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**Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation****2012****Note.** The foundation may be able to use a copy of this return to satisfy state reporting requirements**For calendar year 2012, or tax year beginning****, 2012, and ending**THE LUPIN FOUNDATION
234 METAIRIE ROAD
METAIRIE, LA 70005**A** Employer identification number
72-0940770**B** Telephone number (see the instructions)
504 849 0518**C** If exemption application is pending, check here ☐**D 1** Foreign organizations, check here ☐**2** Foreign organizations meeting the 85% test, check here and attach computation ☐**E** If private foundation status was terminated under section 507(b)(1)(A), check here ☐**F** If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐**G** Check all that apply ☐ Initial return ☐ Initial return of a former public charity
☐ Final return ☐ Amended return
☐ Address change ☐ Name change**H** Check type of organization ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation**I** Fair market value of all assets at end of year (from Part II, column (c), line 16)
\$ 17,549,129.**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 (att sch)**2** Check ☒ if the foundn is not req to att Sch B**3** Interest on savings and temporary cash investments**4** Dividends and interest from securities**5a** Gross rents**b** Net rental income or (loss)**6a** Net gain/(loss) from sale of assets not on line 10**b** Gross sales price for all assets on line 6a 8,702,777.**7** Capital gain net income (from Part IV, line 2)**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/(loss) (att sch)**11** Other income (attach schedule)**12 Total.** Add lines 1 through 11**13** Compensation of officers, directors, trustees, etc**14** Other employee salaries and wages**15** Pension plans, employee benefits**16a** Legal fees (attach schedule) See St 1**b** Accounting fees (attach sch) See St 2**c** Other prof fees (attach sch) See St 3**17** Interest**18** Taxes (attach schedule)(see instrs) See Stm 4**19** Depreciation (attach sch) and depletion**20** Occupancy**21** Travel, conferences, and meetings**22** Printing and publications**23** Other expenses (attach schedule)

See Statement 5

24 Total operating and administrative expenses. Add lines 13 through 23**25** Contributions, gifts, grants paid Part XV**26 Total expenses and disbursements.** Add lines 24 and 25**27** Subtract line 26 from line 12:**a Excess of revenue over expenses and disbursements****b Net investment income** (if negative, enter -0-)**c Adjusted net income** (if negative, enter -0-)

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96,000.
19,952.

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REVENUE

ADMINISTRATIVE EXPENSES

P
17

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value			
ASSETS	1	Cash — non-interest-bearing		2,415,044.	1,151,363.	1,151,363.	
	2	Savings and temporary cash investments					
	3	Accounts receivable	169,425.				
		Less: allowance for doubtful accounts		140,425.	169,425.	169,425.	
	4	Pledges receivable					
		Less: allowance for doubtful accounts					
	5	Grants receivable					
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)					
	7	Other notes and loans receivable (attach sch)					
		Less: allowance for doubtful accounts					
	8	Inventories for sale or use					
	9	Prepaid expenses and deferred charges					
	10a	Investments — U S and state government obligations (attach schedule)					
	b	Investments — corporate stock (attach schedule) Statement 6	15,530,316.	17,208,379.	14,946,302.		
	c	Investments — corporate bonds (attach schedule)					
	11	Investments — land, buildings, and equipment basis					
	Less: accumulated depreciation (attach schedule)						
12	Investments — mortgage loans						
13	Investments — other (attach schedule) Statement 7	1,061,282.	1,282,039.	1,282,039.			
14	Land, buildings, and equipment, basis	595,919.					
	Less: accumulated depreciation (attach schedule) See Stmt 8	279,818.	332,474.	316,101.			
15	Other assets (describe)						
16	Total assets (to be completed by all filers — see the instructions. Also, see page 1, item i)		19,479,541.	20,127,307.	17,549,129.		
LIABILITIES	17	Accounts payable and accrued expenses					
	18	Grants payable					
	19	Deferred revenue					
	20	Loans from officers, directors, trustees, & other disqualified persons		151,162.	172,936.		
	21	Mortgages and other notes payable (attach schedule)					
	22	Other liabilities (describe)					
	23	Total liabilities (add lines 17 through 22)		151,162.	172,936.		
NET FUND ASSETS OR	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, building, and equipment fund					
	29	Retained earnings, accumulated income, endowment, or other funds		19,328,379.	19,954,371.		
	30	Total net assets or fund balances (see instructions)		19,328,379.	19,954,371.		
	31	Total liabilities and net assets/fund balances (see instructions)		19,479,541.	20,127,307.		

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	19,328,379.
2	Enter amount from Part I, line 27a	2	-545,248.
3	Other increases not included in line 2 (itemize) See Statement 9	3	1,171,240.
4	Add lines 1, 2, and 3	4	19,954,371.
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	19,954,371.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a SEE SCHEDULE ATTACHED		P	Various	Various
b SEE SCHEDULE ATTACHED		P	Various	Various
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 5,451,925.		5,588,308.	-136,383.
b 3,250,852.		3,077,158.	173,694.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(j) Fair Market Value as of 12/31/69	(k) Adjusted basis as of 12/31/69	(l) Excess of column (i) over column (j), if any	
a			-136,383.
b			173,694.
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	37,311.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6).		3	-136,383.

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2011	910,076.	17,973,499.	0.050634
2010	870,273.	19,395,192.	0.044871
2009	923,272.	18,201,347.	0.050725
2008	1,254,678.	17,668,727.	0.071011
2007	1,317,938.	25,504,584.	0.051675

2 Total of line 1, column (d)	2	0.268916
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	0.053783
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	18,925,429.
5 Multiply line 4 by line 3	5	1,017,866.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	4,260.
7 Add lines 5 and 6	7	1,022,126.
8 Enter qualifying distributions from Part XII, line 4	8	954,907.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter 'N/A' on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary – see instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	8,521.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	8,521.
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	8,521.
6 Credits/Payments:			
a 2012 estimated tax pmts and 2011 overpayment credited to 2012	6 a	33,788.	
b Exempt foreign organizations – tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c		
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d	7	33,788.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	25,267.	
11 Enter the amount of line 10 to be Credited to 2013 estimated tax	11	25,267.	Refunded

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ☐ \$ 0. (2) On foundation managers ☐ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		X
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) LA		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? <i>If 'No,' attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>THE LUPIN FOUNDATION</u> Telephone no <u>504 849 0518</u> Located at <u>234 METAIRIE ROAD</u> ZIP + 4 <u>70005</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year <u>N/A</u>	15		N/A
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country <u></u>	16		X

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

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

	Yes	No
1 a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ 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)? Organizations relying on a current notice regarding disaster assistance check here ☐	1 b	N/A
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1 c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No If 'Yes,' list the years <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see instructions)	2 b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>		
3 a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b If 'Yes,' did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)	3 b	N/A
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4 b	X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to**(1)** Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?☐ Yes ☒ No**(2)** Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?☐ Yes ☒ No**(3)** Provide a grant to an individual for travel, study, or other similar purposes?☐ Yes ☒ No**(4)** Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)☐ Yes ☒ No**(5)** Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?☐ Yes ☒ No**b** If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?**5b** N/A

Organizations relying on a current notice regarding disaster assistance check here

☐**c** If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?N/A ☐ Yes ☐ No

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

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

If 'Yes' to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?N/A **7b****Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 10		206,502.	0.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
DONNA DONOVAN	OFFICE 40	20,150.	0.	0.

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

0

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
STERN ASSOCIATES 2550 VICTORY BLVD STATEN ISLAND, NY 10314	ACCOUNTING	86,500.
WHITNEY NATIONAL BANK P.O. BOX 61260 NEW ORLEANS, LA 70161	INVEST CONSULTANT	29,804.
SCHMEIDLER CUSTODY	INVEST CONSULTANT	6,556.
FIRST WILSHIRE	INVEST CONSULTANT	6,066.
ISI INC. 535 MADISON AVENUE 30 FL NEW YORK, NY 10022	INVEST CONSULTANT	14,876.
Total number of others receiving over \$50,000 for professional services		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3	0.

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Form 990-PF (2012)

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	16,369,347.
b Average of monthly cash balances	1b	1,783,204.
c Fair market value of all other assets (see instructions)	1c	1,061,082.
d Total (add lines 1a, b, and c)	1d	19,213,633.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	19,213,633.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	288,204.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	18,925,429.
6 Minimum investment return. Enter 5% of line 5	6	946,271.

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	946,271.
2a Tax on investment income for 2012 from Part VI, line 5	2a	8,521.
b Income tax for 2012 (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	8,521.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	937,750.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	937,750.
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	937,750.

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	954,907.
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	954,907.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	954,907.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				937,750.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			592,422.	
b Total for prior years 20____, 20____, 20____		0.		
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 954,907.				
a Applied to 2011, but not more than line 2a			592,422.	
b Applied to undistributed income of prior years (Election required — see instructions)		0.		
c Treated as distributions out of corpus (Election required — see instructions)	0.			
d Applied to 2012 distributable amount				362,485.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount — see instructions		0.		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount — see instructions			0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				575,265.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

BAA

Form 990-PF (2012)

N/A

- (4) Gross investment income**

[illegible]

See Statement for Line 2a

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 See attached schedule ,			See attached schedule	714,790.
Total			3 a	714,790.
b Approved for future payment				
Total			3 b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	3,781.	
4 Dividends and interest from securities			14	602,112.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18		37,311.
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				605,893.	37,311.
13 Total. Add line 12, columns (b), (d), and (e)				13	643,204.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

THE LUPIN FOUNDATION

72-0940770

Statement 1
Form 990-PF, Part I, Line 16a
Legal Fees

	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Kings Krieb	\$ 24,262.	\$ 2,426.		\$ 21,836.
Total	<u>\$ 24,262.</u>	<u>\$ 2,426.</u>	<u>\$ 0.</u>	<u>\$ 21,836.</u>

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Stern Associates	\$ 86,500.	\$ 21,625.		\$ 64,875.
Total	<u>\$ 86,500.</u>	<u>\$ 21,625.</u>	<u>\$ 0.</u>	<u>\$ 64,875.</u>

Statement 3
Form 990-PF, Part I, Line 16c
Other Professional Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Investment Brokers	\$ 33,586.	\$ 33,586.		
Total	<u>\$ 33,586.</u>	<u>\$ 33,586.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

Statement 4
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Foreign Tax	\$ 12,638.	\$ 11,375.		\$ 1,263.
Payroll Taxes	8,181.	4,172.		4,009.
Total	<u>\$ 20,819.</u>	<u>\$ 15,547.</u>	<u>\$ 0.</u>	<u>\$ 5,272.</u>

THE LUPIN FOUNDATION

72-0940770

Statement 5
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Bank Charges	\$ 29,804.	\$ 14,902.		\$ 14,902.
Insurance	24,424.	12,212.		12,212.
Office Expenses	2,662.	588.		2,074.
Telephone	4,606.	1,612.		2,994.
Total	<u>\$ 61,496.</u>	<u>\$ 29,314.</u>	<u>\$ 0.</u>	<u>\$ 32,182.</u>

Statement 6
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
	Cost	\$ 17,208,379.	\$ 14,946,302.
	Total	<u>\$ 17,208,379.</u>	<u>\$ 14,946,302.</u>

Statement 7
Form 990-PF, Part II, Line 13
Investments - Other

Other Investments	Valuation Method	Book Value	Fair Market Value
	Cost	\$ 1,282,039.	\$ 1,282,039.
	Total	<u>\$ 1,282,039.</u>	<u>\$ 1,282,039.</u>

Statement 8
Form 990-PF, Part II, Line 14
Land, Buildings, and Equipment

Category	Basis	Accum. Deprec.	Book Value	Fair Market Value
Furniture and Fixtures	\$ 101,993.	\$ 101,993.	\$ 0.	\$ 0.
Machinery and Equipment	43,614.	42,438.	1,176.	0.
Buildings	420,217.	126,689.	293,528.	0.
Improvements	30,095.	8,698.	21,397.	0.
Total	<u>\$ 595,919.</u>	<u>\$ 279,818.</u>	<u>\$ 316,101.</u>	<u>\$ 0.</u>

THE LUPIN FOUNDATION

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Statement 9
Form 990-PF, Part III, Line 3
Other Increases

Net Unrealized Gains or Losses on Investments

Total \$ 1,171,240.
\$ 1,171,240.

Statement 10
Form 990-PF, Part VIII, Line 1
List of Officers, Directors, Trustees, and Key Employees

Name and Address	Title and Average Hours Per Week Devoted	Compen- sation	Contri- bution to EBP & DC	Expense Account/ Other
ARNOLD M. LUPIN 350 VINCENT AVENUE METAIRIE, LA 70005	Pres./Director 40.00	\$ 122,502.	\$ 0.	\$ 0.
SAMUEL LUPIN 6 LYNHAVEN COURT MONSEY, NY 10952	V.P./ Director 2.00	15,000.	0.	0.
JAY LUPIN 12 CHURCH LANE SOUTH SCARSDALE, NY 10583	Director 1.00	9,000.	0.	0.
E. RALPH LUPIN 625 ST CHARLES AVENUE APT 8A NEW ORLEANS, LA 70130	Sec'y Treas/Dir 2.00	15,000.	0.	0.
SUZANNE STOKAR 1627 BUCKINGHAM ROAD TEANECK, NJ 07666	Director 1.00	9,000.	0.	0.
LOUIS J. LUPIN 560 SEA OAK DRIVE VERO BEACH, FL 32963	Director 1.00	9,000.	0.	0.
LISA R. LUPIN 6025 ANNUNCIATION STREET NEW ORLEANS, LA 70118	Director 1.00	9,000.	0.	0.
TIMOTHY LUPIN 535 ARABELLA STREET NEW ORLEANS, LA 70115	Director 1.00	9,000.	0.	0.
MICHAEL LUPIN 9 HASTINGS ROAD MONSEY, NY 10952	Director 1.00	9,000.	0.	0.
Total		\$ 206,502.	\$ 0.	\$ 0.

THE LUPIN FOUNDATION

72-0940770

Statement 11
Form 990-PF, Part XV, Line 2a-d
Application Submission Information

Name of Grant Program: LUPIN FOUNDATION
Name:
Care Of: DR. ARNOLD M. LUPIN
Street Address: 234 METAIRIE ROAD
City, State, Zip Code: METAIRIE, LA 70005
Telephone: 504-849-0518
E-Mail Address:
Form and Content: AN OUTLINE OF THE PROPOSED USE OF GRANTS
Submission Deadlines: NONE
Restrictions on Awards: NONE

Capital Gains 2012 - Last year:2

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Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/L.
SHORT TERM						
AMAZON COM INC	100.000	8/16/2011	1/4/2012	17,318.72	19,855.95	-2,537.23
POLYPORE INTL INC	100.000	8/18/2011	1/11/2012	4,490.96	5,508.95	-1,017.99
JAZZ PHARMACEUTICALS	100.000	8/16/2011	2/7/2012	4,766.98	3,941.95	825.01
NATIONAL FUEL GAS CO	100.000	8/18/2011	2/22/2012	4,698.54	5,868.48	-1,169.94
NATIONAL FUEL GAS CO	100.000	8/18/2011	2/22/2012	4,698.56	5,868.48	-1,169.92
CENOVUS ENERGY INC	500.000	8/11/2011	3/2/2012	19,370.70	16,625.90	2,744.80
ROSETTA RESOURCES INC	150.000	8/16/2011	3/2/2012	7,822.41	7,124.95	697.46
ANHEUSER BUSCH COS INC	250.000	2/27/2012	3/27/2012	18,000.73	16,415.95	1,584.78
COMPANHIA DE BEBIDAS ...	250.000	8/18/2011	3/27/2012	10,355.86	7,946.45	2,409.41
NOVO NORDISK	200.000	8/10/2011	4/3/2012	27,964.42	21,008.95	6,955.47
SEASpan CORP	250.000	3/2/2012	4/3/2012	4,285.43	4,171.45	113.98
SEASpan CORP	250.000	3/27/2012	4/3/2012	4,285.43	4,408.95	-123.52
AES CORP	500.000	12/27/2011	5/17/2012	6,100.91	5,978.95	121.96
ABBOTT LABORATORIES	100.000	1/11/2012	5/22/2012	6,214.91	5,601.95	612.96
FIRST MAJESTIC SILVER C...	300.000	8/11/2011	5/22/2012	3,860.96	6,038.95	-2,177.99
METROPOLITAN HEALTH N...	1,000.000	12/27/2011	5/22/2012	8,540.86	7,928.95	611.91
AMERIGROUP	300.000	6/22/2012	7/16/2012	26,810.45	18,680.95	8,129.50
CASEYS GEN STORES INC	100.000	3/27/2012	8/17/2012	5,704.24	5,327.56	376.68
CASEYS GEN STORES INC	121.000	3/27/2012	8/17/2012	6,902.14	6,446.34	455.80
CASEYS GEN STORES INC	100.000	3/27/2012	8/17/2012	5,704.24	5,327.56	376.68
CASEYS GEN STORES INC	29.000	3/27/2012	8/17/2012	1,654.23	1,544.99	109.24
CASEYS GEN STORES INC	100.000	5/17/2012	8/17/2012	5,704.25	5,878.95	-174.70
CASEYS GEN STORES INC	100.000	6/13/2012	8/17/2012	5,704.25	5,208.95	495.30
SHIRE PLC ADR	100.000	8/18/2011	8/17/2012	9,328.41	9,408.95	-80.54
SHIRE PLC ADR	100.000	9/2/2011	8/17/2012	9,328.41	9,441.06	-112.65
SHIRE PLC ADR	200.000	4/4/2012	8/17/2012	18,656.83	19,500.95	-844.12
AMERISOURCEBERGEN C...	150.000	3/27/2012	12/28/2012	6,505.37	5,783.95	721.42
AMERISOURCEBERGEN C...	50.000	4/4/2012	12/28/2012	2,168.46	1,962.48	205.98
AMERISOURCEBERGEN C...	100.000	4/4/2012	12/28/2012	4,337.01	3,924.97	412.04
AMERISOURCEBERGEN C...	50.000	4/4/2012	12/28/2012	2,168.51	1,962.48	206.03
AMERISOURCEBERGEN C...	100.000	4/4/2012	12/28/2012	4,336.91	3,924.97	411.94
FORTINET INC	250.000	8/28/2012	12/28/2012	5,265.93	6,571.45	-1,305.52
HERMES INTL	100.000	8/22/2012	12/28/2012	2,966.35	2,801.58	164.77
HERMES INTL	150.000	8/22/2012	12/28/2012	4,449.53	4,202.37	247.16
MYLAN INC	100.000	3/15/2012	12/28/2012	2,791.99	2,285.95	506.04
PALO ALTO NETWORKS INC	200.000	9/4/2012	12/28/2012	10,889.01	12,924.75	-2,035.74
BEAM INC	230.000	10/7/2011	3/15/2012	13,184.92	0.00	13,184.92
AMERICAN CENTURY GLO...	46.896	12/15/2011	6/14/2012	844.13	829.32	14.81
T ROWE PRICE INTL FUND...	9.405	12/20/2011	6/14/2012	68.28	98.77	-30.49
T ROWE PRICE INTL FUND ...	2.687	12/20/2011	6/14/2012	19.51	28.22	-8.71
WASATCH ADVISORS FUN...	9.654	7/1/2011	6/14/2012	185.86	133.98	51.88
WASATCH ADVISORS FUN...	7.839	10/3/2011	6/14/2012	150.92	108.79	42.13
WASATCH ADVISORS FUN...	6.046	12/29/2011	6/14/2012	116.40	83.91	32.49
WASATCH ADVISORS FUN...	45.915	12/29/2011	6/14/2012	883.97	637.24	246.73
WASATCH ADVISORS FUN...	6.793	4/2/2012	6/14/2012	130.78	94.28	36.50
MARKET VECTORS GOLD ...	500.000	6/20/2012	11/14/2012	23,632.23	23,507.99	124.24
INTERCONTINENTAL HOTE...	60.000	6/28/2011	1/13/2012	6,776.88	7,132.20	-355.32
MCDONALD'S CORP	75.000	6/14/2011	1/19/2012	7,462.35	6,125.42	1,336.93
INTEL CORP	100.000	8/29/2011	1/20/2012	2,460.00	1,977.00	483.00
AON CORP	50.000	3/29/2011	2/8/2012	2,367.75	2,602.28	-234.53

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Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/L...
AON CORP	150.000	3/29/2011	2/8/2012	7,132.51	7,806.83	-674.32
AON CORP	200.000	3/29/2011	2/8/2012	9,510.01	10,409.10	-899.09
CALGON CARBON CORP	100.000	6/1/2011	3/13/2012	1,430.12	1,699.00	-268.88
CALGON CARBON CORP	100.000	6/1/2011	3/13/2012	1,430.12	1,699.00	-268.88
CALGON CARBON CORP	100.000	6/1/2011	3/13/2012	1,430.12	1,701.88	-271.76
CALGON CARBON CORP	100.000	6/1/2011	3/13/2012	1,430.12	1,704.90	-274.78
CALGON CARBON CORP	100.000	6/1/2011	3/13/2012	1,430.12	1,705.00	-274.88
CALGON CARBON CORP	100.000	6/1/2011	3/13/2012	1,430.12	1,705.00	-274.88
CALGON CARBON CORP	400.000	6/1/2011	3/13/2012	5,720.48	6,823.52	-1,103.04
CALGON CARBON CORP	100.000	6/1/2011	3/13/2012	1,430.12	1,698.70	-268.58
CALGON CARBON CORP	100.000	6/1/2011	3/13/2012	1,430.12	1,698.99	-268.87
CALGON CARBON CORP	100.000	6/1/2011	3/13/2012	1,430.12	1,699.00	-268.88
CALGON CARBON CORP	100.000	6/1/2011	3/13/2012	1,430.12	1,737.90	-307.78
BOEING CO	80.000	12/21/2011	3/26/2012	5,955.95	5,698.12	257.83
AMAZON COM INC	145.000	8/17/2011	4/24/2012	27,900.27	29,534.90	-1,634.63
PHILLIPS 66	275.000	5/4/2012	5/15/2012	8,953.79	7,562.68	1,391.11
CANADIAN NATIONAL RAIL...	30.000	5/18/2012	6/14/2012	2,499.95	2,499.95	0.00
UNITEDHEALTH GROUP INC	550.000	3/20/2012	8/21/2012	29,166.84	30,854.39	-1,687.55
GENERAL MILLS INC	560.000	9/29/2011	8/28/2012	21,371.10	21,946.20	-575.10
GENERAL MILLS INC	300.000	8/2/2012	8/28/2012	11,448.80	11,706.72	-257.92
ENERGIZER HOLDINGS INC	160.000	8/2/2012	9/6/2012	10,955.83	12,619.20	-1,663.37
BOEING CO	320.000	12/21/2011	10/12/2012	22,443.28	22,792.48	-349.20
BOEING CO	200.000	6/22/2012	10/12/2012	14,027.05	14,682.90	-655.85
CABLEVISION SYSTEMS C...	100.000	12/28/2011	10/26/2012	1,784.14	1,427.00	357.14
CABLEVISION SYSTEMS C...	600.000	12/28/2011	10/26/2012	10,704.84	8,580.00	2,124.84
CABLEVISION SYSTEMS C...	500.000	12/28/2011	10/26/2012	8,920.70	7,150.00	1,770.70
CABLEVISION SYSTEMS C...	600.000	12/28/2011	10/26/2012	10,704.84	8,583.00	2,121.84
CABLEVISION SYSTEMS C...	1,000.000	6/22/2012	10/26/2012	17,841.40	12,643.52	5,197.88
BED BATH & BEYOND	600.000	8/29/2012	12/11/2012	34,483.84	40,042.01	-5,558.17
ISHARES COMEX GOLD TR	1,300.000	9/11/2012	12/19/2012	21,290.67	21,721.32	-430.65
NEUBERGER BERMAN EQ...	448.322	6/24/2011	5/18/2012	4,918.09	4,548.13	369.96
NEUBERGER BERMAN EQ...	9,891.197	7/18/2011	5/18/2012	108,506.43	100,344.12	8,162.31
NEUBERGER BERMAN EQ...	7,755.355	8/15/2011	5/18/2012	85,076.25	78,676.45	6,399.80
MASCO CORP	30,000.000	11/3/2011	5/22/2012	30,568.80	29,249.10	1,319.70
BRISTOL MYERS SQUIBB CO	300.000	3/28/2011	1/24/2012	9,862.85	7,809.18	2,053.67
GOLDCORP INC	500.000	3/28/2011	1/24/2012	22,470.96	24,886.95	-2,415.99
GOLDCORP INC	200.000	8/2/2011	1/24/2012	8,988.39	9,806.42	-818.03
POTASH CORP SASK INC	293.796	7/5/2011	1/30/2012	13,023.26	16,676.13	-3,652.87
POTASH CORP SASK INC	106.204	11/2/2011	1/30/2012	4,707.79	5,413.99	-706.20
XYLEM INC	400.000	11/1/2011	3/2/2012	10,635.09	13,181.21	-2,546.12
XYLEM INC	600.000	11/4/2011	3/2/2012	15,952.63	15,206.40	746.23
EQUINIX INC	125.000	1/23/2012	3/7/2012	17,384.88	14,215.27	3,169.61
PEABODY ENERGY CORP	100.000	8/12/2011	3/29/2012	2,998.84	4,405.67	-1,406.83
PEABODY ENERGY CORP	200.000	11/2/2011	3/29/2012	5,997.67	9,343.42	-3,345.75
PEABODY ENERGY CORP	200.000	11/7/2011	3/29/2012	5,997.67	8,361.42	-2,363.75
PEABODY ENERGY CORP	100.000	1/6/2012	3/29/2012	2,998.84	3,596.52	-597.68
NEWMONT MINING CORP	500.000	9/23/2011	3/29/2012	26,632.87	34,561.75	-7,928.88
NEWMONT MINING CORP	200.000	9/30/2011	3/29/2012	10,653.15	13,083.86	-2,430.71
NEWMONT MINING CORP	150.000	11/2/2011	3/29/2012	7,989.86	10,180.07	-2,190.21
US STEEL CORP	500.000	2/8/2012	4/13/2012	13,459.39	16,030.85	-2,571.56
ALLEGHENY TECHNOLOGI...	400.000	11/2/2011	4/13/2012	15,301.37	19,694.84	-4,393.47
ALLIED NEVADA GOLD CO...	100.000	11/7/2011	4/25/2012	2,891.16	3,904.71	-1,013.55

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Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/L
EQUINIX INC	25.000	1/23/2012	5/1/2012	4,112.89	2,843.05	1,269.84
EQUINIX INC	100.000	1/30/2012	5/1/2012	16,451.55	11,689.81	4,761.74
ALLEGHENY TECHNOLOGI...	100.000	11/2/2011	5/21/2012	3,594.96	4,923.71	-1,328.75
ALLEGHENY TECHNOLOGI...	100.000	11/7/2011	5/21/2012	3,594.96	4,625.71	-1,030.75
ALLEGHENY TECHNOLOGI...	200.000	1/4/2012	5/21/2012	7,189.92	9,667.42	-2,477.50
TEVA PHARMACEUTICAL A ..	700.000	11/8/2011	5/21/2012	28,083.50	28,904.75	-821.25
GOOGLE INC CL A	50.000	1/26/2012	5/22/2012	31,624.61	29,253.17	2,371.44
GOOGLE INC CL A	15.000	4/18/2012	5/22/2012	9,487.38	9,456.99	30.39
HESS CORP	500.000	2/1/2012	5/22/2012	22,664.71	27,670.70	-5,005.99
INTEL CORP	500.000	4/17/2012	5/22/2012	13,152.38	14,098.90	-946.52
ITT INDUSTRIES INC	346.154	11/4/2011	5/22/2012	7,215.43	5,643.00	1,572.43
ITT INDUSTRIES INC	576.923	11/7/2011	5/22/2012	12,025.72	9,907.85	2,117.87
ITT INDUSTRIES INC	576.923	11/8/2011	5/22/2012	12,025.72	10,360.80	1,664.92
KINDER MORGAN INC KANS	500.000	11/29/2011	5/22/2012	16,329.98	14,186.00	2,143.98
KINDER MORGAN INC KANS	500.000	12/6/2011	5/22/2012	16,329.98	15,119.30	1,210.68
CATERPILLAR INC	50.000	11/2/2011	5/22/2012	4,448.51	4,854.50	-405.99
CATERPILLAR INC	100.000	11/7/2011	5/22/2012	8,897.01	9,378.00	-480.99
CUMMINS INC	125.000	7/29/2011	5/22/2012	12,283.09	13,959.88	-1,676.79
CUMMINS INC	75.000	11/7/2011	5/22/2012	7,369.86	7,490.25	-120.39
PEABODY ENERGY CORP	200.000	1/6/2012	5/22/2012	5,024.57	7,193.04	-2,168.47
PEABODY ENERGY CORP	200.000	1/27/2012	5/22/2012	5,024.57	7,257.64	-2,233.07
QUALCOMM INC	300.000	4/13/2012	5/22/2012	17,375.71	20,042.64	-2,666.93
QUALCOMM INC	100.000	5/1/2012	5/22/2012	5,791.90	6,360.50	-568.60
TEVA PHARMACEUTICAL A...	100.000	11/8/2011	5/22/2012	3,938.29	4,129.25	-190.96
TEVA PHARMACEUTICAL A ..	200.000	12/16/2011	5/22/2012	7,876.59	8,302.22	-425.63
TEVA PHARMACEUTICAL A...	200.000	12/20/2011	5/22/2012	7,876.59	8,467.20	-590.61
TEVA PHARMACEUTICAL A...	200.000	1/6/2012	5/22/2012	7,876.59	8,518.46	-641.87
MOLYCORP INC	150.000	9/27/2011	5/22/2012	3,202.35	5,453.84	-2,251.49
MOLYCORP INC	300.000	9/28/2011	5/22/2012	6,404.71	11,018.49	-4,613.78
NORFOLK SOUTHERN CORP	100.000	3/21/2012	5/22/2012	6,681.64	6,879.60	-197.96
PHILLIPS 66	300.000	5/4/2012	5/22/2012	9,492.16	10,862.58	-1,370.42
CBS CORP	1,000.000	3/29/2012	5/22/2012	30,781.14	32,387.90	-1,606.76
CBS CORP	200.000	4/20/2012	5/22/2012	6,156.23	6,606.76	-450.53
CBS CORP	200.000	5/7/2012	5/22/2012	6,156.23	6,886.42	-730.19
CISCO SYSTEMS INC	1,000.000	11/17/2011	5/22/2012	16,623.53	19,014.20	-2,390.67
CISCO SYSTEMS INC	200.000	12/6/2011	5/22/2012	3,324.71	3,712.00	-387.29
CISCO SYSTEMS INC	400.000	1/9/2012	5/22/2012	6,649.41	7,553.76	-904.35
CISCO SYSTEMS INC	400.000	4/4/2012	5/22/2012	6,649.41	8,462.36	-1,812.95
ALLIED NEVADA GOLD CO...	600.000	3/29/2012	5/22/2012	14,916.22	19,324.08	-4,407.86
APACHE CORP	250.000	2/14/2012	5/22/2012	20,552.24	26,770.70	-6,218.46
APACHE CORP	150.000	3/21/2012	5/22/2012	12,331.35	16,389.98	-4,058.63
ANADARKO PETROLEUM C	200.000	9/6/2011	5/22/2012	12,868.55	14,684.42	-1,815.87
ANADARKO PETROLEUM C...	100.000	3/21/2012	5/22/2012	6,434.28	8,462.49	-2,028.21
CITIGROUP INC	800.000	3/23/2012	5/22/2012	21,520.78	30,276.40	-8,755.62
CITIGROUP INC	200.000	4/16/2012	5/22/2012	5,380.20	6,762.74	-1,382.54
CITIGROUP INC	200.000	5/15/2012	5/22/2012	5,380.20	6,171.80	-791.60
CLIFFS NATURAL RESOUR..	150.000	9/28/2011	5/22/2012	7,569.54	8,622.32	-1,052.78
CONOCOPHILLIPS	100.000	7/20/2011	5/22/2012	5,153.93	7,668.64	-2,514.71
CONOCOPHILLIPS	200.000	9/6/2011	5/22/2012	10,307.85	13,598.42	-3,290.57
CONOCOPHILLIPS	100.000	3/1/2012	5/22/2012	5,153.93	7,677.74	-2,523.81
CONOCOPHILLIPS	200.000	3/2/2012	5/22/2012	10,307.85	15,456.36	-5,148.51
DEVON ENERGY CORP	400.000	5/7/2012	5/22/2012	24,634.58	27,508.24	-2,873.66

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EATON CORP	500.000	1/13/2012	5/22/2012	21,351.53	23,423.45	-2,071.92
FREEMPORT MCMORAN CO...	500.000	10/3/2011	5/22/2012	16,246.41	16,430.80	-184.39
APPLE COMPUTER	50.000	6/6/2011	5/22/2012	26,689.65	17,518.95	9,170.70
APPLE COMPUTER	25.000	11/2/2011	5/22/2012	13,344.83	10,088.00	3,256.83
ASHLAND INC	300.000	11/21/2011	5/22/2012	18,851.72	16,966.89	1,884.83
ASHLAND INC	100.000	12/20/2011	5/22/2012	6,283.91	5,442.60	841.31
ASHLAND INC	200.000	1/11/2012	5/22/2012	12,567.81	11,728.46	839.35
ABBOTT LABORATORIES	500.000	12/21/2011	5/22/2012	31,111.30	27,445.25	3,666.05
AMERICAN ELECTRIC POW...	500.000	12/20/2011	5/22/2012	18,706.36	19,919.10	-1,212.74
AGRIUM INC	75.000	9/6/2011	5/22/2012	5,867.80	6,454.00	-586.20
TEEKAY OFFSHORE PART...	400.000	11/2/2011	5/22/2012	11,309.95	11,182.44	127.51
GENERAL ELECTRIC	800.000	12/20/2011	5/22/2012	15,161.98	13,432.56	1,729.42
GENERAL ELECTRIC	700.000	5/21/2012	5/22/2012	13,266.73	13,403.53	-136.80
GENERAL MILLS INC	600.000	7/6/2011	5/22/2012	23,594.04	22,420.02	1,174.02
GENERAL MILLS INC	200.000	9/6/2011	5/22/2012	7,864.68	7,586.42	278.26
MEAD JOHNSON NUTRITIO...	200.000	9/7/2011	1/17/2012	14,381.73	14,256.39	125.34
MEAD JOHNSON NUTRITIO...	50.000	9/7/2011	1/17/2012	3,597.18	3,564.10	33.08
MEAD JOHNSON NUTRITIO...	200.000	10/3/2011	1/17/2012	14,388.72	14,557.99	-169.27
MEAD JOHNSON NUTRITIO...	150.000	12/28/2011	1/17/2012	10,791.54	10,509.21	282.33
CHENIERE ENERGY INC	1,000.000	7/7/2011	1/17/2012	9,432.32	9,177.39	254.93
ACME PACKET INC	200.000	7/14/2011	1/17/2012	5,344.04	13,907.99	-8,563.95
POLYPORE INTL INC	400.000	6/6/2011	1/17/2012	17,939.66	25,806.39	-7,866.73
POLYPORE INTL INC	100.000	6/6/2011	1/17/2012	4,484.98	6,451.60	-1,966.62
POLYPORE INTL INC	100.000	7/14/2011	1/17/2012	4,484.98	6,932.99	-2,448.01
MICROSOFT CORP	250.000	9/27/2011	1/17/2012	6,977.27	6,257.99	719.28
PANERA BREAD CO CL A	150.000	9/7/2011	1/17/2012	21,184.50	16,957.99	4,226.51
TECHE HOLDING CO	410.000	12/6/2011	1/23/2012	14,423.73	14,070.99	352.74
MAIN MAIN STR CAP	500.000	1/4/2012	1/25/2012	10,732.15	10,437.99	294.16
MINEFINDERS CORP LTD	1,000.000	12/14/2011	1/27/2012	13,642.24	11,797.99	1,844.25
POTASH CORP SASK INC	500.000	1/18/2012	1/31/2012	22,731.82	21,282.59	1,449.23
EATON VANCE CORP	1,000.000	2/6/2012	2/6/2012	9,011.93	9,104.00	-92.07
APACHE CORP	100.000	11/15/2011	2/8/2012	10,103.03	9,982.99	120.04
TIBCO SOFTWARE INC	900.000	7/20/2011	2/8/2012	24,850.32	24,820.99	29.33
TIBCO SOFTWARE INC	100.000	7/20/2011	2/8/2012	2,761.15	2,756.90	4.25
TECO ENERGY	1,000.000	2/8/2012	2/8/2012	18,183.16	18,126.49	56.67
JM SMUCKER CO	150.000	1/25/2012	2/8/2012	12,019.30	12,007.99	11.31
JM SMUCKER CO	100.000	1/31/2012	2/8/2012	8,012.87	8,007.99	4.88
INTERNATIONAL PAPER CO	100.000	5/6/2011	2/8/2012	3,171.49	3,209.74	-38.25
INTERNATIONAL PAPER CO	200.000	5/10/2011	2/8/2012	6,342.98	6,297.49	45.49
INTERNATIONAL PAPER CO	200.000	5/18/2011	2/8/2012	6,342.98	6,309.59	33.39
CVR ENERGY INC	500.000	9/20/2011	2/8/2012	15,116.71	13,197.99	1,918.72
SOLARWINDS INC	500.000	10/28/2011	2/10/2012	18,166.66	12,287.99	5,878.67
LARGE CAP BULL 3X SHAR ..	100.000	8/3/2011	2/14/2012	7,693.48	7,532.87	160.61
FMC CORP	200.000	10/28/2011	2/14/2012	18,561.65	15,329.79	3,231.86
FMC CORP	100.000	11/15/2011	2/14/2012	9,283.82	8,177.99	1,105.83
PROSHARES ULTRAPRO S...	100.000	8/3/2011	2/14/2012	7,516.26	7,217.91	298.35
US GLOBAL INVESTORS IN...	700.000	10/18/2011	2/14/2012	4,885.90	4,737.10	148.80
US GLOBAL INVESTORS IN...	300.000	10/18/2011	2/14/2012	2,083.26	2,030.19	53.07
BANK OF NEW YORK CO INC	250.000	4/21/2011	2/15/2012	5,374.90	7,332.99	-1,958.09
TELEFONICA SA SPON ADR	250.000	3/4/2011	2/15/2012	4,320.30	6,287.99	-1,967.69
TITAN INTERNATIONAL INC	100.000	3/10/2011	2/15/2012	2,467.95	2,301.60	166.35
TITAN INTERNATIONAL INC	400.000	3/10/2011	2/15/2012	9,871.82	9,206.39	665.43

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RAYTHEON CO	500.000	5/31/2011	2/21/2012	25,127.55	25,007.99	119.56
WEIGHT WATCHERS INTL I...	250.000	7/14/2011	2/28/2012	19,991.65	19,020.49	971.16
BALCHEM CORP	250.000	7/28/2011	3/5/2012	7,027.08	11,157.99	-4,130.91
AVAGO TECHNOLOGIES LTD	500.000	2/14/2012	3/6/2012	18,742.02	17,507.94	1,234.08
CLINE MNG CORP	500.000	5/19/2011	3/6/2012	884.99	1,584.30	-699.31
CLINE MNG CORP	500.000	5/19/2011	3/6/2012	889.98	1,584.30	-694.32
CLINE MNG CORP	500.000	5/19/2011	3/6/2012	889.98	1,591.24	-701.26
SOUTHERN COPPER CORP	500.000	1/18/2012	3/6/2012	16,272.01	16,382.99	-110.98
TARGA RES CORP	500.000	2/14/2012	3/6/2012	21,957.01	21,777.99	179.02
HEALTH MANAGEMENT AS...	1,000.000	2/15/2012	3/7/2012	7,162.38	6,704.79	457.59
HMS HOLDINGS INC	300.000	6/29/2011	3/7/2012	9,565.07	9,956.72	-391.65
CABLEVISION SYSTEMS C..	500.000	1/19/2012	3/7/2012	7,172.63	7,007.99	164.64
CERNER CORP	100.000	2/17/2012	3/7/2012	7,469.09	7,062.39	406.70
WHITING PETROLEUM CORP	200.000	7/14/2011	3/7/2012	11,657.94	11,131.99	525.95
SOUTHERN COPPER CORP	0.350	2/28/2012	3/7/2012	11.27	0.00	11.27
SUSSER HOLDINGS CORP	1,000.000	11/15/2011	3/8/2012	23,772.28	22,907.99	864.29
PEABODY ENERGY CORP	500.000	1/18/2012	3/8/2012	15,951.72	18,587.99	-2,636.27
BAIDU COM	200.000	8/10/2011	3/19/2012	27,911.50	27,807.99	103.51
CHUBB CORP	500.000	2/14/2012	3/19/2012	34,372.14	34,511.99	-139.85
EMPRESA BRASILEIRA DE ...	16.000	3/6/2012	3/19/2012	469.92	489.43	-19.51
AFLAC INC	250.000	11/2/2011	3/20/2012	11,724.67	11,607.99	116.68
CITRIX SYSTEMS INC	200.000	7/14/2011	3/20/2012	15,825.72	15,805.83	19.89
BLACKROCK ENHANCED D...	1,000.000	9/20/2011	3/20/2012	7,411.87	7,157.99	253.88
ATHENAHEALTH INC	200.000	9/2/2011	3/20/2012	15,063.73	11,787.99	3,275.74
DOLBY LABORATORIES INC	250.000	2/15/2012	3/21/2012	9,684.33	9,482.99	201.34
POTASH CORP SASK INC	250.000	3/8/2012	3/21/2012	11,391.98	11,252.97	139.01
SOUTHERN COPPER CORP	5.000	2/28/2012	3/21/2012	150.75	0.00	150.75
CA INC	500.000	2/23/2012	3/27/2012	13,481.76	13,502.99	-41.23
ROYAL BANK OF CANADA	300.000	3/7/2012	3/27/2012	17,349.93	17,185.99	163.94
BAKER HUGHES INC	300.000	6/2/2011	3/27/2012	12,925.12	22,077.79	-9,152.67
BAKER HUGHES INC	100.000	6/9/2011	3/27/2012	4,308.37	7,257.99	-2,949.62
BAKER HUGHES INC	100.000	6/29/2011	3/27/2012	4,308.37	6,907.99	-2,599.62
KAISER FEDERAL FINANCI...	1.000	2/28/2012	3/27/2012	13.77	13.65	0.12
KAISER FEDERAL FINANCI...	299.000	2/28/2012	3/27/2012	4,117.15	4,098.69	18.46
KAISER FEDERAL FINANCI...	400.000	2/28/2012	3/27/2012	5,491.91	5,483.20	8.71
KAISER FEDERAL FINANCI...	200.000	2/28/2012	3/27/2012	2,719.95	2,741.60	-21.65
KAISER FEDERAL FINANCI...	100.000	2/28/2012	3/27/2012	1,375.97	1,370.80	5.17
KRAFT FOODS INC 6.125% ...	500.000	1/19/2012	3/27/2012	19,077.41	18,892.19	185.22
RPC INC	750.000	5/2/2011	3/27/2012	7,569.53	13,257.99	-5,688.46
RPC INC	375.000	9/9/2011	3/27/2012	3,784.77	5,882.99	-2,098.22
UNDER ARMOUR INC	100.000	3/19/2012	3/27/2012	9,787.91	9,807.99	-20.08
UNDER ARMOUR INC	100.000	3/20/2012	3/27/2012	9,787.91	9,607.99	179.92
POLARIS INDUSTRIES INC	500.000	3/21/2012	3/27/2012	33,581.40	33,547.99	33.41
DOMINION RESOURCES INC	500.000	10/18/2011	3/28/2012	25,154.97	24,857.99	296.98
DOMINION RESOURCES INC	200.000	2/1/2012	3/28/2012	10,061.99	9,947.99	114.00
DOMINION RESOURCES INC	50.000	3/28/2012	3/28/2012	2,515.50	2,524.99	-9.49
ATLANTIC PWR CORP	500.000	10/6/2011	3/29/2012	7,047.21	6,817.99	229.22
PULSE SEISMIC INC	500.000	3/14/2012	4/3/2012	1,110.97	985.00	125.97
PULSE SEISMIC INC	1,100.000	3/14/2012	4/3/2012	2,455.14	2,167.00	288.14
PULSE SEISMIC INC	300.000	3/14/2012	4/3/2012	664.79	591.00	73.79
PULSE SEISMIC INC	100.000	3/14/2012	4/3/2012	221.60	204.79	16.81
ALLIANCE GRAIN TRADER .	1,000.000	7/25/2011	4/5/2012	15,129.67	26,546.49	-11,416.82

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VALE SA ADR	1,000.000	1/18/2012	4/9/2012	23,321.98	23,057.49	264.49
ATHENAHEALTH INC	100.000	9/8/2011	4/12/2012	7,098.24	5,607.99	1,490.25
ATHENAHEALTH INC	100.000	9/8/2011	4/12/2012	7,098.24	5,644.99	1,453.25
ATHENAHEALTH INC	100.000	10/5/2011	4/12/2012	7,098.24	6,007.99	1,090.25
ATHENAHEALTH INC	100.000	10/13/2011	4/12/2012	7,098.24	5,707.99	1,390.25
ATHENAHEALTH INC	100.000	2/17/2012	4/12/2012	7,098.24	6,405.99	692.25
FASTENAL	250.000	2/2/2012	4/17/2012	12,031.39	11,655.49	375.90
FASTENAL	233.000	2/7/2012	4/17/2012	11,213.26	11,016.70	196.56
FASTENAL	17.000	2/7/2012	4/17/2012	818.42	803.79	14.63
COOPER COOPER STAND...	500.000	2/22/2012	4/17/2012	20,491.55	23,457.99	-2,966.44
TOYOTA MOTOR CORP SP...	100.000	2/10/2012	4/18/2012	8,154.23	7,959.92	194.31
TOYOTA MOTOR CORP SP...	100.000	3/6/2012	4/18/2012	8,154.23	8,317.99	-163.76
TOYOTA MOTOR CORP SP...	100.000	3/7/2012	4/18/2012	8,154.23	8,133.98	20.25
MIDSOUTH BANCORP INC	100.000	12/6/2011	4/18/2012	1,361.96	1,275.53	86.43
MIDSOUTH BANCORP INC	1,100.000	12/6/2011	4/18/2012	14,959.66	14,030.86	928.80
MIDSOUTH BANCORP INC	300.000	12/6/2011	4/18/2012	4,080.91	3,826.60	254.31
MOLINA HEALTHCARE INC	500.000	2/29/2012	4/19/2012	12,766.72	17,232.74	-4,466.02
AES CORP	500.000	1/3/2012	4/24/2012	6,086.87	5,857.99	228.88
MARKET VECTORS AGRIB...	200.000	10/24/2011	4/24/2012	10,359.77	9,505.33	854.44
MARKET VECTORS AGRIB...	100.000	10/24/2011	4/24/2012	5,182.88	4,752.66	430.22
MARKET VECTORS AGRIB ...	100.000	10/28/2011	4/24/2012	5,182.88	4,882.99	299.89
MARKET VECTORS AGRIB...	100.000	11/15/2011	4/24/2012	5,182.88	4,907.99	274.89
AMERIGROUP	100.000	3/8/2012	4/24/2012	6,965.93	6,666.64	299.29
HMS HOLDINGS INC	140.000	6/29/2011	4/24/2012	3,752.32	4,646.47	-894.15
HMS HOLDINGS INC	660.000	6/29/2011	4/24/2012	17,714.00	21,904.79	-4,190.79
HMS HOLDINGS INC	200.000	7/21/2011	4/24/2012	5,367.88	6,910.83	-1,542.95
GRAFTECH INTERNATION...	1,000.000	3/28/2012	4/24/2012	11,441.75	11,787.99	-346.24
WELLS FARGO CO	500.000	3/27/2012	4/27/2012	16,487.39	16,632.99	-145.60
SCP POOL CORP	500.000	3/22/2012	5/1/2012	18,624.09	18,442.99	181.10
VALEANT PHARMACEUTIC...	200.000	7/25/2011	5/1/2012	11,111.92	11,007.99	103.93
REPUBLIC SERVICES INC	1,000.000	1/13/2012	5/2/2012	27,741.38	27,707.99	33.39
HMS HOLDINGS INC	20.000	7/21/2011	5/2/2012	470.04	691.08	-221.04
HMS HOLDINGS INC	220.000	7/25/2011	5/2/2012	5,170.46	7,582.99	-2,412.53
HMS HOLDINGS INC	440.000	7/25/2011	5/2/2012	10,340.92	15,367.99	-5,027.07
HMS HOLDINGS INC	320.000	8/30/2011	5/2/2012	7,520.67	3,640.24	3,880.43
AUTONATION INC	1,000.000	3/21/2012	5/17/2012	35,223.22	35,026.49	196.73
INTEL CORP	1,000.000	4/24/2012	5/17/2012	27,882.88	27,507.99	374.89
NOVO NORDISK	100.000	5/2/2012	5/17/2012	14,547.76	14,507.99	39.77
PHILLIPS 66	375.000	5/4/2012	5/17/2012	11,920.75	7,170.59	4,750.16
BANCO LATINO AMERICAN...	1,000.000	1/25/2012	5/17/2012	19,741.56	18,607.99	1,133.57
JP MORGAN CHASE & CO	200.000	3/5/2012	5/18/2012	7,250.14	7,945.99	-695.85
AEROVIRONMENT INC	200.000	4/3/2012	5/22/2012	4,515.66	5,323.99	-808.33
AEROVIRONMENT INC	50.000	4/3/2012	5/22/2012	1,128.92	1,329.40	-200.48
CHEVRON CORP	50.000	6/28/2011	5/22/2012	5,026.70	4,997.25	29.45
CLEAN ENERGY FUELS CO...	500.000	3/21/2012	5/22/2012	6,602.21	10,168.65	-3,566.44
KINDER MORGAN INC KANS	250.000	1/13/2012	5/22/2012	8,214.50	8,142.99	71.51
TENARIS SA SPON ADR	250.000	2/8/2012	5/22/2012	8,402.00	9,774.37	-1,372.37
ROSETTA RESOURCES INC	200.000	6/29/2011	5/22/2012	8,118.36	9,207.99	-1,089.63
ROSETTA RESOURCES INC	200.000	7/14/2011	5/22/2012	8,118.36	10,377.99	-2,259.63
ROSETTA RESOURCES INC	250.000	7/19/2011	5/22/2012	10,147.95	12,945.49	-2,797.54
ROSETTA RESOURCES INC	100.000	7/21/2011	5/22/2012	4,059.18	5,507.99	-1,448.81
ROSETTA RESOURCES INC	200.000	8/23/2011	5/22/2012	8,118.36	8,607.99	-489.63

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CYPRESS SEMICONDUCT...	950.000	11/2/2011	5/22/2012	12,380.21	18,870.24	-6,490.03
SIGNET JEWELERS	200.000	3/27/2012	5/22/2012	8,849.97	9,849.99	-1,000.02
HARLEY DAVIDSON INC	500.000	2/9/2012	5/22/2012	22,892.49	22,781.99	110.50
E TRADE FINANCIAL CORP	100.000	4/2/2012	5/22/2012	2,374.73	2,751.60	-376.87
E TRADE FINANCIAL CORP	100.000	4/2/2012	5/22/2012	2,373.94	2,751.60	-377.66
E TRADE FINANCIAL CORP	100.000	4/2/2012	5/22/2012	2,374.94	2,751.60	-376.66
E TRADE FINANCIAL CORP	100.000	4/2/2012	5/22/2012	2,375.94	2,751.60	-375.66
E TRADE FINANCIAL CORP	100.000	4/2/2012	5/22/2012	2,368.30	2,751.60	-383.30
WINTHROP REALTY TRUST	1,000.000	8/30/2011	5/22/2012	10,573.47	9,507.99	1,065.48
TJX COS INC	500.000	4/24/2012	5/22/2012	20,701.29	20,521.99	179.30
TJX COS INC	500.000	4/24/2012	5/22/2012	20,701.29	20,497.24	204.05
WISDOMTREE JAP S/C DV...	200.000	2/2/2012	6/5/2012	8,193.98	8,682.00	-488.02
WISDOMTREE JAP S/C DV...	200.000	2/13/2012	6/5/2012	8,193.98	8,800.00	-606.02
WELLPOINT INC	500.000	2/21/2012	6/5/2012	33,483.98	33,106.99	376.99
WELLPOINT INC	100.000	3/8/2012	6/5/2012	6,696.80	6,528.84	167.96
SPROTT RESOURCE CORP	500.000	10/13/2011	6/5/2012	5,817.55	7,654.00	-1,836.45
KRATOS DEFENSE & SECU...	2.000	9/21/2011	6/5/2012	10.56	25.47	-14.91
KRATOS DEFENSE & SECU...	998.000	9/21/2011	6/5/2012	5,271.83	8,760.45	-3,488.62
FACEBOOK INC	500.000	5/23/2012	6/5/2012	13,566.80	19,004.00	-5,437.20
EDWARDS LIFESCIENCES ...	250.000	6/6/2011	6/5/2012	21,230.63	22,150.49	-919.86
EDWARDS LIFESCIENCES ..	200.000	7/27/2011	6/5/2012	16,984.51	15,611.51	1,373.00
DOUGLAS DYNAMICS INC	1,000.000	6/28/2011	6/5/2012	12,722.42	15,007.99	-2,285.57
SMALL CAP BULL 3X SHAR...	100.000	8/3/2011	6/5/2012	4,559.97	6,907.99	-2,348.02
CUMMINS INC	100.000	8/23/2011	6/5/2012	9,552.34	8,457.99	1,094.35
CUMMINS INC	100.000	9/21/2011	6/5/2012	9,552.34	9,793.99	-241.65
CUMMINS INC	100.000	9/27/2011	6/5/2012	9,552.34	8,607.99	944.35
ALCATEL-LUCENT SPON A...	2,000.000	10/24/2011	6/5/2012	3,091.94	5,407.79	-2,315.85
FOSSIL INC	200.000	5/11/2012	6/5/2012	14,491.44	15,817.99	-1,326.55
FOSSIL INC	50.000	5/11/2012	6/5/2012	3,622.86	3,956.50	-333.64
HMS HOLDINGS INC	340.000	8/30/2011	6/5/2012	9,000.48	3,867.75	5,132.73
HMS HOLDINGS INC	440.000	9/13/2011	6/5/2012	11,647.68	5,157.89	6,489.79
HMS HOLDINGS INC	220.000	12/13/2011	6/5/2012	5,823.84	3,032.99	2,790.85
PRICESMART INC	500.000	3/6/2012	6/5/2012	33,516.60	32,507.99	1,008.61
CORNING INC	500.000	10/13/2011	6/5/2012	6,387.61	6,654.00	-266.39
IF BANCORP INC	300.000	7/20/2011	6/7/2012	3,676.71	3,509.40	167.31
IF BANCORP INC	600.000	7/20/2011	6/7/2012	7,349.83	7,018.79	331.04
IF BANCORP INC	100.000	7/20/2011	6/7/2012	1,226.98	1,169.80	57.18
BHP BILLITON LTD SPON A...	123.000	11/21/2011	6/7/2012	7,459.11	9,186.25	-1,727.14
BHP BILLITON LTD SPON A...	77.000	11/21/2011	6/7/2012	4,669.52	5,745.72	-1,076.20
BHP BILLITON LTD SPON A...	100.000	11/22/2011	6/7/2012	6,064.32	7,207.99	-1,143.67
BHP BILLITON LTD SPON A...	100.000	2/15/2012	6/7/2012	6,064.32	7,727.99	-1,663.67
BHP BILLITON LTD SPON A...	100.000	2/15/2012	6/7/2012	6,064.32	7,707.99	-1,643.67
CLEAN ENERGY FUELS CO...	500.000	3/21/2012	6/7/2012	6,182.12	10,168.65	-3,986.53
TENARIS SA SPON ADR	250.000	2/8/2012	6/7/2012	7,637.01	9,774.37	-2,137.36
ITT INDUSTRIES INC	250.000	11/1/2011	6/7/2012	4,894.65	5,848.45	-953.80
TJX COS INC	1,000.000	5/25/2012	6/13/2012	41,462.58	40,757.99	704.59
CHECKPOINT SOFTWARE ...	500.000	4/30/2012	6/13/2012	26,795.40	30,007.99	-3,212.59
LIQUIDITY SERVICES INC	27.000	3/22/2012	6/26/2012	1,308.93	1,225.26	83.67
LIQUIDITY SERVICES INC	23.000	3/22/2012	6/26/2012	1,114.78	1,043.74	71.04
LIQUIDITY SERVICES INC	50.000	3/22/2012	6/26/2012	2,423.75	2,269.00	154.75
LIQUIDITY SERVICES INC	50.000	3/22/2012	6/26/2012	2,423.75	2,267.50	156.25
LIQUIDITY SERVICES INC	100.000	3/22/2012	6/26/2012	4,841.90	4,535.00	306.90

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TRANSCANADA CORP	1,000.000	3/8/2012	7/17/2012	39,758.18	44,007.99	-4,249.81
CASEYS GEN STORES INC	200.000	4/3/2012	7/30/2012	11,278.30	11,197.99	80.31
CASEYS GEN STORES INC	250.000	4/10/2012	7/30/2012	14,097.87	13,757.99	339.88
COACH INC	250.000	7/11/2012	7/30/2012	14,372.13	14,320.49	51.64
LIQUIDITY SERVICES INC	150.000	3/28/2012	7/30/2012	6,025.37	6,934.99	-909.62
LIQUIDITY SERVICES INC	50.000	4/3/2012	7/30/2012	2,008.46	2,251.60	-243.14
LIQUIDITY SERVICES INC	200.000	4/3/2012	7/30/2012	8,043.81	9,006.39	-962.58
LIQUIDITY SERVICES INC	100.000	6/15/2012	7/30/2012	4,014.91	6,050.94	-2,036.03
CEPHEID	400.000	6/26/2012	7/31/2012	12,791.71	16,966.19	-4,174.48
CEPHEID	100.000	6/26/2012	7/31/2012	3,188.93	4,241.55	-1,052.62
T ROWE PRICE GROUP INC	250.000	3/2/2012	8/6/2012	15,142.12	15,295.49	-153.37
ORACLE CORP	250.000	12/13/2011	8/8/2012	7,648.63	7,757.99	-109.36
ORACLE CORP	250.000	7/11/2012	8/8/2012	7,648.63	7,280.49	368.14
MASTERCARD INC CL A	20.000	7/3/2012	8/8/2012	8,536.01	8,367.99	168.02
HAIN CELESTIAL GROUP	200.000	7/13/2012	8/8/2012	11,325.85	11,207.99	117.86
GOLDEN MINERALS CO	100.000	9/14/2011	8/8/2012	402.05	1,402.50	-1,000.45
WESTERN UNION CO	250.000	6/28/2012	8/13/2012	4,392.41	4,107.99	284.42
OWENS & MINOR INC(NEW)	500.000	6/28/2012	8/15/2012	13,856.94	14,827.99	-971.05
EBAY INC	200.000	5/3/2012	8/15/2012	8,754.74	8,221.97	532.77
EBAY INC	99.000	8/15/2012	8/15/2012	4,333.59	4,342.21	-8.62
NCR CORP	500.000	7/25/2012	8/20/2012	11,372.40	11,567.99	-195.59
TENARIS SA SPON ADR	500.000	2/8/2012	8/20/2012	20,269.21	19,548.75	720.46
TENARIS SA SPON ADR	250.000	2/28/2012	8/20/2012	10,134.61	10,117.82	16.79
ETF PLATINUM TRUST	100.000	6/26/2012	8/22/2012	14,491.78	14,184.99	306.79
WHOLE FOODS MARKETS ...	100.000	7/23/2012	8/22/2012	9,512.84	9,251.99	260.85
PFIZER INC	435.000	4/9/2012	8/27/2012	10,288.03	9,732.90	555.13
PFIZER INC	65.000	4/9/2012	8/27/2012	1,529.22	1,454.34	74.88
BRISTOL MYERS SQUIBB CO	500.000	8/30/2011	8/27/2012	15,797.25	14,229.00	1,568.25
ANHEUSER BUSCH COS INC	100.000	7/25/2012	8/27/2012	8,109.87	7,792.94	316.93
ANHEUSER BUSCH COS INC	100.000	8/9/2012	8/27/2012	8,109.87	8,207.99	-98.12
ESTEE LAUDER	500.000	1/31/2012	8/27/2012	29,883.87	29,382.99	500.88
ESTEE LAUDER	200.000	1/31/2012	8/27/2012	11,953.55	11,807.99	345.56
GLAXOSMITHKLINE PLC A...	500.000	6/20/2012	8/27/2012	22,821.74	22,507.99	313.75
CORNING INC	500.000	10/13/2011	8/27/2012	5,786.48	6,654.00	-867.52
CORNING INC	500.000	11/2/2011	8/27/2012	5,786.48	7,597.99	-1,811.51
BROOKFIELD INFRASTRUC...	500.000	7/11/2012	8/29/2012	17,996.85	16,732.99	1,263.86
HEINEKEN NV	215.000	7/25/2012	8/29/2012	5,994.93	5,666.79	328.14
HEINEKEN NV	285.000	8/13/2012	8/29/2012	7,946.76	2,195.35	5,751.41
STARBUCKS CORP	250.000	4/27/2012	8/31/2012	14,409.24	14,409.24	0.00
STARBUCKS CORP	250.000	11/23/2011	8/31/2012	11,103.38	10,545.49	557.89
STARBUCKS CORP	250.000	12/7/2011	8/31/2012	11,103.38	10,957.99	145.39
AMERICAN WATER WORK...	500.000	5/23/2012	9/10/2012	18,462.44	16,507.99	1,954.45
EATON VANCE CORP	1,000.000	2/6/2012	9/10/2012	8,503.51	9,104.00	-600.49
CHURCH & DWIGHT INC	300.000	7/3/2012	9/10/2012	16,412.95	16,102.99	309.96
CHURCH & DWIGHT INC	200.000	7/23/2012	9/10/2012	10,941.97	11,647.99	-706.02
CHURCH & DWIGHT INC	250.000	8/15/2012	9/10/2012	13,677.46	12,904.84	772.52
ENERGY TRANSFER PART...	500.000	5/11/2012	9/12/2012	22,517.40	23,367.94	-850.54
XYLEM INC	500.000	11/1/2011	9/12/2012	12,671.37	15,760.02	-3,088.65
XYLEM INC	500.000	12/7/2011	9/12/2012	12,671.37	12,342.09	329.28
HARLEY DAVIDSON INC	250.000	7/11/2012	9/19/2012	11,482.38	11,445.49	36.89
RESH MARKET INC	100.000	7/25/2012	9/19/2012	5,806.07	5,307.99	498.08
RESH MARKET INC	100.000	9/10/2012	9/19/2012	5,806.07	5,870.99	-64.92

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CLIFFS NATURAL RESOUR...	200.000	5/1/2012	9/24/2012	8,578.20	12,707.99	-4,129.79
ZILLOW INC	500.000	9/19/2012	9/28/2012	20,531.54	21,956.99	-1,425.45
BOEING CO	250.000	10/6/2011	10/3/2012	17,430.08	14,595.24	2,834.84
BOEING CO	100.000	2/15/2012	10/3/2012	6,972.03	7,482.99	-510.96
BOEING CO	100.000	5/31/2012	10/3/2012	6,972.03	6,997.79	-25.76
CREDICOR LTD	50.000	8/20/2012	10/3/2012	6,197.30	5,598.50	598.80
CREDICOR LTD	100.000	8/20/2012	10/3/2012	12,394.59	11,207.99	1,186.60
SPROTT RESOURCE CORP	500.000	10/13/2011	10/9/2012	2,020.96	7,654.00	-5,633.04
SPROTT RESOURCE CORP	500.000	10/18/2011	10/9/2012	2,020.96	7,457.99	-5,437.03
MELCO PBL ENTERTAINME...	500.000	11/18/2011	10/9/2012	6,672.99	4,822.99	1,850.00
JOHNSON CONTROLS INC	500.000	3/7/2012	10/11/2012	14,082.89	16,707.99	-2,625.10
CRANE CO	500.000	10/5/2012	10/15/2012	20,227.35	20,307.99	-80.64
BROOKFIELD INFRASTRUC ..	1,000.000	9/10/2012	10/15/2012	34,481.23	34,156.29	304.94
MICHAEL KORS	100.000	3/28/2012	10/17/2012	5,274.38	4,707.99	566.39
MICHAEL KORS	100.000	3/28/2012	10/17/2012	5,274.38	4,771.92	502.46
MICHAEL KORS	100.000	9/17/2012	10/17/2012	5,274.38	5,301.79	-27.41
QUALCOMM INC	400.000	9/10/2012	10/22/2012	24,368.50	24,247.99	120.51
FORTINET INC	500.000	8/24/2012	10/22/2012	10,027.68	12,667.55	-2,639.87
ISHARES TR BARCLAYS B...	200.000	10/11/2012	10/22/2012	24,157.86	24,207.99	-50.13
DIRECTTV GROUP	500.000	8/22/2012	10/22/2012	25,676.43	25,607.99	68.44
FORTINET INC	500.000	8/24/2012	10/24/2012	9,632.69	12,667.55	-3,034.86
HIBBETT SPORTS INC	100.000	10/15/2012	10/24/2012	5,797.05	5,751.99	45.06
CELGENE CORP	250.000	8/14/2012	10/24/2012	19,130.08	17,882.99	1,247.09
AEROVIRONMENT INC	10.000	4/3/2012	10/24/2012	230.39	265.88	-35.49
AEROVIRONMENT INC	40.000	4/3/2012	10/24/2012	921.18	1,063.52	-142.34
AEROVIRONMENT INC	160.000	4/3/2012	10/24/2012	3,684.72	4,255.52	-570.80
AEROVIRONMENT INC	540.000	4/3/2012	10/24/2012	12,435.92	14,362.38	-1,926.46
REALOGY HOLDINGS CORP	200.000	10/17/2012	10/29/2012	7,099.91	6,807.99	291.92
CABLEVISION SYSTEMS C...	150.000	10/9/2012	10/29/2012	2,680.36	2,445.49	234.87
ABERDEEN ASIA PACIFIC I...	1,500.000	5/22/2012	11/5/2012	11,827.49	11,107.99	719.50
FORESTAR GROUP INC	1,000.000	10/31/2012	11/5/2012	16,122.14	16,117.99	4.15
WESTERN UNION CO	1,000.000	10/31/2012	11/5/2012	13,125.01	18,004.69	-4,879.68
TRANSDIGM GROUP INC	300.000	7/25/2012	11/7/2012	40,782.69	38,983.99	1,798.70
PRICESMART INC	500.000	9/12/2012	11/7/2012	40,360.97	37,757.99	2,602.98
PRICESMART INC	250.000	9/24/2012	11/7/2012	20,180.48	19,207.99	972.49
MEDNAX INC	100.000	3/26/2012	11/7/2012	7,473.84	7,477.99	-4.15
MDU RES GROUP INC	500.000	1/19/2012	11/7/2012	10,747.61	10,717.99	29.62
CUBIST PHARMACEUTICAL...	500.000	8/15/2012	11/7/2012	21,264.83	21,757.99	-493.16
LUXOTTICA GROUP SPA A...	500.000	10/22/2012	11/7/2012	19,152.43	18,892.99	259.44
TERADATA CORP	200.000	11/22/2011	11/7/2012	12,506.19	10,807.99	1,698.20
TERADATA CORP	100.000	3/23/2012	11/7/2012	6,253.09	6,704.99	-451.90
TERADATA CORP	100.000	5/22/2012	11/7/2012	6,253.09	6,681.99	-428.90
TERADATA CORP	50.000	6/5/2012	11/7/2012	3,126.55	3,336.96	-210.41
TERADATA CORP	50.000	6/5/2012	11/7/2012	3,127.53	3,336.96	-209.43
TERADATA CORP	250.000	7/11/2012	11/7/2012	15,637.64	16,257.99	-620.35
TERADATA CORP	100.000	8/27/2012	11/7/2012	6,255.06	7,455.94	-1,200.88
EBAY INC	150.000	9/17/2012	11/13/2012	7,308.34	7,281.12	27.22
EBAY INC	150.000	10/3/2012	11/13/2012	7,308.34	7,312.63	-4.29
HAIN CELESTIAL GROUP	500.000	10/15/2012	11/15/2012	31,041.31	31,007.99	33.32
ADR ASTELLAS PHARMA	200.000	11/7/2012	11/15/2012	10,241.78	10,207.99	33.79
CHEVRON CORP	100.000	11/18/2011	11/15/2012	10,628.06	10,389.77	238.29
TARGA RES CORP	200.000	4/4/2012	11/19/2012	9,465.89	9,081.83	384.06

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ELI LILLY & CO	500.000	9/19/2012	11/19/2012	23,413.13	23,301.84	111.29
BE AEROSPACE INC	250.000	12/30/2011	11/19/2012	10,889.72	9,750.49	1,139.23
BE AEROSPACE INC	500.000	1/3/2012	11/19/2012	21,779.43	19,007.99	2,771.44
ALTISOURCE PORTFOLIO ...	150.000	8/6/2012	11/19/2012	15,504.81	11,709.49	3,795.32
DOMINION RESOURCES INC	500.000	11/13/2012	11/19/2012	25,043.08	25,007.99	35.09
AMERICAN EAGLE OUTFIT...	1,000.000	3/20/2012	11/21/2012	18,426.52	16,507.99	1,918.53
AMERICAN EAGLE OUTFIT...	500.000	8/15/2012	11/21/2012	9,213.26	10,177.74	-964.48
AMERICAN EAGLE OUTFIT...	250.000	10/29/2012	11/21/2012	4,606.63	5,320.49	-713.86
SMART	1,000.000	7/13/2012	11/27/2012	10,591.77	10,507.99	83.78
BROADCOM CORP CL A	500.000	9/12/2012	11/29/2012	14,991.67	18,056.79	-3,065.12
MERGE HEALTHCARE INC	2,000.000	8/15/2012	12/5/2012	6,551.86	6,187.99	363.87
MYRIAD GENETICS INC	500.000	9/12/2012	12/10/2012	13,862.44	13,307.99	554.45
OCWEN FINANCIAL CORP	1,000.000	12/5/2012	12/10/2012	33,852.75	36,267.99	-2,415.24
ATWOOD OCEANICS INC	500.000	8/22/2012	12/10/2012	23,542.23	23,187.99	354.24
RANGE RESOURCES CORP	500.000	5/30/2012	12/12/2012	32,367.61	31,507.99	859.62
RANGE RESOURCES CORP	100.000	8/27/2012	12/12/2012	6,473.52	6,663.81	-190.29
STARWOOD WORLDWIDE ...	500.000	9/10/2012	12/17/2012	26,933.40	27,182.99	-249.59
NEUSTAR	300.000	10/9/2012	12/19/2012	12,591.72	12,271.99	319.73
CENOVUS ENERGY INC	250.000	4/2/2012	12/19/2012	8,263.04	8,982.99	-719.95
WISDOMTREE JAP S/C DV...	500.000	10/22/2012	12/19/2012	21,370.27	21,067.65	302.62
LOEWS CORP	100.000	7/23/2012	12/31/2012	4,042.29	4,100.68	-58.39
CHURCH & DWIGHT INC	100.000	12/19/2012	12/31/2012	5,365.89	5,321.60	44.29
CHURCH & DWIGHT INC	400.000	12/19/2012	12/31/2012	21,495.51	21,286.39	209.12
NORDSTROM INC	150.000	9/17/2012	12/31/2012	7,695.05	8,713.62	-1,018.57
				5,451,925.09	5,588,308.13	-136,383.04

LONG TERM

EMC CORP	500.000	1/8/2011	5/17/2012	13,036.26	11,719.48	1,316.78
APPLE COMPUTER	100.000	7/21/2009	5/22/2012	53,409.85	14,675.23	38,734.62
TECK RESOURCES LTD	250.000	11/11/2010	6/22/2012	7,545.36	12,451.45	-4,906.09
TECK RESOURCES LTD	250.000	2/4/2011	6/22/2012	7,545.36	15,463.95	-7,918.59
TRW AUTOMOTIVE HOLDI...	200.000	5/11/2011	6/22/2012	7,554.45	11,603.58	-4,049.13
TRW AUTOMOTIVE HOLDI...	100.000	5/11/2011	6/22/2012	3,777.34	5,801.79	-2,024.45
TRW AUTOMOTIVE HOLDI...	150.000	5/11/2011	6/22/2012	5,665.69	8,702.69	-3,037.00
TRW AUTOMOTIVE HOLDI...	50.000	5/11/2011	6/22/2012	1,888.56	2,900.89	-1,012.33
SHIRE PLC ADR	9.000	8/10/2011	8/17/2012	839.56	801.32	38.24
SHIRE PLC ADR	241.000	8/10/2011	8/17/2012	22,481.48	21,457.63	1,023.85
SOCIEDAD QUIMICA Y MIN...	500.000	5/20/2011	12/3/2012	27,865.43	28,758.95	-893.52
MCMORAN EXPLORATION ...	1,800.000	9/1/2010	12/10/2012	26,724.76	26,396.06	328.70
MCMORAN EXPLORATION ...	200.000	9/1/2010	12/10/2012	2,969.22	2,932.90	36.32
MCMORAN EXPLORATION ...	500.000	10/18/2010	12/10/2012	7,423.04	8,073.95	-650.91
COMPANHIA SIDERURGIC...	600.000	11/18/2009	3/15/2012	6,435.89	10,810.99	-4,375.10
FORTUNE BRANDS INC	200.000	11/17/2009	3/15/2012	4,253.11	8,063.89	-3,810.78
FORTUNE BRANDS INC	30.000	2/2/2011	3/15/2012	637.97	1,839.19	-1,201.22
NETWORK ENGINES INC	1,500.000	3/3/2010	3/15/2012	2,076.97	3,307.24	-1,230.27
CRANE CO	300.000	11/17/2009	5/14/2012	12,021.98	8,992.84	3,029.14
NATIONAL GRID TRANSCO...	200.000	7/9/2010	5/14/2012	10,829.92	7,511.99	3,317.93
AMERICAN CENTURY GLO...	619.889	1/1/2008	6/14/2012	11,158.00	10,962.31	195.69
AMERICAN CENTURY GLO...	3.840	12/31/2009	6/14/2012	69.12	67.91	1.21
AMERICAN CENTURY GLO...	2.058	12/16/2010	6/14/2012	37.04	36.39	0.65
AMERICAN CENTURY GLO...	34.716	12/16/2010	6/14/2012	624.89	613.93	10.96
AMERICAN CENTURY GLO	40.941	12/30/2010	6/14/2012	736.94	724.01	12.93

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T ROWE PRICE INTL FUND...	953.172	1/1/2008	6/14/2012	6,920.03	10,010.43	-3,090.40
T ROWE PRICE INTL FUND...	3.945	12/18/2009	6/14/2012	28.64	41.43	-12.79
T ROWE PRICE INTL FUND...	4.870	12/20/2010	6/14/2012	35.36	51.15	-15.79
WASATCH ADVISORS FUN...	877.262	1/1/2008	6/14/2012	16,889.37	12,175.17	4,714.20
WASATCH ADVISORS FUN...	6.911	4/1/2009	6/14/2012	133.05	95.92	37.13
WASATCH ADVISORS FUN...	8.170	7/1/2009	6/14/2012	157.29	113.39	43.90
WASATCH ADVISORS FUN...	7.495	10/1/2009	6/14/2012	144.30	104.02	40.28
WASATCH ADVISORS FUN...	26.730	12/21/2009	6/14/2012	514.62	370.98	143.64
WASATCH ADVISORS FUN...	5.986	12/21/2009	6/14/2012	115.24	83.08	32.16
WASATCH ADVISORS FUN...	2.507	12/21/2009	6/14/2012	48.27	34.79	13.48
WASATCH ADVISORS FUN...	12.356	4/1/2010	6/14/2012	237.88	171.48	66.40
WASATCH ADVISORS FUN...	7.318	7/1/2010	6/14/2012	140.89	101.56	39.33
WASATCH ADVISORS FUN...	7.015	10/1/2010	6/14/2012	135.06	97.36	37.70
WASATCH ADVISORS FUN...	6.958	12/29/2010	6/14/2012	133.96	96.57	37.39
WASATCH ADVISORS FUN...	76.245	12/29/2010	6/14/2012	1,467.90	1,058.17	409.73
WASATCH ADVISORS FUN...	12.753	4/1/2011	6/14/2012	245.53	176.99	68.54
AMAZON COM INC	100.000	11/18/2009	11/14/2012	22,307.11	13,007.99	9,299.12
INTEL CORP	50.000	8/26/2011	11/14/2012	992.98	1,004.99	-12.01
QC HOLDINGS INC	1,750.000	1/24/2008	1/26/2012	5,846.65	14,732.95	-8,886.30
CIA SANEAMENTO BASICO...	150.000	7/1/2009	1/27/2012	9,183.46	4,545.83	4,637.63
MOTORCAR PTS AMER INC	1,050.000	4/16/2008	2/7/2012	6,892.35	6,547.91	344.44
MOTORCAR PTS AMER INC	650.000	1/28/2009	2/7/2012	4,266.70	3,029.21	1,237.49
NETSOL TECHNOLOGIES I...	6,300.000	1/31/2008	2/23/2012	3,328.59	14,912.76	-11,584.17
SINGAPORE FUND INC	411.000	1/25/2008	4/2/2012	5,782.77	6,229.56	-446.79
MANITEX INTERNATIONAL ...	1,800.000	11/25/2009	4/20/2012	15,611.89	2,880.70	12,731.19
THAI CAPITAL FUND INC	1,200.000	1/25/2008	6/4/2012	12,583.29	12,620.06	-36.77
BENIHANA INC	1,000.000	2/22/2008	7/5/2012	15,887.48	10,223.68	5,663.80
AMERICAN GREETING CO...	500.000	7/20/2010	7/19/2012	6,465.93	10,000.24	-3,534.31
AMERICAN GREETING CO...	250.000	7/26/2010	7/19/2012	3,232.96	4,887.37	-1,654.41
AMERICAN GREETING CO...	50.000	8/2/2010	7/19/2012	646.59	1,047.06	-400.47
WINNER MEDICAL GROUP ...	1,200.000	1/11/2011	7/26/2012	4,727.62	6,871.88	-2,144.26
WINNER MEDICAL GROUP ...	17.000	4/14/2011	7/26/2012	66.97	78.11	-11.14
WINNER MEDICAL GROUP ...	2,108.000	4/14/2011	7/27/2012	8,681.67	9,685.78	-1,004.11
LINCOLN EDUCATIONAL S...	500.000	12/13/2010	8/1/2012	2,220.72	8,459.45	-6,238.73
LINCOLN EDUCATIONAL S...	400.000	3/2/2011	8/1/2012	1,776.57	6,332.38	-4,555.81
LINCOLN EDUCATIONAL S...	900.000	3/2/2011	8/16/2012	3,435.95	14,247.84	-10,811.89
FUSHI COPPERWELD INC	500.000	1/25/2008	9/11/2012	4,467.29	9,063.69	-4,596.40
FUSHI COPPERWELD INC	1,900.000	10/22/2010	9/11/2012	16,975.71	18,533.08	-1,557.37
FUSHI COPPERWELD INC	800.000	11/5/2010	9/11/2012	7,147.67	7,368.31	-220.64
INNOSPEC INC	250.000	8/12/2008	10/11/2012	8,250.10	4,008.63	4,241.47
INNOSPEC INC	750.000	8/12/2008	10/16/2012	24,571.36	12,025.90	12,545.46
YUCHENG TECHNOLOGIE...	1,700.000	11/25/2009	10/16/2012	6,216.41	13,802.19	-7,585.78
FIRST CASH FINANCIAL SE ...	900.000	1/28/2008	10/22/2012	39,567.87	8,468.51	31,099.36
INTERCONTINENTAL HOTE...	100.000	6/2/2010	1/13/2012	11,294.79	11,572.21	-277.42
IBM	60.000	7/29/2010	1/19/2012	10,684.59	7,688.54	2,996.05
WALT DISNEY CO	70.000	1/14/2011	1/20/2012	2,658.04	2,766.96	-108.92
JP MORGAN CHASE & CO	100.000	9/29/2010	1/20/2012	3,440.98	3,960.80	-519.82
METLIFE INC	100.000	9/2/2009	1/20/2012	3,449.41	3,825.70	-376.29
METLIFE INC	300.000	10/18/2010	1/20/2012	10,348.24	12,005.10	-1,656.86
AON CORP	150.000	5/5/2010	2/8/2012	7,103.26	6,378.00	725.26
ENERGIZER HOLDINGS INC	50.000	12/15/2010	3/26/2012	3,738.49	3,547.49	191.00
W W GRAINGER	30.000	5/4/2010	3/26/2012	6,373.93	3,346.60	3,027.33

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CHEVRON CORP	250.000	8/31/2009	5/3/2012	26,512.85	17,779.25	8,733.60
OCCIDENTAL PETROLEUM	200.000	11/5/2009	5/15/2012	16,949.62	15,538.20	1,411.42
OCCIDENTAL PETROLEUM	120.000	12/17/2010	5/15/2012	10,169.77	11,388.12	-1,218.35
OCCIDENTAL PETROLEUM	120.000	2/8/2011	5/15/2012	10,169.77	11,770.92	-1,601.15
JP MORGAN CHASE & CO	800.000	9/29/2010	5/18/2012	29,209.18	31,686.40	-2,477.22
JP MORGAN CHASE & CO	330.000	1/28/2011	5/18/2012	12,048.78	14,775.91	-2,727.13
HOME DEPOT	80.000	9/29/2010	5/18/2012	3,859.16	2,526.08	1,333.08
STARBUCKS CORP	30.000	9/29/2010	5/18/2012	1,564.11	782.97	781.14
PRECISION CASTPARTS C...	20.000	3/16/2011	5/18/2012	3,301.77	2,834.68	467.09
CANADIAN NATIONAL RAIL...	30.000	3/31/2011	6/14/2012	2,459.64	2,223.27	236.37
ENERGIZER HOLDINGS INC	250.000	12/15/2010	9/6/2012	17,118.48	17,737.43	-618.95
HOME DEPOT	320.000	9/29/2010	11/20/2012	19,497.91	10,104.32	9,393.59
IBM	40.000	7/29/2010	11/21/2012	7,447.47	5,125.69	2,321.78
IBM	10.000	3/16/2011	11/21/2012	1,861.87	1,617.85	244.02
MICROSOFT CORP	1,180.000	9/22/2011	12/5/2012	31,660.15	31,692.68	-32.53
NEUBERGER BERMAN EQ...	11,072.540	9/9/2010	5/18/2012	90,794.83	112,328.59	-21,533.76
NEUBERGER BERMAN EQ ..	645.266	9/30/2010	5/18/2012	5,291.18	6,546.09	-1,254.91
NEUBERGER BERMAN EQ...	4,637.936	10/14/2010	5/18/2012	38,031.07	47,050.89	-9,019.82
NEUBERGER BERMAN EQ...	13,422.901	10/14/2010	5/18/2012	147,249.23	136,172.51	11,076.72
NEUBERGER BERMAN EQ...	8,903.468	11/16/2010	5/18/2012	97,871.04	90,323.81	7,347.23
NEUBERGER BERMAN EQ...	831.226	12/20/2010	5/18/2012	9,118.55	8,432.61	685.94
NEUBERGER BERMAN EQ...	330.754	3/25/2011	5/18/2012	3,628.37	3,355.43	272.94
ALLY BANK UT CO 1.700% ..	50,000.000	8/31/2010	5/22/2012	50,455.50	50,000.00	455.50
GOLDMAN SACHS GROUP ...	25,000.000	8/17/2010	5/22/2012	24,771.00	25,226.25	-455.25
FPL GROUP CAPITAL 2.550...	25,000.000	8/17/2010	5/22/2012	25,385.75	25,565.00	-179.25
AGILENT TECH INC 2.500%...	30,000.000	8/31/2010	5/22/2012	30,393.60	30,504.00	-110.40
METLIFE INC 2.375% 2/6/14	15,000.000	8/17/2010	5/22/2012	15,285.60	15,107.25	178.35
AMB PROPERTY LP 4.5% 8/...	15,000.000	8/10/2010	5/22/2012	15,671.10	14,931.15	739.95
GOLDCORP INC	100.000	10/14/2009	6/18/2012	4,266.93	4,266.93	0.00
GOLDCORP INC	100.000	4/23/2010	6/18/2012	3,905.99	3,905.99	0.00
SPDR GOLD TRUST	25.000	8/13/2009	6/18/2012	2,318.11	2,318.11	0.00
SPDR GOLD TRUST	50.000	4/23/2010	6/18/2012	5,579.00	5,579.00	0.00
BRISTOL MYERS SQUIBB CO	700.000	7/23/2010	1/24/2012	23,013.31	17,540.67	5,472.64
ALLIED NEVADA GOLD CO...	500.000	6/23/2010	4/25/2012	14,455.78	10,775.00	3,680.78
INTEL CORP	1,000.000	1/31/2011	5/22/2012	26,304.75	21,852.50	4,452.25
CATERPILLAR INC	150.000	4/29/2011	5/22/2012	13,345.52	16,772.13	-3,426.61
SOUTHERN CO	700.000	7/22/2010	5/22/2012	31,655.28	24,783.22	6,872.06
MOLYCORP INC	100.000	2/15/2011	5/22/2012	2,134.90	5,115.99	-2,981.09
MOLYCORP INC	200.000	3/3/2011	5/22/2012	4,269.81	9,555.34	-5,285.53
MOLYCORP INC	200.000	3/25/2011	5/22/2012	4,269.81	9,908.92	-5,639.11
NEW GOLD INC	2,300.000	5/17/2010	5/22/2012	17,664.73	14,835.92	2,828.81
NEW GOLD INC	2,500.000	7/12/2010	5/22/2012	19,200.80	13,256.00	5,944.80
NORFOLK SOUTHERN CORP	300.000	8/23/2010	5/22/2012	20,044.93	16,859.52	3,185.41
PFIZER INC	1,500.000	8/17/2010	5/22/2012	34,007.41	24,163.05	9,844.36
CSX CORP	800.000	7/16/2010	5/22/2012	16,906.14	13,989.79	2,916.35
ANADARKO PETROLEUM C...	200.000	12/6/2010	5/22/2012	12,868.55	13,231.62	-363.07
CLIFFS NATURAL RESOUR ..	400.000	7/29/2010	5/22/2012	20,185.44	22,661.36	-2,475.92
APPLE COMPUTER	25.000	9/2/2010	5/22/2012	13,344.83	6,136.58	7,208.25
BRISTOL MYERS SQUIBB CO	700.000	3/28/2011	5/22/2012	22,989.73	18,221.42	4,768.31
AGRIUM INC	75.000	8/17/2010	5/22/2012	5,867.80	4,985.70	882.10
AGRIUM INC	200.000	2/15/2011	5/22/2012	15,647.47	19,208.38	-3,560.91
TEEKAY OFFSHORE PART ..	800.000	4/5/2011	5/22/2012	22,619.90	24,375.76	-1,755.86

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ORIGINAL ACCOUNT AGRE...	1.000	2/29/2008	8/14/2012	0.00	0.00	0.00
ALTRIA GROUP INC	200.000	4/18/2008	1/17/2012	5,717.09	4,392.60	1,324.49
ALTRIA GROUP INC	300.000	4/30/2008	1/17/2012	8,575.64	6,451.99	2,123.65
CHECKPOINT SOFTWARE ...	300.000	12/1/2010	1/17/2012	15,508.92	13,077.00	2,431.92
CHECKPOINT SOFTWARE ...	200.000	12/1/2010	1/17/2012	10,339.28	8,723.99	1,615.29
CHECKPOINT SOFTWARE .	100.000	12/9/2010	1/17/2012	5,169.64	4,503.99	665.65
FIRST NIAGARA FINANCIAL...	1,000.000	10/22/2010	1/18/2012	9,472.32	11,717.99	-2,245.67
KINROSS GOLD CORP	92.000	10/9/2007	2/15/2012	980.99	1,357.74	-376.75
KINROSS GOLD CORP	158.000	10/9/2007	2/15/2012	1,698.61	2,331.76	-633.15
KINROSS GOLD CORP	500.000	11/15/2007	2/15/2012	5,375.35	9,427.99	-4,052.64
KINROSS GOLD CORP	250.000	11/20/2007	2/15/2012	2,687.67	4,230.87	-1,543.20
TII NETWORKS TECHNOLO...	960.000	1/5/2011	2/15/2012	1,587.91	2,803.10	-1,215.19
TII NETWORKS TECHNOLO...	1,040.000	1/5/2011	2/15/2012	1,720.23	3,044.79	-1,324.56
DHT MARITIME INC	996.000	5/5/2008	2/15/2012	1,082.30	10,458.00	-9,375.70
DHT MARITIME INC	504.000	5/5/2008	2/15/2012	547.67	5,276.58	-4,728.91
CANDENTE GOLD CORP	420.000	2/16/2010	2/15/2012	111.53	31.92	79.61
VENOCO INC	1,000.000	12/21/2010	3/6/2012	11,032.81	17,710.00	-6,677.19
ENDEAVOR SILVER CORP	2,000.000	10/23/2007	3/8/2012	19,593.70	8,307.99	11,285.71
ENDEAVOR SILVER CORP	600.000	10/23/2007	3/8/2012	5,878.11	2,491.99	3,386.12
EXPRESS SCRIPTS INC	500.000	6/18/2010	3/21/2012	27,082.27	26,627.44	454.83
ATLANTIC PWR CORP	1,000.000	12/2/2010	3/29/2012	14,094.41	13,837.99	256.42
MCMORAN EXPLORATION ...	500.000	3/26/2008	4/3/2012	5,381.13	8,007.99	-2,626.86
MCMORAN EXPLORATION ...	500.000	4/23/2008	4/3/2012	5,381.13	12,757.99	-7,376.86
MEXIVADA MINING	7,000.000	4/25/2007	4/9/2012	317.33	4,086.19	-3,768.86
MEXIVADA MINING	4,500.000	1/24/2008	4/9/2012	204.00	3,485.70	-3,281.70
MEXIVADA MINING	500.000	1/24/2008	4/9/2012	22.67	395.24	-372.57
JP MORGAN CHASE & CO	1,300.000	3/23/2005	4/27/2012	56,061.70	46,850.05	9,211.65
EVERCORE PARTNERS IN.	500.000	1/19/2011	5/1/2012	12,267.13	17,382.99	-5,115.86
GOLDCORP INC	1,000.000	7/22/2008	5/2/2012	38,811.64	47,007.99	-8,196.35
NEW GOLD INC	1,000.000	1/13/2010	5/3/2012	9,055.90	4,397.99	4,657.91
NEW GOLD INC	500.000	1/15/2010	5/3/2012	4,527.95	2,237.99	2,289.96
NEW GOLD INC	500.000	2/10/2010	5/3/2012	4,527.95	1,999.00	2,528.95
CENOVUS ENERGY INC	500.000	7/23/2010	5/17/2012	15,992.15	14,194.44	1,797.71
NEW GOLD INC	500.000	2/10/2010	5/17/2012	4,091.16	1,999.00	2,092.16
NEW GOLD INC	500.000	5/21/2010	5/17/2012	4,091.16	2,913.35	1,177.81
FRANCO NEVADA CORP	500.000	2/15/2011	5/17/2012	21,031.88	14,747.10	6,284.78
TEVA PHARMACEUTICAL A...	100.000	1/26/2010	5/17/2012	4,183.16	5,801.60	-1,618.44
TEVA PHARMACEUTICAL A...	200.000	3/8/2010	5/17/2012	8,366.31	12,169.99	-3,803.68
TEVA PHARMACEUTICAL A...	200.000	4/19/2010	5/17/2012	8,366.31	12,327.99	-3,961.68
TEVA PHARMACEUTICAL A...	200.000	5/3/2010	5/17/2012	8,366.31	11,688.99	-3,322.68
TEVA PHARMACEUTICAL A...	300.000	7/28/2010	5/17/2012	12,549.47	15,002.40	-2,452.93
HESS CORP	50.000	5/5/2009	5/18/2012	2,261.43	2,726.00	-464.57
HESS CORP	150.000	5/18/2009	5/18/2012	6,784.28	9,135.49	-2,351.21
HESS CORP	50.000	6/5/2009	5/18/2012	2,261.43	3,063.30	-801.87
EXXON MOBIL	450.000	11/23/2001	5/18/2012	36,846.86	16,692.75	20,154.11
BANK OF NOVA SCOTIA	500.000	8/24/2010	5/22/2012	25,510.78	24,407.99	1,102.79
BANK OF NOVA SCOTIA	250.000	10/27/2010	5/22/2012	12,755.39	13,292.97	-537.58
BANK OF NOVA SCOTIA	250.000	5/10/2011	5/22/2012	12,755.39	14,855.49	-2,100.10
CHEVRON CORP	50.000	11/12/2008	5/22/2012	5,026.70	3,501.60	1,525.10
CHEVRON CORP	200.000	4/9/2009	5/22/2012	20,106.78	13,895.99	6,210.79
DEERE & CO	300.000	3/23/2009	5/22/2012	22,030.11	8,940.80	13,089.31
ROSETTA RESOURCES INC	50.000	6/22/2010	5/22/2012	2,029.59	1,250.40	779.19

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FREEMPORT MCMORAN CO...	200.000	6/9/2010	5/22/2012	6,494.16	6,301.60	192.56
EXXON MOBIL	50.000	11/23/2001	5/22/2012	4,106.49	1,854.75	2,251.74
EXXON MOBIL	150.000	4/3/2009	5/22/2012	12,319.46	10,354.79	1,964.67
ABB LTD	250.000	1/26/2010	5/23/2012	3,998.64	4,707.99	-709.35
ABB LTD	250.000	3/4/2010	5/23/2012	3,998.64	5,122.87	-1,124.23
CHECKPOINT SOFTWARE ...	250.000	12/10/2010	5/31/2012	13,055.86	11,162.99	1,892.87
CHECKPOINT SOFTWARE ...	250.000	1/11/2011	5/31/2012	13,055.86	11,636.40	1,419.46
VIEWPOINT FINL GROUP I ...	1,000.000	1/20/2011	6/5/2012	15,231.68	12,087.39	3,144.27
TRANSATLANTIC PETROLE...	100.000	11/18/2010	6/5/2012	84.50	343.40	-258.90
TRANSATLANTIC PETROLE...	1,900.000	11/18/2010	6/5/2012	1,752.14	6,524.59	-4,772.45
STONEGATE AGRICOM LTD	1,000.000	3/7/2011	6/5/2012	340.00	1,801.80	-1,461.80
STONEGATE AGRICOM LTD	1,000.000	3/7/2011	6/5/2012	342.99	1,801.80	-1,458.81
SPROTT RESOURCE CORP	1,000.000	3/7/2011	6/5/2012	11,635.11	5,647.99	5,987.12
PEOPLES UNITED FINANCI...	1,000.000	5/11/2009	6/5/2012	11,661.74	16,007.99	-4,346.25
CREDO PETOLEUM CORP	300.000	1/19/2011	6/5/2012	3,114.94	3,577.79	-462.85
CREDO PETOLEUM CORP	200.000	1/19/2011	6/5/2012	2,082.11	2,385.20	-303.09
CENOVUS ENERGY INC	100.000	7/23/2010	6/5/2012	3,088.35	2,838.89	249.46
CENOVUS ENERGY INC	350.000	11/2/2010	6/5/2012	10,809.23	9,806.82	1,002.41
CAPITOL FEDERAL FINAN...	1,000.000	3/3/2011	6/5/2012	11,622.84	12,537.99	-915.15
ACCENTURE LTD CL A	300.000	7/23/2010	6/5/2012	17,002.07	11,576.37	5,425.70
HECLA MINING CO	1,000.000	7/8/2008	6/5/2012	4,266.01	8,807.99	-4,541.98
HECLA MINING CO	900.000	7/22/2008	6/5/2012	3,839.40	7,837.99	-3,998.59
HECLA MINING CO	100.000	7/22/2008	6/5/2012	426.60	877.99	-451.39
SEMAFO INC	500.000	4/28/2010	6/5/2012	2,452.95	3,030.35	-577.40
SEMAFO INC	500.000	4/28/2010	6/5/2012	2,454.94	3,030.35	-575.41
ANDERSON ENERGY LTD	500.000	4/12/2011	6/5/2012	178.00	616.33	-438.33
FOX CHASE BANCORP INC	100.000	1/20/2011	6/7/2012	1,260.98	1,147.75	113.23
FOX CHASE BANCORP INC	100.000	1/20/2011	6/7/2012	1,266.97	1,147.75	119.22
FOX CHASE BANCORP INC	700.000	1/20/2011	6/7/2012	8,812.80	8,034.24	778.56
FOX CHASE BANCORP INC	100.000	1/20/2011	6/7/2012	1,267.97	1,147.75	120.22
ABB LTD	250.000	3/12/2010	6/7/2012	3,865.54	5,252.99	-1,387.45
ABB LTD	250.000	3/29/2010	6/7/2012	3,865.54	5,370.37	-1,504.83
ABB LTD	250.000	4/27/2010	6/7/2012	3,865.54	5,007.99	-1,142.45
ABB LTD	250.000	5/18/2010	6/7/2012	3,865.54	4,720.49	-854.95
CATERPILLAR INC	50.000	5/5/2010	6/7/2012	4,159.49	3,437.41	722.08
CATERPILLAR INC	50.000	7/28/2010	6/7/2012	4,159.49	3,418.07	741.42
CHECKPOINT SOFTWARE ...	250.000	1/11/2011	6/13/2012	13,397.70	11,636.40	1,761.30
CHECKPOINT SOFTWARE ...	150.000	1/13/2011	6/13/2012	8,038.62	6,661.99	1,376.63
CHECKPOINT SOFTWARE ...	100.000	4/21/2011	6/13/2012	5,359.08	5,308.99	50.09
ROYAL DUTCH SHELL PLC ...	0.329	2/8/2011	6/29/2012	21.62	23.20	-1.58
DUKE ENERGY CORP	0.667	9/15/2008	7/20/2012	44.01	35.95	8.06
SOUTHERN CO	50.000	10/19/2006	8/6/2012	2,419.21	1,758.30	660.91
SOUTHERN CO	450.000	8/22/2007	8/6/2012	21,772.85	16,072.19	5,700.66
NORTHROP GRUMANN CO...	250.000	7/19/2011	8/8/2012	16,646.98	16,627.82	19.16
SOUTHWESTERN ENERGY...	350.000	10/6/2003	8/8/2012	10,792.08	798.88	9,993.20
SOUTHWESTERN ENERGY...	150.000	10/6/2003	8/8/2012	4,625.18	342.38	4,282.80
ULTRAPAR PART SPONS A...	300.000	10/4/2010	8/15/2012	6,822.85	4,425.60	2,397.25
ULTRAPAR PART SPONS A...	700.000	10/4/2010	8/15/2012	15,939.48	10,326.40	5,613.08
ISHARES MSCI SWITZERL...	1,000.000	6/21/2011	8/22/2012	23,801.97	26,467.99	-2,666.02
PINETREE CAPITAL	1,000.000	5/11/2011	8/22/2012	910.54	2,957.99	-2,047.45
PINETREE CAPITAL	800.000	6/1/2011	8/22/2012	728.43	2,367.99	-1,639.56
COCA COLA CO	300.000	9/28/2005	8/27/2012	11,643.70	6,357.89	5,285.81

Capital Gains 2012 - Last year:2

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Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/L...
COCA COLA CO	500.000	5/24/2006	8/27/2012	19,406.17	10,870.49	8,535.68
COCA COLA CO	200.000	6/20/2006	8/27/2012	7,762.47	4,267.60	3,494.87
DEERE & CO	100.000	1/27/2010	8/27/2012	7,668.01	5,457.99	2,210.02
DEERE & CO	100.000	3/15/2010	8/27/2012	7,668.01	5,865.94	1,802.07
YUM BRANDS INC	400.000	1/16/2008	8/29/2012	25,557.75	14,918.39	10,639.36
YUM BRANDS INC	100.000	2/5/2008	8/29/2012	6,389.44	3,298.32	3,091.12
STERICYCLE INC	200.000	5/24/2011	9/12/2012	18,710.19	18,635.99	74.20
PROCTER & GAMBLE CO	100.000	1/21/2009	9/12/2012	6,800.10	5,713.89	1,086.21
PROCTER & GAMBLE CO	100.000	2/18/2009	9/12/2012	6,800.10	5,001.60	1,798.50
HANCOCK HOLDING CO	350.000	3/16/2011	9/12/2012	10,891.64	11,170.59	-278.95
INVESCO MORTGAGE REIT	500.000	8/3/2011	9/17/2012	10,392.77	9,507.74	885.03
QUAKER CHEM CORP	500.000	9/8/2010	9/17/2012	23,222.48	15,625.75	7,596.73
CLIFFS NATURAL RESOUR...	150.000	7/23/2008	9/24/2012	6,433.65	15,150.00	-8,716.35
CLIFFS NATURAL RESOUR...	250.000	5/18/2009	9/24/2012	10,722.75	6,065.49	4,657.26
CLIFFS NATURAL RESOUR...	100.000	7/14/2011	9/24/2012	4,289.10	9,507.99	-5,218.89
BOEING CO	250.000	6/6/2011	10/3/2012	17,430.08	19,232.99	-1,802.91
MELCO PBL ENTERTAINME...	800.000	9/6/2011	10/9/2012	12,011.38	12,419.10	-407.72
MELCO PBL ENTERTAINME...	100.000	9/6/2011	10/9/2012	1,334.60	1,387.99	-53.39
ROYAL DUTCH SHELL PLC ...	0.280	2/8/2011	10/9/2012	2.00	19.74	-17.74
ROYAL DUTCH SHELL PLC ...	150.000	2/8/2011	10/15/2012	10,630.01	10,577.40	52.61
IBERIABANK CORP	250.000	2/15/2011	10/15/2012	11,445.14	14,257.99	-2,812.85
IBERIABANK CORP	150.000	5/10/2011	10/15/2012	6,867.09	9,007.99	-2,140.90
RIVERBED TECHNOLOGY I...	500.000	7/22/2011	10/22/2012	10,732.66	15,310.49	-4,577.83
HESS CORP	450.000	6/5/2009	10/22/2012	25,007.31	27,569.69	-2,562.38
HESS CORP	100.000	6/22/2009	10/22/2012	5,557.18	5,323.96	233.22
HESS CORP	200.000	11/12/2009	10/22/2012	11,114.36	11,367.99	-253.63
ST JUDE MEDICAL INC	550.000	4/10/2006	10/24/2012	21,919.60	19,871.50	2,048.10
ST JUDE MEDICAL INC	200.000	4/10/2006	10/24/2012	7,970.76	7,243.99	726.77
ST JUDE MEDICAL INC	250.000	7/27/2009	10/24/2012	9,863.45	9,007.99	955.46
NESTLE SA SPONSORED A...	400.000	7/11/2007	10/24/2012	26,391.41	15,434.05	10,957.36
NESTLE SA SPONSORED A...	400.000	7/11/2007	10/24/2012	26,375.40	15,434.05	10,941.35
TERADATA CORP	200.000	10/28/2011	11/7/2012	12,509.71	11,207.99	1,301.72
TERADATA CORP	100.000	11/3/2011	11/7/2012	6,254.86	6,023.59	231.27
APPLE COMPUTER	5.000	2/29/2008	11/13/2012	2,793.04	592.64	2,200.40
APPLE COMPUTER	95.000	2/29/2008	11/13/2012	53,211.15	11,260.11	41,951.04
LINN ENERGY	150.000	3/3/2011	11/15/2012	5,860.99	5,847.49	13.50
LINN ENERGY	600.000	3/3/2011	11/15/2012	23,443.96	23,356.56	87.40
BARRICK GOLD CORP	250.000	7/8/2011	11/15/2012	9,116.93	11,121.35	-2,004.42
CHEVRON CORP	150.000	6/28/2011	11/15/2012	15,942.10	14,991.74	950.36
ABBOTT LABORATORIES	100.000	4/26/2010	11/19/2012	6,419.00	5,181.19	1,237.81
ABBOTT LABORATORIES	150.000	6/1/2010	11/19/2012	9,628.50	7,115.99	2,512.51
BARRICK GOLD CORP	200.000	7/8/2011	11/19/2012	6,878.15	8,897.08	-2,018.93
KANSAS CITY SOUTHERN	100.000	5/18/2011	11/19/2012	7,628.28	5,438.99	2,189.29
KANSAS CITY SOUTHERN	100.000	7/14/2011	11/19/2012	7,628.28	5,777.99	1,850.29
KANSAS CITY SOUTHERN	100.000	8/3/2011	11/19/2012	7,628.28	5,898.91	1,729.37
KANSAS CITY SOUTHERN	200.000	8/30/2011	11/19/2012	15,256.56	9,607.99	5,648.57
SCHLUMBERGER LTD	250.000	12/8/2008	11/19/2012	17,067.45	10,007.99	7,059.46
MCMORAN EXPLORATION ...	500.000	4/29/2008	12/10/2012	7,377.64	13,287.19	-5,909.55
MCMORAN EXPLORATION ...	500.000	5/2/2008	12/10/2012	7,377.64	13,717.99	-6,340.35
MCMORAN EXPLORATION ...	500.000	5/27/2008	12/10/2012	7,377.64	16,507.99	-9,130.35
MCMORAN EXPLORATION ...	325.000	6/18/2008	12/10/2012	4,795.47	9,673.94	-4,878.47
MCMORAN EXPLORATION ...	175.000	6/18/2008	12/10/2012	2,583.29	5,209.05	-2,625.76

Capital Gains 2012 - Last year:2

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Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/L....
MCMORAN EXPLORATION ...	300.000	3/10/2010	12/10/2012	4,428.50	5,551.99	-1,123.49
MCMORAN EXPLORATION ...	700.000	3/10/2010	12/10/2012	10,333.17	12,943.00	-2,609.83
MCMORAN EXPLORATION ...	500.000	3/16/2010	12/10/2012	7,380.83	9,007.99	-1,627.16
MCMORAN EXPLORATION ...	200.000	10/5/2010	12/10/2012	2,952.33	3,451.99	-499.66
MCMORAN EXPLORATION ...	300.000	10/5/2010	12/10/2012	4,428.50	5,165.04	-736.54
MORGAN STANLEY	500.000	11/3/2011	12/17/2012	8,891.81	8,882.99	8.82
GOLDMAN SACHS GROUP ...	113.000	10/1/2010	12/17/2012	13,469.78	16,642.81	-3,173.03
CENOVUS ENERGY INC	60.000	11/2/2010	12/19/2012	1,983.13	1,681.17	301.96
CENOVUS ENERGY INC	250.000	11/3/2010	12/19/2012	8,263.04	6,982.99	1,280.05
CENOVUS ENERGY INC	140.000	1/6/2011	12/19/2012	4,627.30	4,684.40	-57.10
CENOVUS ENERGY INC	100.000	1/6/2011	12/19/2012	3,305.22	3,352.99	-47.77
CENOVUS ENERGY INC	200.000	8/23/2011	12/19/2012	6,610.43	6,757.99	-147.56
ISHARES MSCI SWEDEN IN...	1,000.000	6/21/2011	12/31/2012	29,632.74	30,517.39	-884.65
TIMBERLINE RESOURCES ...	100.000	5/3/2010	12/31/2012	24.00	117.95	-93.95
TIMBERLINE RESOURCES ...	1,000.000	5/3/2010	12/31/2012	240.99	1,179.50	-938.51
TIMBERLINE RESOURCES ...	500.000	5/3/2010	12/31/2012	120.50	589.75	-469.25
TIMBERLINE RESOURCES ...	1,500.000	5/3/2010	12/31/2012	361.49	1,774.99	-1,413.50
TIMBERLINE RESOURCES ...	900.000	5/3/2010	12/31/2012	215.99	1,065.00	-849.01
TIMBERLINE RESOURCES ...	3,000.000	3/1/2011	12/31/2012	719.98	3,817.99	-3,098.01
				3,250,852.43	3,077,158.78	173,693.65
				8,702,777.52	8,665,466.91	37,310.61

THE LUPIN FOUNDATION
GRANTS CONTRIBUTION PAID
DECEMBER 31, 2012

<u>Name</u>	<u>Purpose</u>	<u>Status</u>	<u>Amount Paid</u>
American Heart Association	Proposed Project Activities including Administrators and Program cost	Non Profit	10,000.00
Heart of Passion	To Help Teenagers with Cancer Through four-day retreats	Non Profit	10,000.00
The Point Community Development	Art in Education	Non Profit	25,000.00
Friends of Jefferson the Beautiful	Annual Tree School For Adults and School Students	Non Profit	10,000.00
Friends of Vieux Carre Commission	To Help Fund General and Operational Expenses of the FVCC	Non Profit	5,000.00
Shine a Light	General Operating Support for curricular Development for Public Schools.	Non Profit	5,000.00
Casa Argentina	Proceeds of the Event will Benefit Educational Programs for the underserved Youths	Non Profit	5,000.00
The New Orleans Opera Association	To Support Production Expenses for Salome, by Richard Strauss March 2 & 4	Non Profit	20,000.00
Healthy Start Coalition	Special Education - Mainstream Setting	Non Profit	2,500.00
Chabad Lubavitch of Utahm Inc.	Project HEART Focuses on Character Building and teaches needed Life skills To Teens currently in Juvenile Facilities	Non Profit	18,000.00
Congregation Gates of Prayer	Gala Honoring Victoria May, Cantorial Soloist for 25 Years of Service	Non Profit	1,000.00
Friends of City Park	To Support Friends of City Parks Annual Fundraiser, Lark in the Park	Non Profit	10,000.00
Girls on the Run of New Orleans	To Educate and Prepare Girls for a Lifetime of Self respect and Healthy Living	Non Profit	4,040.00
New Orleans Ballet Association	To Support the 2012 Gala and NOBA's Comprehensive. Year End After School Education Programs	Non Profit	10,000.00

STERN ASSOCIATES
CERTIFIED PUBLIC ACCOUNTANTS

**THE LUPIN FOUNDATION
GRANTS CONTRIBUTION PAID
DECEMBER 31, 2012**

Temple Beth Shalom	To Help Support The Local Jewish Community	Non Profit	500.00
Touro Infirmary Foundation	To Support a Grass-Root Organized Event which will Raise Money For Equipment For the Touro Birthing Center	Non Profit	2,500.00
Women's Guild, New Orleans Opera Association	To Help Support The New Orleans Opera Association	Non Profit	5,000.00
New Orleans Museum of Art	To Help Support The Odyssey Ball	Non Profit	3,000.00
Benjamin E Mays Preparatory School	To Provide an Extensive Reading Program	Non Profit	3,500.00
Louisiana Philharmonic Orchestra	Help Bring Arts Engagement Opportunities To Military Families In New Orleans	Non Profit	2,500.00
The Forum School	To Purchase IPADs To Be Used In Special Education Classrooms	Non Profit	5,000.00
Arts Council of New Orleans	To Support the 2012 Community Arts Awards Celebration	Non Profit	2,500.00
The Nocca Institute	To Underwrite the 2012 Art & Soul Gala To Support the General Operations of the NOCCA Institute	Non Profit	40,000.00
Tourette Syndrome Associates	To help Fund Research Project to Teach Therapists a successful mean of Controlling Tourette Syndrome Symptoms	Non Profit	2,500.00
Clemson University Foundation	Support For Center For Visual Arts	Non Profit	5,000.00
Autism Services of Southwest Louisiana	To Provide Specific Training To Staff to Better Enable The to Work With their Clients	Non Profit	2,500.00
American Committee for Sanz Institutions- Israel	To Provide Food and Holiday Necessaries including Clothing for needy Families	Non Profit	1,800.00
Beth Medrash of Asbury Park	Financial Aid Towards Renovations of New Campus	Non Profit	1,800.00
New Orleans Museum of Art	To Help with Fundraising Activities Such as Hosting Love in the Garden Dancing under the Stars	Non Profit	3,000.00

STERN ASSOCIATES

CERTIFIED PUBLIC ACCOUNTANTS

THE LUPIN FOUNDATION
GRANTS CONTRIBUTION PAID
DECEMBER 31, 2012

Brooklyn Academy of Music	To Be The Home For Adventurous Artists, Audiences, and Ideas	Non Profit	10,000.00
Peter C Alderman Foundation	To Fund Collection and Research on Patient Outcomes at PCAF's	Non Profit	18,000.00
Looziana Basset Rescue Inc.	To Rehabilitate and Rehome Abandoned and Relinquished Basset Hounds In LA	Non Profit	2,500.00
Moscow Nights, Inc	To Stage a World Premier of Russian Version of Cinderella	Non Profit	1,000.00
Westchester Reform Temple	To help Fund The Capital Campaign Toward Building and Renovations	Non Profit	20,000.00
Young Audiences of Louisiana	YALA is bringing together Arts and Cultural Organization with a strong Interest in Serving Children	Non Profit	5,000.00
Tulane University "Beads on Broadway"	To Purchase a Table of 10 at the NY Fundraiser "Beads" Money Raised will go To Unrestricted Support of Tulane Empowers	Non Profit	10,000.00
Congregation Ahavas Chesed	To Encourage High School Boys To Reach Their Full Learning Potential and More	Non Profit	1,000.00
Beth Medrosh of Monsey	To Help Aid In Renovation of New Campus	Non Profit	1,500.00
March of Dimes	To Help with New Research to Find The Causes of Premature Birth and Develop Ways to Prevent It	Non Profit	2,500.00
New Orleans Film Society	To Fund the 23rd Annual New Orleans Film festival	Non Profit	5,000.00
New Orleans Museum of Art	To Help Support NOMA's General Operating Expense	Non Profit	12,500.00
North shore Jewish Congregation	To Fund A Program To Bring Experienced Cantor or a Trained Cantorial Student To Lead Prayer Services	Non Profit	10,000.00
The University of Georgia Foundation	To Establish and Endowed, Need-Based Scholarship fund for incoming Freshman	Non Profit	50,000.00

STERN ASSOCIATES

CERTIFIED PUBLIC ACCOUNTANTS

**THE LUPIN FOUNDATION
GRANTS CONTRIBUTION PAID
DECEMBER 31, 2012**

West Jefferson Hospital Foundation	The New Infusion Center. A Patient-Centered Facility,	Non Profit	1,000.00
The Monsey Chai Line	To Continue its Work to Underwrite Its Mushrooming Expenses	Non Profit	20,000.00
City of Kenner Food Bank	The Grant Will be Used to Purchase Food Items for the Kenner Food Bank	Non Profit	5,000.00
Friends of Jefferson the Beautiful	To Produce the 13th Annual Tree School and the Second Presentation of Branching Out	Non Profit	10,000.00
Key to the Cure/ Louisiana Cancer Reach Consortium	To Assist Our LCRC Cancer Research Scientists In Their Efforts to Better Understand the biology of Cancer	Non Profit	3,500.00
New York Youth at Risk, Inc.	Will Support the Salary of One Part Time Educational Advocate For the World Leaders Program	Non Profit	10,000.00
Shir Chadash Conservative Congregation	To Help Underwrite The Cost of The Ad Book For the Synagogue's Annual Fundraiser	Non Profit	5,000.00
Fred Hutchinson Cancer Research Center	To Support the Salary and Benefits of a Young Investigator to Work Under Dr. Rainier Storb's Direction	Non Profit	5,000.00
Evacutear.org	Help with the Cost of the 4th Annual Bye Bye Hurricane Season Party	Non Profit	5,000.00
Jewish Community Center	The Purpose of the Grant is To Capital Improvements to the Uptown Jewish Community Center	Non Profit	50,000.00
New Orleans Bowl, Inc.	To Support the 2009 New Orleans Bowl Youth Outreach Program and Clinic	Non Profit	10,000.00
Broad moor Improvement Association	To Provide Holiday Gifts For 20 Families	Non Profit	3,000.00
French Quarter Citizens, Inc	To Assist Wit Our Annual Expenses Which Focused on Preserving the Residential Quality of Life	Non Profit	5,000.00

STERN ASSOCIATES

CERTIFIED PUBLIC ACCOUNTANTS

THE LUPIN FOUNDATION
GRANTS CONTRIBUTION PAID
DECEMBER 31, 2012

Leeba Gavrielle for the Needy	To Provide all Aspects of Humanitarian assistance to the ravaged Victims of Hurricane Sandy In the New York Area	Non Profit	15,000.00
Jewish Children's Regional Services	To Provide Scholarship To Support Dependent and Special Needs Jewish Youth	Non Profit	1,000.00
University of New Orleans Foundation	To Fund Scholarships To Attract High Performing, Local High-School Graduates	Non Profit	25,000.00
Calvary Hospital	To Support the Mission of Calvary Hospital to Provide Compassionate Competent Care for People Near the End OF Life	Non Profit	18,900 00
Jewish Adoption and Foster Care Options	Group Home Program Which Will Provide Housing and Comprehensive Services To Abused Neglected Jewish Children	Non Profit	3,000.00
Louisiana Partnership for Children and Families	To Help Continue The Work of The Partnership and Support Professional Development Activities	Non Profit	3,000.00
The Early Childhood and Family Learning Foundation	For Continued Support For The Successful Partnership With the Recovery School District	Non Profit	8,500.00
Unity of Greater New Orleans, Inc	To Expand Its Community Engagement Program Which reintegrated People Who Have Suffered from Homelessness	Non Profit	1,000.00
Greater New Orleans Youth Orchestra	To Provide Scholarship and fee Waiver To Underserved youth Who Would Be Otherwise Be Unable to Participate	Non Profit	5,000.00
The National World War 11 Museum Inc	To Help Support the Next Phase of the Museum Expansion	Non Profit	20,000.00
The Recorded Talmud from Dec 8, 2010	Dedication of the Lobby in The Religious Science Wing	Non Profit	22,500.00
Congregation Ateres Rosh From April 28, 2011	To Help the Expansion Project of The Congregation	Non Profit	50,000.00

THE LUPIN FOUNDATION
GRANTS CONTRIBUTION PAID
DECEMBER 31, 2012

The New York Foundling from July 27, 2011	To Fund a Joint Proposal For Children's Protection of The New York Foundlings And The Partners Program	Non Profit	35,000.00
American Friends of Birkas Rifka October 26, 2011	To Expand The Apprenticeship Program	Non Profit	5,000 00
Louisiana Cancer Research Consortium (Key to the Cure) from Oct 26, 2011	This Will Help The LCRC To Reach Its Ultimate Goal of Establishing an NCI Designated Cancer Center in Louisiana	Non Profit	<u>3,750.00</u>
<u>Total Grants</u>			<u><u>714,790.00</u></u>

**Application for Extension of Time To File an
Exempt Organization Return**

OMB No 1545-1709

► File a separate application for each return.

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

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

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

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).A corporation required to file Form 990-T and requesting an automatic 6-month extension — check this box and complete Part I only ☐*All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns***Enter filer's identifying number, see instructions**

Type or print	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	THE LUPIN FOUNDATION	72-0940770
	Number, street, and room or suite number. If a P.O. box, see instructions	Social security number (SSN)
	234 METAIRIE ROAD	
File by the due date for filing your return. See instructions	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	METAIRIE, LA 70005	

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

04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (section 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ► THE LUPIN FOUNDATION

Telephone No ► 504 849 0518

FAX No ► _____

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

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 8/15, 2013, to file the exempt organization return for the organization named above. The extension is for the organization's return for
- ☒ calendar year 2012 or
 - ☐ tax year beginning _____, 20____, and ending _____, 20____

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

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	8,521.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	33,788.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.**BAA For Privacy Act and Paperwork Reduction Act Notice, see instructions.**Form **8868** (Rev 1-2013)