,529.26)
ABM INDUSTRIES INC	563 000	4/5/2010	11/28/2011	11,355 50	11,823 47	(467 97)
CARBO CERAMICS INC	32 000	4/5/2010	11/28/2011	4,473 21	1,170 77	3,302 44
OWENS & MINOR INC	110 000	4/5/2010	1/13/2012	3,053 55	3,415 28	(361 73)
SYNTEL INC	54 000	4/5/2010	1/13/2012	2,478 02	2,144 72	333 30
WORLD FUEL SERVICES CORP	127 000	4/5/2010	1/13/2012	5,671 72	3,616 95	2,054 77
TIBCO SOFTWARE INC	130 000	4/1/2010	7/13/2011	3,980 31	1,402 49	2,577 82
INFORMATICA CORP	109.000	4/1/2010	7/18/2011	6,399 96	2,912 38	3,487 58
CHECK POINT SOFTWARE TECH	10 000	4/1/2010	7/28/2011	600 98	351 50	249 48
CHINA TELECOM CORP LTD-ADR	19 000	4/1/2010	7/28/2011	1,252 64	955 51	297 13
CRH PLC - SPONSORED ADR	46 000	4/1/2010	7/28/2011	952 18	1,179 44	(227 26)
DASSAULT SYSTEMES SA-ADR	59 000	4/1/2010	7/28/2011	5,056 20	3,590 15	1,466 05
DEUTSCHE POST AG-SPON ADR	80 000	4/1/2010	7/28/2011	1,448 77	1,423 20	25 57
ERICSSON (LM) TEL-SP ADR	234 000	4/1/2010	7/28/2011	3,058 44	2,481 70	576 74
FANUC LTD-UNSP ADR	154 000	4/1/2010	7/28/2011	4,766 20	2,825 90	1,940 30
G4S PLC	65 000	4/1/2010	7/28/2011	1,461 82	1,327 30	134 52
ICICI BANK LTD-SPON ADR	43 000	4/1/2010	7/28/2011	2,069 12	1,966 84	102 28
INTERNATIONAL CONSOLIDATED AIR	41 000	4/1/2010	7/28/2011	797 02	782 89	14 13
KINGFISHER PLC-SPONS ADR	263 000	4/1/2010	7/28/2011	2,256 49	1,759 47	497 02
MICHELIN COMPAGNIE GENERALE	87 000	4/1/2010	7/28/2011	1,611 20	1,287 60	323 60
MITSUBISHI UFJ FINL GRP-ADR	67 000	4/1/2010	7/28/2011	338 34	352 36	(14 02)
NESTLE SA-SPONS ADR FOR REG	77 000	4/1/2010	7/28/2011	4,964 09	3,936 24	1,027 85
NESTLE SA-SPONS ADR FOR REG	15 000	4/1/2010	7/28/2011	965 83	766 80	199 03
NOVARTIS AG-ADR	27 000	4/1/2010	7/28/2011	1,690 70	1,455 84	234 86
PEARSON PLC - SPONSORED ADR	46 000	4/1/2010	7/28/2011	857 88	734 55	123 33
PETROLEO BRASILEIRO S A -ADR	43 000	4/1/2010	7/28/2011	1,334 69	1,744 94	(410 25)

Description	Acquisition		Disposition		Proceeds	Basis	Gain (Loss)
	Units	Date	Date				
ROCHE HOLDINGS LTD-SPONS ADR	46 000	4/1/2010	7/28/2011		2,072 72	1,918 81	153 91
ROLLS-ROYCE HOLDINGS PLC	16 000	4/1/2010	7/28/2011		852 62	745 60	107 02
SBM OFFSHORE NV	46 000	4/1/2010	7/28/2011		1,283 83	949.90	333 93
STATOIL ASA	79 000	4/1/2010	7/28/2011		1,979 70	1,883 36	96 34
SWIRE PACIFIC LTD - SPON ADR A	55 000	4/1/2010	7/28/2011		770 53	677 05	93 48
TAIWAN SEMICONDUCTOR-SP ADR	230 000	4/1/2010	7/28/2011		2,912 34	2,463 07	449 27
VALE SA-SP PREF ADR	57 000	4/1/2010	7/28/2011		1,720 79	1,617 00	103 79
CTRIIP COM INTERNATIONAL-ADR	24 000	4/1/2010	8/1/2011		1,104 45	966 48	137 97
INTUITIVE SURGICAL INC	5 000	4/1/2010	8/1/2011		1,963 61	1,746 45	217 16
MSCI INC-A	3 000	4/1/2010	8/1/2011		106 28	109 02	(2 74)
MYLAN INC	7 000	4/1/2010	8/1/2011		160 01	162 60	(2.59)
RESOURCES CONNECTION INC	42 000	4/1/2010	8/1/2011		558 17	810 53	(252 36)
ROBERT HALF INTL INC	101 000	4/1/2010	8/1/2011		2,735 04	3,072 32	(337 28)
ANSYS INC	122 000	4/1/2010	8/8/2011		5,939 86	5,049 96	889 90
INTUITIVE SURGICAL INC	13 000	4/1/2010	8/12/2011		4,372 59	4,540 77	(168.18)
TEVA PHARMACEUTICAL-SP ADR	219 000	4/1/2010	8/15/2011		8,494 19	10,828 55	(2,334 36)
	315 000	4/1/2010	8/24/2011		10,395 00	4,673 46	5,721 54
VMWARE INC- CL A	39 000	4/1/2010	9/1/2011		3,394 99	2,041 44	1,353 55
ICICI BANK LTD-SPON ADR	51 000	4/1/2010	9/8/2011		1,960 91	2,225 13	(264 22)
SCHWAB (CHARLES) CORP	0 700	4/1/2010	9/12/2011		8 22	11 19	(2 97)
ALLSCRIPTS HEALTHCARE SOLUT	17 000	4/1/2010	9/23/2011		323 47	280 20	43 27
BIOMARIN PHARMACEUTICAL INC	18 000	4/1/2010	9/23/2011		573 80	433 08	140 72
BJ'S RESTAURANTS INC	9 000	4/1/2010	9/23/2011		424 41	207 44	216 97
CASH AMERICA INTL INC	15 000	4/1/2010	9/23/2011		910 17	604 47	305 70
COHERENT INC	18 000	4/1/2010	9/23/2011		819 51	575 06	244 45
GENESCO INC	21 000	4/1/2010	9/23/2011		1,118 72	651 52	467 20
HERBALIFE LTD	1 000	4/1/2010	9/23/2011		58 89	23 82	35 07
INFORMATICA CORP	17 000	4/1/2010	9/23/2011		697 83	451 69	246 14
LUFKIN INDUSTRIES INC	13 000	4/1/2010	9/23/2011		850 83	533.71	317 12
QUALITY SYSTEMS INC	1 000	4/1/2010	9/23/2011		96 17	61 23	34 94
SOTHEBY'S DELAWARE	9 000	4/1/2010	9/23/2011		338 87	288 54	50.33
TITANIUM METALS CORPORATION	8 000	4/1/2010	9/23/2011		128 37	135 91	(7.54)
ROLLS-ROYCE HOLDINGS PLC	33 000	4/1/2010	9/28/2011		1,496 91	1,537 80	(40 89)
NOVARTIS AG-ADR	30 000	4/1/2010	10/4/2011		1,701 85	1,617 60	84 25
ACE LTD	104 000	4/1/2010	10/5/2011		6,295 02	5,913 56	381 46
PEARSON PLC - SPONSORED ADR	88 000	4/1/2010	10/5/2011		1,553 16	1,405 23	147 93
NOVO-NORDISK A/S-SPONS ADR	77 000	4/1/2010	10/18/2011		7,694 47	5,446 74	2,247 73
BALLY TECHNOLOGIES INC	33 000	4/1/2010	11/3/2011		1,203 81	1,346.40	(142 59)
CENTENE CORP	46 000	4/1/2010	11/3/2011		1,617 33	1,128 38	488.95
DTS INC	40 000	4/1/2010	11/3/2011		1,143 57	1,353 56	(209 99)
HUNTSMAN CORP	203 000	4/1/2010	11/3/2011		2,485 29	2,500 76	(15 47)
LUFKIN INDUSTRIES INC	48 000	4/1/2010	11/3/2011		2,840 17	1,970 64	869 53
OYO GEOSPACE CORP	33 000	4/1/2010	11/3/2011		2,655 15	1,582 35	1,072 80
REGAL BELOIT	3 000	4/1/2010	11/3/2011		163 25	179 04	(15 79)
RIVERBED TECHNOLOGY INC	42 000	4/1/2010	11/3/2011		1,175 54	571 02	604 52
VEECO INSTRUMENTS INC	45 000	4/1/2010	11/3/2011		1,224 42	1,973 70	(749 28)
BAIDU INC SPONS ADR REPSTG ORD SHS	25 000	4/1/2010	11/4/2011		3,394 93	1,502 25	1,892 68
MYLAN INC	25 000	4/1/2010	11/4/2011		467 99	580 70	(112 71)
ROCKWELL AUTOMATION INC	4 000	4/1/2010	11/4/2011		263 55	226 68	36 87
VMWARE INC- CL A	28 000	4/1/2010	11/4/2011		2,709 78	1,465 24	1,244 54
THORATEC CORP	155 000	4/1/2010	11/7/2011		4,645 89	5,109 17	(463 28)
VMWARE INC- CL A	4 000	4/1/2010	11/7/2011		388 20	209 32	178 88
HERBALIFE LTD	106 000	4/1/2010	11/22/2011		5,970 64	1,887 38	4,083 26
BIOMARIN PHARMACEUTICAL INC	105 000	4/1/2010	12/20/2011		3,325 58	2,280.34	1,045 24
ABBOTT LABORATORIES	269 000	4/1/2010	1/13/2012		15,077 19	14,189 79	887 40
ALLSCRIPTS HEALTHCARE SOLUT	24 000	4/1/2010	1/13/2012		442 79	395 57	47 22
AUTOMATIC DATA PROCESSING	94 000	4/1/2010	1/13/2012		5,123 85	4,051 57	1,072 28
BALLY TECHNOLOGIES INC	17 000	4/1/2010	1/13/2012		677 09	693 60	(16 51)
BJ'S RESTAURANTS INC	29.000	4/1/2010	1/13/2012		1,345.28	668 41	676 87
CASH AMERICA INTL INC	22 000	4/1/2010	1/13/2012		1,000 32	886 56	113 76
COHERENT INC	19 000	4/1/2010	1/13/2012		1,029 40	607 01	422.39
DTS INC	22 000	4/1/2010	1/13/2012		595 96	744 46	(148 50)
FREEPORT-MCMORAN COPPER	43 000	4/1/2010	1/13/2012		1,753 93	1,842 12	(88 19)
GENESCO INC	34 000	4/1/2010	1/13/2012		2,084 49	1,054 85	1,029 64
HUNTSMAN CORP	66 000	4/1/2010	1/13/2012		677 14	813 05	(135 91)
INFORMATICA CORP	19 000	4/1/2010	1/13/2012		666 12	504 83	161 29
INTEL CORP	204 000	4/1/2010	1/13/2012		5,214 15	4,599 85	614 30
LUFKIN INDUSTRIES INC	23 000	4/1/2010	1/13/2012		1,695 98	944 27	751 71

Description	Units	Acquisition Date	Disposition Date	Proceeds	Basis	Gain (Loss)
NESTLE SA-SPONS ADR FOR REG	231 000	4/1/2010	1/13/2012	13,351 54	11,869 14	1,482.40
NEWS CORP-CL A	296 000	4/1/2010	1/13/2012	5,502 56	5,082 23	420 33
OYO GEOSPACE CORP	11 000	4/1/2010	1/13/2012	877 12	527 45	349 67
PHILIP MORRIS INTERNATIONAL	784 000	4/1/2010	1/13/2012	60,689 29	39,137 84	21,551 45
QUALCOMM INC	210 000	4/1/2010	1/13/2012	11,728 27	9,358 06	2,370 21
QUALITY SYSTEMS INC	15 000	4/1/2010	1/13/2012	555 58	459 22	96 36
REGAL BELOIT	11 000	4/1/2010	1/13/2012	607 40	656 48	(49 08)
ROVI CORP	14 000	4/1/2010	1/13/2012	371 69	515 60	(143 91)
SOTHEBY'S DELAWARE	21 000	4/1/2010	1/13/2012	677 02	673 26	3 76
THE WALT DISNEY CO	49 000	4/1/2010	1/13/2012	1,941 34	1,733 62	207 72
TIBCO SOFTWARE INC	28 000	4/1/2010	1/13/2012	642 58	302 08	340 50
TITANIUM METALS CORPORATION	44 000	4/1/2010	1/13/2012	689 02	747 52	(58 50)
UNITED TECHNOLOGIES CORP	40 000	4/1/2010	1/13/2012	3,029 14	2,953 50	75 64
WALGREEN CO	36 000	4/1/2010	1/13/2012	1,234 77	1,348 92	(114 15)
WAL-MART STORES INC	84 000	4/1/2010	1/13/2012	4,974 38	4,678 71	295 67
WASTE CONNECTIONS INC	29 000	4/1/2010	1/13/2012	968 58	659 27	309 31
CASH AMERICA INTL INC	128 000	4/1/2010	1/25/2012	5,493 72	4,855.18	638 54
NOVARTIS AG-ADR	48 000	4/1/2010	1/30/2012	2,585 24	2,380 59	204.65
WALGREEN CO	490 000	4/1/2010	2/6/2012	16,210 40	17,497 37	(1,286 97)
BJ'S RESTAURANTS INC	109 000	4/1/2010	2/9/2012	5,865 46	2,222 65	3,642 81
OYO GEOSPACE CORP	39 000	4/1/2010	2/9/2012	4,140 93	1,735 63	2,405 30
GENESCO INC	102 000	4/1/2010	2/10/2012	6,478 06	2,879 50	3,598 56
BAIDU INC SPONS ADR REPSTG ORD SHS	1 000	4/1/2010	2/14/2012	135 09	60.09	75 00
DASSAULT SYSTEMES SA-ADR	78 000	4/1/2010	2/16/2012	6,451 79	4,608.93	1,842 86
INFORMATICA CORP	99 000	4/1/2010	2/28/2012	4,872 42	2,336 93	2,535 49
VMWARE INC- CL A	19 000	4/1/2010	3/5/2012	1,878 56	994 27	884 29
NESTLE SA-SPONS ADR FOR REG	33 000	4/1/2010	3/21/2012	2,041 00	1,686 96	354 04
ROCKWELL AUTOMATION INC	52 000	4/1/2010	3/26/2012	4,237 93	2,946 84	1,291 09
SHUFFLE MASTER INC	212 000	4/1/2010	4/9/2012	3,874 13	1,869 92	2,004 21
DTS INC	58 000	4/1/2010	4/12/2012	1,711 06	1,798 29	(87 23)
COHERENT INC	53 000	4/1/2010	4/13/2012	2,875 18	1,635 51	1,239 67
UNIVERSAL ELECTRONICS INC	125 000	4/1/2010	4/16/2012	2,186 45	2,832.23	(645 78)
BAIDU INC SPONS ADR REPSTG ORD SHS	7 000	4/1/2010	4/18/2012	1,067 40	420.63	646 77
CTRIIP COM INTERNATIONAL-ADR	2 000	4/1/2010	4/18/2012	42 59	80 54	(37 95)
ROBERT HALF INTL INC	28 000	4/1/2010	4/18/2012	814 50	843 26	(28 76)
ROCKWELL AUTOMATION INC	6 000	4/1/2010	4/18/2012	467 02	340.02	127 00
VMWARE INC- CL A	6 000	4/1/2010	4/18/2012	674 80	312 74	362 06
UNILEVER N V -NY SHARES	78 000	4/1/2010	4/25/2012	2,626 19	2,581 22	44 97
WALMART DE MEXICO S A B DE C V	321 000	4/1/2010	4/26/2012	9,223 73	7,880.10	1,343 63
PHILLIPS 66	0 500	4/1/2010	5/9/2012	15 19	11 89	3 30
MERCK & CO INC/NJ	206 000	4/1/2010	5/17/2012	7,796 39	8,447 94	(651 55)
QUALITY SYSTEMS INC	92 000	4/1/2010	5/18/2012	2,732 62	2,364 43	368 19
IVY ASSET STRATEGY-I FD#0473	1,864 000	3/30/2010	7/26/2011	51,185 44	41,995 92	9,189 52
PIMCO COMMOD RR STRAT-INST FD#0045	70 000	3/30/2010	7/26/2011	645 40	547 40	98 00
PIMCO COMMOD RR STRAT-INST FD#0045	674 157	3/30/2010	8/15/2011	6,000 00	5,271 91	728 09
STEVEN MADDEN LTD	3 000	3/26/2010	9/23/2011	106 78	65.91	40 87
STEVEN MADDEN LTD	7 000	3/26/2010	11/3/2011	258 33	153.78	104 55
STEVEN MADDEN LTD	18 000	3/26/2010	1/13/2012	632 50	395 43	237 07
SUCCESSFACTORS INC	41 000	3/12/2010	9/23/2011	1,022 93	836 96	185 97
AEROVIROMENT INC	36 000	2/23/2010	11/4/2011	1,132 17	949 96	182 21
INTUITIVE SURGICAL INC	2.000	2/2/2010	4/18/2012	1,097 07	673 64	423 43
VEECO INSTRUMENTS INC	12 000	2/1/2010	1/13/2012	271 19	392 45	(121.26)
ROCHE HOLDINGS LTD-SPONS ADR	144 000	1/22/2010	1/13/2012	6,171 72	6,428 05	(256 33)
INTL BUSINESS MACHINES CORP	78 000	1/15/2010	1/13/2012	14,165 30	10,273 10	3,892 20
RIVERBED TECHNOLOGY INC	21.000	1/5/2010	1/13/2012	562 78	253 00	309 78
MTN GROUP LTD-SPONS ADR	161 000	11/20/2009	7/28/2011	3,461 43	2,556 36	905 07
MTN GROUP LTD-SPONS ADR	327 000	11/20/2009	2/15/2012	5,732 79	5,192 11	540 68
MARKS & SPENCER PLC-ADR	84 000	11/6/2009	7/28/2011	963 46	1,034 73	(71 27)
AVIVA PLC - SPON ADR	129 000	10/21/2009	7/28/2011	1,732 47	1,911 57	(179 10)
CHINA RESOURCES ENTER - SP ADR	874 000	10/21/2009	4/3/2012	6,041 35	5,914 21	127 14
HEALTH CARE REIT INC REIT	27 000	10/19/2009	1/13/2012	1,492 53	1,176 98	315 55
TELEFONICA SA-SPON ADR	126 000	10/19/2009	1/13/2012	2,147 00	3,571 92	(1,424 92)
AKZO NOBEL NV-SPON ADR	27 000	10/16/2009	7/28/2011	1,614 56	1,858 47	(243 91)
LORILLARD INC-W/I	9 000	10/9/2009	1/13/2012	1,024 00	700 89	323 11
ACE LTD	14 000	9/29/2009	8/1/2011	955 48	749 70	205 78
MEDASSETS INC	4 000	9/29/2009	9/12/2011	42 43	91 44	(49 01)
SEATTLE GENETICS INC/WA	8 000	9/29/2009	9/12/2011	141 75	114 80	26 95
SHUFFLE MASTER INC	5 000	9/29/2009	9/12/2011	48 54	46 90	1 64

Description	Units	Acquisition Date	Disposition Date	Proceeds	Basis	Gain (Loss)
DUFF & PHELPS CORPORATION	6 000	9/29/2009	9/23/2011	64 91	115 86	(50 95)
SEATTLE GENETICS INC/WA	13 000	9/29/2009	9/23/2011	257 52	186 55	70 97
DUFF & PHELPS CORPORATION	13 000	9/29/2009	11/3/2011	162 79	251 03	(88 24)
NORTHWEST PIPE COMPANY	11 000	9/29/2009	11/3/2011	286 52	400 84	(114 32)
ACE LTD	4 000	9/29/2009	11/4/2011	281 31	214 20	67 11
REDWOOD TRUST INC REIT	13.000	9/29/2009	12/1/2011	151 08	200 48	(49 40)
ANSYS INC	10 000	9/29/2009	1/13/2012	566 68	381 80	184 88
BIOMARIN PHARMACEUTICAL INC	14 000	9/29/2009	1/13/2012	512 53	255 23	257 30
DUFF & PHELPS CORPORATION	18 000	9/29/2009	1/13/2012	281 15	347 58	(66 43)
MEDASSETS INC	31 000	9/29/2009	1/13/2012	305 34	708 66	(403 32)
NORTHWEST PIPE COMPANY	13 000	9/29/2009	1/13/2012	291 58	473 72	(182 14)
REDWOOD TRUST INC REIT	22 000	9/29/2009	1/13/2012	241 33	339 27	(97 94)
SHUFFLE MASTER INC	60 000	9/29/2009	1/13/2012	753 58	562 74	190 84
THORATEC CORP	20 000	9/29/2009	1/13/2012	590 78	617 38	(26.60)
THORATEC CORP	151 000	9/29/2009	2/14/2012	5,238 74	2,961 72	2,277.02
GEO GROUP INC/THE	157 000	9/29/2009	3/5/2012	2,777 27	3,755 16	(977 89)
ACE LTD	6 000	9/29/2009	4/18/2012	431 75	321 30	110 45
BJ'S RESTAURANTS INC	79 000	9/29/2009	6/6/2012	3,336 27	1,098 86	2,237 41
TOTAL SA-SPON ADR	57 000	8/4/2009	1/13/2012	2,931 45	3,159 51	(228 06)
REGENERON PHARMACEUTICALS	6 000	7/28/2009	9/12/2011	422 33	129 19	293 14
TERADYNE INC	21 000	7/14/2009	9/23/2011	259 96	144 54	115 42
TERADYNE INC	12 000	7/14/2009	11/3/2011	173 55	82 59	90 96
TERADYNE INC	30 000	7/14/2009	1/13/2012	449 39	206 49	242 90
JUPITER TELECOM-UNSPON ADR	50 000	6/9/2009	5/18/2012	3,369 39	2,342 50	1,026.89
JUPITER TELECOM-UNSPON ADR	99.000	6/9/2009	5/21/2012	6,773 36	4,363 77	2,409.59
CHINA MOBILE LTD-SP ADR	25 000	5/29/2009	7/28/2011	1,227 47	1,224.70	2 77
UMB FINANCIAL CORP	3 000	5/12/2009	11/3/2011	110 52	142 37	(31 85)
UMB FINANCIAL CORP	6 000	5/12/2009	1/13/2012	243 71	284 74	(41 03)
DEUTSCHE POST AG-SPON ADR	119 000	4/6/2009	4/4/2012	2,283 57	1,433 10	850 47
INTUITIVE SURGICAL INC	25 000	4/3/2009	1/13/2012	11,242 53	4,329.80	6,912 73
COCA-COLA CO/THE	15 000	3/2/2009	1/13/2012	1,040 08	596 83	443.25
PROCTER & GAMBLE CO	24 000	3/2/2009	1/13/2012	1,590 44	1,139 93	450 51
HERBALIFE LTD	9 000	2/12/2009	1/13/2012	485 18	92 24	392 94
ELI LILLY & CO	81 000	2/3/2009	1/13/2012	3,262 61	3,147 17	115 44
JOHNSON & JOHNSON	39 000	2/3/2009	1/13/2012	2,543 14	2,290 50	252 64
CAVANAL HILL BOND-INST FD#0046	3,295 341	12/15/2008	9/1/2011	30,481 90	31,922 22	(1,440 32)
CAVANAL HILL INTRMD BD CL-I FD#0045	5,445 352	12/15/2008	9/1/2011	52,819 91	55,924 10	(3,104 19)
CAVANAL HILL SH TM INC-INST FD#0047	7,261 362	12/12/2008	9/1/2011	68,402 03	73,374 39	(4,972 36)
ROYAL DUTCH SHELL PLC-ADR B	57 000	11/4/2008	1/13/2012	4,384 92	3,381 24	1,003 68
BAIDU INC SPONS ADR REPSTG ORD SHS	47 000	11/3/2008	1/13/2012	5,898 38	961 34	4,937 04
MUNICH RE GROUP ADR	101 000	10/22/2008	7/28/2011	1,534 16	1,171 60	362 56
CELESIO AG	115 000	10/20/2008	7/28/2011	451 94	839 50	(387 56)
LONZA GROUP AG	95 000	10/20/2008	7/28/2011	806 53	1,068.75	(262 22)
ACE LTD	27 000	9/23/2008	7/28/2011	1,760 90	1,567 89	193 01
MONSTER WORLDWIDE INC	8 000	9/5/2008	9/23/2011	70 47	153 14	(82 67)
MONSTER WORLDWIDE INC	37 000	9/5/2008	11/3/2011	350 39	708 29	(357 90)
MONSTER WORLDWIDE INC	51 000	9/5/2008	1/13/2012	434 51	976 30	(541 79)
KB FINANCIAL GROUP INC-ADR	45.000	7/29/2008	7/28/2011	2,302 15	2,471 72	(169 57)
GLAXOSMITHKLINE PLC-ADR	84.000	7/18/2008	1/13/2012	3,669 88	4,017 45	(347 57)
TESCO PLC-SPONSORED ADR	57 000	6/10/2008	7/28/2011	1,102 35	1,325 25	(222 90)
VINCI S A.-ADR	61 000	6/4/2008	7/28/2011	890 58	1,109.75	(219 17)
GENERAL ELEC CAP CORP	100,000 000	5/21/2008	11/21/2011	100,000 00	101,509.00	(1,509 00)
CATERPILLAR FIN SERV CORP	100,000 000	5/21/2008	3/15/2012	100,000 00	101,400.00	(1,400 00)
SANOFI	74 000	5/15/2008	7/28/2011	2,937 74	2,838 58	99 16
OAO GAZPROM- SPON ADS	51 000	5/12/2008	7/28/2011	731 83	1,515 97	(784 14)
TELEFONICA SA-SPON ADR	89 000	5/12/2008	7/28/2011	2,023 82	2,636 77	(612 95)
TELEKOM AUSTRIA AG-ADR	35 000	5/12/2008	7/28/2011	852 93	1,683 50	(830 57)
TELENOR ASA - ADR	43 000	5/12/2008	7/28/2011	2,107 38	2,795 00	(687 62)
TOTAL SA-SPON ADR	41 000	5/12/2008	7/28/2011	2,310 30	3,451 79	(1,141 49)
TURKCELL ILETISIM HIZMET-ADR	49 000	5/12/2008	7/28/2011	611 50	864 85	(253 35)
UNILEVER N V -NY SHARES	65 000	5/12/2008	7/28/2011	2,145 60	2,220 40	(74.80)
VODAFONE GROUP PLC - SP ADR	101 000	5/12/2008	7/28/2011	2,662 32	3,215 84	(553 52)
UNILEVER N V -NY SHARES	149 000	5/12/2008	10/6/2011	4,632.32	5,089 84	(457 52)
TELEKOM AUSTRIA AG-ADR	77 000	5/12/2008	10/17/2011	1,730 92	3,703 70	(1,972 78)
VODAFONE GROUP PLC - SP ADR	75 000	5/12/2008	10/19/2011	2,069 97	2,388 00	(318 03)
UNILEVER N V -NY SHARES	50 000	5/12/2008	12/7/2011	1,663 47	1,708 00	(44 53)
VODAFONE GROUP PLC - SP ADR	61 000	5/12/2008	1/11/2012	1,706 13	1,942 24	(236 11)
TELEFONICA SA-SPON ADR	154 000	5/12/2008	6/6/2012	1,712 44	4,562 51	(2,850 07)

Description	Acquisition		Disposition		Proceeds	Basis	Gain (Loss)
	Units	Date	Date				
AT&T INC	135 000	5/5/2008	1/13/2012		4,012 13	5,367 04	(1,354 91)
TOYOTA MOTOR CORP -SPON ADR	21 000	5/2/2008	7/28/2011		1,767 11	2,189 69	(422.58)
ALTRIA GROUP INC	123 000	4/15/2008	1/13/2012		3,547 26	2,665 41	881 85
BRISTOL-MYERS SQUIBB CO	108 000	4/15/2008	1/13/2012		3,728 13	2,326 32	1,401 81
DUKE ENERGY CORP	147 000	4/15/2008	1/13/2012		3,145 74	2,665 11	480 63
HJ HEINZ CO	72 000	4/15/2008	1/13/2012		3,819 52	3,409 92	409 60
KIMBERLY-CLARK CORP	54 000	4/15/2008	1/13/2012		3,940 84	3,450 60	490 24
REYNOLDS AMERICAN INC	72 000	4/15/2008	1/13/2012		2,962 74	2,068 92	893 82
SOUTHERN CO	90 000	4/15/2008	1/13/2012		4,031 92	3,288 60	743.32
VERIZON COMMUNICATIONS INC	99 000	4/15/2008	1/13/2012		3,818 36	3,261 18	557 18
VODAFONE GROUP PLC - SP ADR	120 000	4/15/2008	1/13/2012		3,327 54	3,601 20	(273 66)
WINDSTREAM CORP	78 000	4/15/2008	1/13/2012		911 80	928 06	(16 26)
JOHNSON & JOHNSON	96 000	4/14/2008	7/12/2011		6,521 16	6,348 48	172 68
JOHNSON & JOHNSON	114 000	4/14/2008	9/8/2011		7,323 23	7,538 82	(215 59)
NEWS CORP-CL A	673 000	4/14/2008	9/8/2011		11,041 09	11,831 34	(790 25)
ALTRIA GROUP INC	454 000	4/14/2008	1/13/2012		13,084 61	9,738 30	3,346 31
AMERICAN EXPRESS CO	32 000	4/14/2008	1/13/2012		1,548 45	1,376 96	171 49
CATERPILLAR INC	72 000	4/14/2008	1/13/2012		7,165 30	5,456 16	1,709 14
CHEVRON CORP	198.000	4/14/2008	1/13/2012		21,575 70	17,586 36	3,989 34
COCA-COLA CO/THE	327 000	4/14/2008	1/13/2012		22,663 96	20,038 56	2,625 40
CONOCOPHILLIPS	266 000	4/14/2008	1/13/2012		19,468 29	21,245.42	(1,777 13)
EXXON MOBIL CORP	443 000	4/14/2008	1/13/2012		37,818 93	39,652 93	(1,834 00)
GENERAL ELECTRIC CO	133 000	4/14/2008	1/13/2012		2,475 09	4,257 30	(1,782 21)
JOHNSON & JOHNSON	143 000	4/14/2008	1/13/2012		9,306 27	9,456 59	(150 32)
MCGRAW-HILL COMPANIES INC	231 000	4/14/2008	1/13/2012		10,993 09	8,498 49	2,494 60
MERCK & CO INC/NJ	81 000	4/14/2008	1/13/2012		3,117 63	3,350 16	(232 53)
PEPSICO INC	145 000	4/14/2008	1/13/2012		9,503 12	10,322 55	(819 43)
PRAXAIR INC	81 000	4/14/2008	1/13/2012		8,698 43	7,132 86	1,565 57
PROCTER & GAMBLE CO	50 000	4/14/2008	1/13/2012		3,308 44	3,504 00	(195 56)
ROYAL DUTCH SHELL PLC-ADR A	183 000	4/14/2008	1/13/2012		13,545.41	13,415 73	129 68
TEXAS INSTRUMENTS INC	155 000	4/14/2008	1/13/2012		4,718 18	4,501 20	216 98
TOTAL SA-SPON ADR	212 000	4/14/2008	1/13/2012		10,898 73	16,489 36	(5,590 63)
MEDTRONIC INC	105 000	4/14/2008	2/3/2012		4,064 52	5,210 10	(1,145 58)
PHILLIPS 66	0 500	4/14/2008	5/9/2012		15 19	18 30	(3 11)
FUJIFILM HOLDINGS CORP - ADR	77 000	4/11/2008	7/19/2011		2,365 40	2,898 91	(533.51)
VMWARE INC- CL A	54 000	4/11/2008	7/25/2011		5,706 57	2,836 08	2,870 49
AIR LIQUIDE-ADR	176 000	4/11/2008	7/28/2011		4,929 66	4,575 00	354 66
AXA -SPONS ADR	89 000	4/11/2008	7/28/2011		1,739 91	3,293 00	(1,553 09)
BAE SYSTEMS PLC -SPON ADR	52 000	4/11/2008	7/28/2011		1,024 90	1,968.20	(943 30)
BG GROUP PLC-SPON ADR	30 000	4/11/2008	7/28/2011		3,463 43	3,605 40	(141 97)
BP PLC-SPONS ADR	34 000	4/11/2008	7/28/2011		1,589 12	2,202 18	(613 06)
CHEUNG KONG HLDGS-UNSPON ADR	93 000	4/11/2008	7/28/2011		1,367 07	1,399 65	(32 58)
CLARCOR INC	75 000	4/11/2008	7/28/2011		3,545 93	2,728 23	817 70
DBS GROUP HOLDINGS-SPON ADR	57 000	4/11/2008	7/28/2011		2,835 69	3,282 05	(446 36)
E ON AG -SPONSORED ADR	62 000	4/11/2008	7/28/2011		1,717.98	3,964 90	(2,246 92)
EMBRAER SA-ADR	16 000	4/11/2008	7/28/2011		471 99	686 88	(214 89)
ENI SPA-SPONSORED ADR	29 000	4/11/2008	7/28/2011		1,314 83	2,117 37	(802 54)
ERSTE GROUP BANK AG	203 000	4/11/2008	7/28/2011		4,902 35	6,577 20	(1,674 85)
FRANCE TELECOM SA-SPONS ADR	66 000	4/11/2008	7/28/2011		1,347 69	2,309 64	(961.95)
FUJIFILM HOLDINGS CORP - ADR	15 000	4/11/2008	7/28/2011		466 79	564 72	(97 93)
GDF SUEZ-SPON ADR	34 000	4/11/2008	7/28/2011		1,156 65	2,461 28	(1,304 63)
GLAXOSMITHKLINE PLC-ADR	40,000	4/11/2008	7/28/2011		1,769 16	1,710 40	58 76
HSBC HOLDINGS PLC-SPONS ADR	23 000	4/11/2008	7/28/2011		1,137 09	1,933 61	(796 52)
HUTCHISON WHAMPOA -UNSP ADR	41 000	4/11/2008	7/28/2011		929 45	792 94	136 51
ING GROEP N V -SPONSORED ADR	175 000	4/11/2008	7/28/2011		1,970 55	6,721 75	(4,751.20)
INTESA SANPAOLO SPON ADR	94 000	4/11/2008	7/28/2011		1,289 65	4,183 00	(2,893 35)
LANDSTAR SYSTEM INC	65 000	4/11/2008	7/28/2011		3,088 09	3,297 75	(209 66)
LINCOLN ELECTRIC HOLDINGS	150 000	4/11/2008	7/28/2011		5,725 43	5,249 40	476 03
L'OREAL - UNSPONSORED ADR	133 000	4/11/2008	7/28/2011		3,230.50	3,364 90	(134 40)
MERCK KGAA-ADR	61 000	4/11/2008	7/28/2011		2,265 49	2,690 10	(424 61)
NINTENDO CO LTD-ADR	47 000	4/11/2008	7/28/2011		1,092 72	3,170 15	(2,077 43)
PHILIPS ELECTRONICS-NY SHR	51 000	4/11/2008	7/28/2011		1,289 76	1,918 11	(628 35)
PORTUGAL TELECOM SGPS-SP ADR	25 000	4/11/2008	7/28/2011		219 24	306 38	(87 14)
REPSOL YPF SA -SPONSORED ADR	27 000	4/11/2008	7/28/2011		861 55	1,004 13	(142 58)
REXAM PLC - SPON ADR	24 000	4/11/2008	7/28/2011		746 38	987 60	(241 22)
ROCHE HOLDINGS LTD-SPONS ADR	80 000	4/11/2008	7/28/2011		3,607 93	3,610 00	(2 07)
ROYAL DUTCH SHELL PLC-ADR B	35 000	4/11/2008	7/28/2011		2,621 09	2,508 45	112 64
SAP AG-SPONSORED ADR	71 000	4/11/2008	7/28/2011		4,290 44	3,726 08	564 36

Description	Units	Acquisition Date	Disposition Date	Proceeds	Basis	Gain (Loss)
SAP AG-SPONSORED ADR	54 000	4/11/2008	7/28/2011	3,246 96	2,771 82	475 14
SCHLUMBERGER LTD	42 000	4/11/2008	7/28/2011	4,003 36	3,845 52	157 84
SIEMENS AG-SPONS ADR	14 000	4/11/2008	7/28/2011	1,880.72	1,502 67	378 05
SINGAPORE TELECOMMUNICATIONS ADR	95 000	4/11/2008	7/28/2011	2,580 15	2,755 00	(174 85)
SONY CORP-SPONSORED ADR	18 000	4/11/2008	7/28/2011	473 57	732 42	(258 85)
TEMPUR-PEDIC INTERNATIONAL	61 000	4/11/2008	7/28/2011	4,078 99	680 15	3,398 84
WPP PLC	62.000	4/11/2008	7/28/2011	3,669 70	3,706 66	(36 96)
VMWARE INC- CL A	1.000	4/11/2008	8/1/2011	100 82	52 52	48.30
WPP PLC	53 000	4/11/2008	9/7/2011	2,745 35	3,168 59	(423.24)
BALCHEM CORP	111 000	4/11/2008	9/14/2011	4,284 62	1,696 15	2,588.47
SINGAPORE TELECOMMUNICATIONS ADR	91 000	4/11/2008	9/14/2011	2,306 84	2,639 00	(332 16)
REPSOL YPF SA -SPONSORED ADR	61 000	4/11/2008	10/20/2011	1,856 17	2,268 59	(412 42)
GEO GROUP INC/THE	3 000	4/11/2008	11/3/2011	55 18	82 06	(26 88)
UNIVERSAL ELECTRONICS INC	39 000	4/11/2008	11/3/2011	746 01	981 28	(235 27)
E ON AG -SPONSORED ADR	78 000	4/11/2008	12/5/2011	1,908 63	4,988 10	(3,079 47)
SAP AG-SPONSORED ADR	75 000	4/11/2008	12/28/2011	3,971 21	3,849 75	121.46
SAP AG-SPONSORED ADR	64 000	4/11/2008	1/11/2012	3,439 28	3,285 12	154 16
GEO GROUP INC/THE	38 000	4/11/2008	1/13/2012	670 30	1,039 41	(369 11)
LANDSTAR SYSTEM INC	11 000	4/11/2008	1/13/2012	527 54	561 22	(33 68)
LANDSTAR SYSTEM INC	108 000	4/11/2008	1/13/2012	5,158 20	5,479 33	(321.13)
LINCOLN ELECTRIC HOLDINGS	65.000	4/11/2008	1/13/2012	2,635 69	2,274 74	360 95
UNIVERSAL ELECTRONICS INC	31 000	4/11/2008	1/13/2012	550 23	779 99	(229.76)
E ON AG -SPONSORED ADR	105 000	4/11/2008	3/13/2012	2,337 27	6,714 75	(4,377.48)
TEMPUR-PEDIC INTERNATIONAL	201 000	4/11/2008	3/13/2012	16,281 02	2,241 15	14,039 87
NINTENDO CO LTD-ADR	99 000	4/11/2008	4/10/2012	1,807 77	6,677 55	(4,869 78)
WALMART DE MEXICO S A B DE C V.	276 000	4/11/2008	5/14/2012	7,012 85	5,892 60	1,120 25
LINCOLN ELECTRIC HOLDINGS	227 000	4/11/2008	6/15/2012	10,154 94	7,944 09	2,210.85
EDMOND OK PUB WKS AUTH SALES REV	505,000 000	2/18/2008	7/1/2011	505,000 00	516,842 25	(11,842 25)
OKMULGEE OK PUB WKS AUTH CAP REV	250,000.000	2/18/2008	8/1/2011	250,000 00	250,000 00	-
BROKEN BOW OK PUB WKS AUTH REV	95,000 000	2/18/2008	10/3/2011	95,950 00	97,188 80	(1,238 80)
OKLAHOMA DEV FIN AUTH REV	150,000 000	2/18/2008	12/1/2011	150,000.00	150,000 00	-
TOTAL LONG-TERM CAPITAL GAIN (LOSS)				5,221,384 73	4,912,171 00	309,213 73
TOTAL CAPITAL GAIN (LOSS)				13,768,240 83	13,469,144 34	299,096.49

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒ **X**

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

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

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions		Enter filer's identifying number, see instructions	
	THE SHARNA AND IRVIN FRANK FOUNDATION		☒ 73-1503704	Employer identification number (EIN) or
	Number, street, and room or suite no. If a P.O. box, see instructions.		☐	Social security number (SSN)
3125-B S. YALE AVE.				
City, town or post office, state, and ZIP code. For a foreign address, see instructions.				
TULSA, OK 74135				

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

Application Is For	Return Code	Application Is For	Return Code
Form 990	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 (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

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

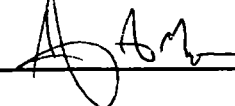
- The books are in the care of **MAY SHEEHAN**
Telephone No **918 583-3244** FAX No
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) If this is for 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 **05/15, 20 13**
- 5 For calendar year , or other tax year beginning **07/01**, 20 **11**, and ending **06/30**, 20 **12**
- 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 **THE TAXPAYER IS IN THE PROCESS OF GATHERING THE INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN. THEREFORE THE TAXPAYER REQUESTS AN ADDITIONAL EXTENSION OF TIME IN WHICH TO FILE.**

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 \$	24,865.
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 \$	24,865.
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 \$	

Signature and Verification must be completed for Part II only.

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

Signature  Title **CPA** Date **2-14-13**

INTERNAL REVENUE SERVICE
W & I - FIELD ASSISTANCE
TULSA, OK 74128

Form **8868** (Rev. 1-2012)

FEB 14 2013

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