

FEC FORM 3X

REPORT OF RECEIPTS AND DISBURSEMENTS

For Other Than An Authorized Committee

Office Use Only

1. NAME OF COMMITTEE (in full) TYPE OR PRINT ▼ Example: If typing, type over the lines.
PROSPERITY FIRST INC

ADDRESS (number and street)
 Check if different than previously reported. (ACC)

2. FEC IDENTIFICATION NUMBER ▼ CITY ▲ STATE ▲ ZIP CODE ▲
 3. IS THIS REPORT NEW (N) OR AMENDED (A)

4. TYPE OF REPORT (Choose One)
(a) Quarterly Reports:
 April 15 Quarterly Report (Q1)
 July 15 Quarterly Report (Q2)
 October 15 Quarterly Report (Q3)
 January 31 Year-End Report (YE)
 July 31 Mid-Year Report (Non-election Year Only) (MY)
 Termination Report (TER)
(b) Monthly Report Due On:
 Feb 20 (M2) May 20 (M5) Aug 20 (M8) Nov 20 (M11) (Non-Election Year Only)
 Mar 20 (M3) Jun 20 (M6) Sep 20 (M9) Dec 20 (M12) (Non-Election Year Only)
 Apr 20 (M4) Jul 20 (M7) Oct 20 (M10) Jan 31 (YE)
(c) 12-Day PRE-Election Report for the: Primary (12P) General (12G) Runoff (12R)
 Convention (12C) Special (12S)
Election on / / in the State of
(d) 30-Day POST-Election Report for the: General (30G) Runoff (30R) Special (30S)
Election on / / in the State of

5. Covering Period / / through / /

I certify that I have examined this Report and to the best of my knowledge and belief it is true, correct and complete.
Type or Print Name of Treasurer George Rehn

Signature of Treasurer George Rehn [Electronically Filed] Date / /

NOTE: Submission of false, erroneous, or incomplete information may subject the person signing this Report to the penalties of 2 U.S.C. §437g.

**SUMMARY PAGE
OF RECEIPTS AND DISBURSEMENTS**

FEC Form 3X (Rev. 02/2003)

Write or Type Committee Name

PROSPERITY FIRST INC

Report Covering the Period: From: / / To: / /

	COLUMN A This Period	COLUMN B Calendar Year-to-Date
6. (a) Cash on Hand January 1, <input type="text" value="2012"/>	<input type="text" value="0.00"/>	<input type="text" value="0.00"/>
(b) Cash on Hand at Beginning of Reporting Period.....	<input type="text" value="480804.22"/>	
(c) Total Receipts (from Line 19)	<input type="text" value="10000.00"/>	<input type="text" value="1025500.00"/>
(d) Subtotal (add Lines 6(b) and 6(c) for Column A and Lines 6(a) and 6(c) for Column B).....	<input type="text" value="490804.22"/>	<input type="text" value="1025500.00"/>
7. Total Disbursements (from Line 31).....	<input type="text" value="287489.45"/>	<input type="text" value="822185.23"/>
8. Cash on Hand at Close of Reporting Period (subtract Line 7 from Line 6(d)).....	<input type="text" value="203314.77"/>	<input type="text" value="203314.77"/>
9. Debts and Obligations Owed TO the Committee (Itemize all on Schedule C and/or Schedule D)	<input type="text" value="0.00"/>	
10. Debts and Obligations Owed BY the Committee (Itemize all on Schedule C and/or Schedule D)	<input type="text" value="0.00"/>	

This committee has qualified as a multicandidate committee. (see FEC FORM 1M)

For further information contact:

Federal Election Commission
999 E Street, NW
Washington, DC 20463

Toll Free 800-424-9530
Local 202-694-1100

DETAILED SUMMARY PAGE
of Receipts

Write or Type Committee Name

PROSPERITY FIRST INC

Report Covering the Period: From: / / To: / /

I. Receipts	COLUMN A Total This Period	COLUMN B Calendar Year-to-Date
11. Contributions (other than loans) From:		
(a) Individuals/Persons Other Than Political Committees		
(i) Itemized (use Schedule A).....	10000.00	935500.00
(ii) Unitemized	0.00	0.00
(iii) TOTAL (add Lines 11(a)(i) and (ii))..... ▶	10000.00	935500.00
(b) Political Party Committees	0.00	0.00
(c) Other Political Committees (such as PACs).....	0.00	0.00
(d) Total Contributions (add Lines 11(a)(iii), (b), and (c)) (Carry Totals to Line 33, page 5)	10000.00	935500.00
12. Transfers From Affiliated/Other Party Committees.....	0.00	0.00
13. All Loans Received	0.00	0.00
14. Loan Repayments Received.....	0.00	0.00
15. Offsets To Operating Expenditures (Refunds, Rebates, etc.) (Carry Totals to Line 37, page 5).....	0.00	0.00
16. Refunds of Contributions Made to Federal Candidates and Other Political Committees.....	0.00	0.00
17. Other Federal Receipts (Dividends, Interest, etc.).....	0.00	90000.00
18. Transfers from Non-Federal and Levin Funds		
(a) Non-Federal Account (from Schedule H3).....	0.00	0.00
(b) Levin Funds (from Schedule H5)	0.00	0.00
(c) Total Transfers (add 18(a) and 18(b))..	0.00	0.00
19. Total Receipts (add Lines 11(d), 12, 13, 14, 15, 16, 17, and 18(c))..... ▶	10000.00	1025500.00
20. Total Federal Receipts (subtract Line 18(c) from Line 19)..... ▶	10000.00	1025500.00

DETAILED SUMMARY PAGE

of Disbursements

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II. Disbursements	COLUMN A Total This Period	COLUMN B Calendar Year-to-Date
21. Operating Expenditures:		
(a) Allocated Federal/Non-Federal Activity (from Schedule H4)		
(i) Federal Share	0.00	0.00
(ii) Non-Federal Share.....	0.00	0.00
(b) Other Federal Operating Expenditures	2861.45	58977.65
(c) Total Operating Expenditures (add 21(a)(i), (a)(ii), and (b))	2861.45	58977.65
22. Transfers to Affiliated/Other Party Committees.....	0.00	0.00
23. Contributions to Federal Candidates/Committees and Other Political Committees.....	0.00	0.00
24. Independent Expenditures (use Schedule E)	284628.00	763207.58
25. Coordinated Party Expenditures (2 U.S.C. §441a(d)) (use Schedule F).....	0.00	0.00
26. Loan Repayments Made.....	0.00	0.00
27. Loans Made.....	0.00	0.00
28. Refunds of Contributions To:		
(a) Individuals/Persons Other Than Political Committees	0.00	0.00
(b) Political Party Committees	0.00	0.00
(c) Other Political Committees (such as PACs).....	0.00	0.00
(d) Total Contribution Refunds (add Lines 28(a), (b), and (c)).....	0.00	0.00
29. Other Disbursements	0.00	0.00
30. Federal Election Activity (2 U.S.C. §431(20))		
(a) Allocated Federal Election Activity (from Schedule H6)		
(i) Federal Share	0.00	0.00
(ii) "Levin" Share.....	0.00	0.00
(b) Federal Election Activity Paid Entirely With Federal Funds	0.00	0.00
(c) Total Federal Election Activity (add .. Lines 30(a)(i), 30(a)(ii) and 30(b))....	0.00	0.00
31. Total Disbursements (add Lines 21(c), 22, 23, 24, 25, 26, 27, 28(d), 29 and 30(c)) ..	287489.45	822185.23
32. Total Federal Disbursements (subtract Line 21(a)(ii) and Line 30(a)(ii) from Line 31).....	287489.45	822185.23

DETAILED SUMMARY PAGE
of Disbursements

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III. Net Contributions/Operating Expenditures	COLUMN A Total This Period	COLUMN B Calendar Year-to-Date
33. Total Contributions (other than loans) (from Line 11(d), page 3)	10000.00	935500.00
34. Total Contribution Refunds (from Line 28(d))	0.00	0.00
35. Net Contributions (other than loans) (subtract Line 34 from Line 33)	10000.00	935500.00
36. Total Federal Operating Expenditures (add Line 21(a)(i) and Line 21(b))	2861.45	58977.65
37. Offsets to Operating Expenditures (from Line 15, page 3).....	0.00	0.00
38. Net Operating Expenditures (subtract Line 37 from Line 36)	2861.45	58977.65

**SCHEDULE A (FEC Form 3X)
ITEMIZED RECEIPTS**

Use separate schedule(s) for each category of the Detailed Summary Page

FOR LINE NUMBER: PAGE 6 OF 10
(check only one)
 11a 11b 11c 12
 13 14 15 16 17

Any information copied from such Reports and Statements may not be sold or used by any person for the purpose of soliciting contributions or for commercial purposes, other than using the name and address of any political committee to solicit contributions from such committee.

NAME OF COMMITTEE (In Full)
PROSPERITY FIRST INC

Full Name (Last, First, Middle Initial)
A. Daniel Loeb

Mailing Address 390 Park Avenue

City State Zip Code
New York NY 10022

FEC ID number of contributing federal political committee. **C**

Name of Employer Occupation
Third Point Capital Founder

Receipt For:
 Primary General
 Other (specify) ▼

Aggregate Year-to-Date ▼
10000.00

Date of Receipt
 M M / D D / Y Y Y Y
 10 / 03 / 2012
Transaction ID : 1064

Amount of Each Receipt this Period
10000.00

Full Name (Last, First, Middle Initial)
B.

Mailing Address

City State Zip Code

FEC ID number of contributing federal political committee. **C**

Name of Employer Occupation

Receipt For:
 Primary General
 Other (specify) ▼

Aggregate Year-to-Date ▼

Date of Receipt
 M M / D D / Y Y Y Y

Amount of Each Receipt this Period

Full Name (Last, First, Middle Initial)
C.

Mailing Address

City State Zip Code

FEC ID number of contributing federal political committee. **C**

Name of Employer Occupation

Receipt For:
 Primary General
 Other (specify) ▼

Aggregate Year-to-Date ▼

Date of Receipt
 M M / D D / Y Y Y Y

Amount of Each Receipt this Period

SUBTOTAL of Receipts This Page (optional).....▶	10000.00
TOTAL This Period (last page this line number only).....▶	10000.00

**SCHEDULE B (FEC Form 3X)
ITEMIZED DISBURSEMENTS**

Use separate schedule(s)
for each category of the
Detailed Summary Page

FOR LINE NUMBER:
(check only one)

<input checked="" type="checkbox"/> 21b	<input type="checkbox"/> 22	<input type="checkbox"/> 23	<input type="checkbox"/> 24	<input type="checkbox"/> 25	<input type="checkbox"/> 26
<input type="checkbox"/> 27	<input type="checkbox"/> 28a	<input type="checkbox"/> 28b	<input type="checkbox"/> 28c	<input type="checkbox"/> 29	<input type="checkbox"/> 30b

Any information copied from such Reports and Statements may not be sold or used by any person for the purpose of soliciting contributions or for commercial purposes, other than using the name and address of any political committee to solicit contributions from such committee.

NAME OF COMMITTEE (In Full)
PROSPERITY FIRST INC

Full Name (Last, First, Middle Initial)

A. Political Compliance Services Inc

Mailing Address P O Box 373

City State Zip Code
Fairfax Station VA 22039

Purpose of Disbursement
Consultant:Compliance

Candidate Name

Office Sought: House
 Senate
 President
State: District:

Disbursement For:
 Primary General
 Other (specify) ▼

Category/
Type

Date of Disbursement

M	M	/	D	D	/	Y	Y	Y	Y
10			02			2012			

Transaction ID : 1072

Amount of Each Disbursement this Period

1250.00

Full Name (Last, First, Middle Initial)

B. Rising Star Consulting

Mailing Address 10B Windy Hill

City State Zip Code
Ballston Lake NY 12019

Purpose of Disbursement
Consultant:Fundraising

Candidate Name

Office Sought: House
 Senate
 President
State: District:

Disbursement For:
 Primary General
 Other (specify) ▼

Category/
Type

Date of Disbursement

M	M	/	D	D	/	Y	Y	Y	Y
10			02			2012			

Transaction ID : 1074

Amount of Each Disbursement this Period

500.00

Full Name (Last, First, Middle Initial)

C. Venable LLP

Mailing Address P O Box 62727

City State Zip Code
Baltimore MD 21264

Purpose of Disbursement
Legal

Candidate Name

Office Sought: House
 Senate
 President
State: District:

Disbursement For:
 Primary General
 Other (specify) ▼

Category/
Type

Date of Disbursement

M	M	/	D	D	/	Y	Y	Y	Y
10			02			2012			

Transaction ID : 1075

Amount of Each Disbursement this Period

1092.50

SUBTOTAL of Disbursements This Page (optional)..... ▶

TOTAL This Period (last page this line number only)..... ▶

2842.50

2842.50

SCHEDULE E (FEC Form 3X)
ITEMIZED INDEPENDENT EXPENDITURES

NAME OF COMMITTEE (In Full) PROSPERITY FIRST INC	FEC IDENTIFICATION NUMBER ▼ C C00517466
Check if <input type="checkbox"/> 24-hour report <input type="checkbox"/> 48-hour report <input type="checkbox"/> New report <input type="checkbox"/> Amends report filed on M M / D D / Y Y Y Y Y Y	

Full Name (Last, First, Middle Initial) of Payee Chris Mottola Consulting Inc		Date M M / D D / Y Y Y Y Y Y 10 / 03 / 2012
Mailing Address 1382 Lafayette Street		Amount 11944.00
City Cape May	State NJ	
Zip Code 08204	Transaction ID : 1042	
Purpose of Expenditure Media production - NY - 10/3/12	Category/ Type 	Office Sought: <input checked="" type="checkbox"/> House State: NY <input type="checkbox"/> Senate District: 01 <input type="checkbox"/> President
Name of Federal Candidate Supported or Opposed by Expenditure: RANDOLPH ALTSCHULER		Check One: <input checked="" type="checkbox"/> Support <input type="checkbox"/> Oppose
Calendar Year-To-Date Per Election for Office Sought 763207.58		Disbursement For: <input type="checkbox"/> Primary <input checked="" type="checkbox"/> General <input type="checkbox"/> Other (specify) ▶

Full Name (Last, First, Middle Initial) of Payee Chris Mottola Consulting Inc		Date M M / D D / Y Y Y Y Y Y 10 / 04 / 2012
Mailing Address 1382 Lafayette Street		Amount 790.00
City Cape May	State NJ	
Zip Code 08204	Transaction ID : 1044	
Purpose of Expenditure Radio Ad production - NY - 10/4/12	Category/ Type 	Office Sought: <input checked="" type="checkbox"/> House State: NY <input type="checkbox"/> Senate District: 01 <input type="checkbox"/> President
Name of Federal Candidate Supported or Opposed by Expenditure: RANDOLPH ALTSCHULER		Check One: <input checked="" type="checkbox"/> Support <input type="checkbox"/> Oppose
Calendar Year-To-Date Per Election for Office Sought 763207.58		Disbursement For: <input type="checkbox"/> Primary <input checked="" type="checkbox"/> General <input type="checkbox"/> Other (specify) ▶

(a) SUBTOTAL of Itemized Independent Expenditures..... ▶	12734.00
(b) SUBTOTAL of Unitemized Independent Expenditures..... ▶	
(c) TOTAL Independent Expenditures..... ▶	

Under penalty of perjury I certify that the independent expenditures reported herein were not made in cooperation, consultation, or concert with, or at the request or suggestion of, any candidate or authorized committee or agent of either, or (if the reporting entity is not a political party committee) any political party committee or its agent.

George Rehn

Signature _____ [Electronically Filed] Date M M / D D / Y Y Y Y Y Y
10 / 03 / 2012

SCHEDULE E (FEC Form 3X)
ITEMIZED INDEPENDENT EXPENDITURES

NAME OF COMMITTEE (In Full) PROSPERITY FIRST INC
FEC IDENTIFICATION NUMBER C C00517466
Check if 24-hour report 48-hour report New report Amends report filed on

Full Name (Last, First, Middle Initial) of Payee HCW & Associates LLC
Mailing Address 3126 Cary Street #206
City Richmond State VA Zip Code 23221
Purpose of Expenditure Direct mail - 10/03 NY
Category/Type
Name of Federal Candidate Supported or Opposed by Expenditure: RANDOLPH ALTSCHULER
Calendar Year-To-Date Per Election for Office Sought 763207.58

Date 10 / 02 / 2012
Amount 21045.30
Transaction ID : 1041
Office Sought: [X] House State: NY
Senate District: 01
President
Check One: [X] Support [] Oppose
Disbursement For: [] Primary [X] General
[] Other (specify)

Full Name (Last, First, Middle Initial) of Payee HCW & Associates LLC
Mailing Address 3126 Cary Street #206
City Richmond State VA Zip Code 23221
Purpose of Expenditure Direct mail - 10/05 NY
Category/Type
Name of Federal Candidate Supported or Opposed by Expenditure: RANDOLPH ALTSCHULER
Calendar Year-To-Date Per Election for Office Sought 763207.58

Date 10 / 04 / 2012
Amount 21045.30
Transaction ID : 1046
Office Sought: [X] House State: NY
Senate District: 01
President
Check One: [X] Support [] Oppose
Disbursement For: [] Primary [X] General
[] Other (specify)

(a) SUBTOTAL of Itemized Independent Expenditures..... 42090.60
(b) SUBTOTAL of Unitemized Independent Expenditures
(c) TOTAL Independent Expenditures.....

Under penalty of perjury I certify that the independent expenditures reported herein were not made in cooperation, consultation, or concert with, or at the request or suggestion of, any candidate or authorized committee or agent of either, or (if the reporting entity is not a political party committee) any political party committee or its agent.

George Rehn
Signature [Electronically Filed] Date 10 / 03 / 2012

SCHEDULE E (FEC Form 3X)
ITEMIZED INDEPENDENT EXPENDITURES

NAME OF COMMITTEE (In Full) PROSPERITY FIRST INC	FEC IDENTIFICATION NUMBER ▼ C C00517466
Check if <input type="checkbox"/> 24-hour report <input type="checkbox"/> 48-hour report <input type="checkbox"/> New report <input type="checkbox"/> Amends report filed on M M / D D / Y Y Y Y Y Y	

Full Name (Last, First, Middle Initial) of Payee Nextgen Advertising Inc		Date M M / D D / Y Y Y Y Y Y 10 / 02 / 2012
Mailing Address 3075 Veterans Highway Suite 260		Amount 124937.40
City Ronkonkoma	State NY Zip Code 11779	
Purpose of Expenditure Media Buy - NY 10/3/12	Category/Type 	Transaction ID : 1040 Office Sought: <input checked="" type="checkbox"/> House State: NY <input type="checkbox"/> Senate District: 01 <input type="checkbox"/> President Check One: <input checked="" type="checkbox"/> Support <input type="checkbox"/> Oppose
Name of Federal Candidate Supported or Opposed by Expenditure: RANDOLPH ALTSCHULER		Disbursement For: <input type="checkbox"/> Primary <input checked="" type="checkbox"/> General 2012 <input type="checkbox"/> Other (specify) ▶
Calendar Year-To-Date Per Election for Office Sought 763207.58		

Full Name (Last, First, Middle Initial) of Payee Target Enterprises LLC		Date M M / D D / Y Y Y Y Y Y 10 / 01 / 2012
Mailing Address 15260 Ventura Blvd Suite 1240		Amount 104866.00
City Sherman Oaks	State CA Zip Code 91403	
Purpose of Expenditure Media Buy - NY 10/9/12	Category/Type 	Transaction ID : 1039 Office Sought: <input checked="" type="checkbox"/> House State: NY <input type="checkbox"/> Senate District: 01 <input type="checkbox"/> President Check One: <input checked="" type="checkbox"/> Support <input type="checkbox"/> Oppose
Name of Federal Candidate Supported or Opposed by Expenditure: RANDOLPH ALTSCHULER		Disbursement For: <input type="checkbox"/> Primary <input checked="" type="checkbox"/> General 2012 <input type="checkbox"/> Other (specify) ▶
Calendar Year-To-Date Per Election for Office Sought 763207.58		

(a) SUBTOTAL of Itemized Independent Expenditures.....▶	229803.40
(b) SUBTOTAL of Unitemized Independent Expenditures.....▶	
(c) TOTAL Independent Expenditures.....▶	284628.00

Under penalty of perjury I certify that the independent expenditures reported herein were not made in cooperation, consultation, or concert with, or at the request or suggestion of, any candidate or authorized committee or agent of either, or (if the reporting entity is not a political party committee) any political party committee or its agent.

George Rehn

Signature [Electronically Filed] Date M M / D D / Y Y Y Y Y Y
10 / 03 / 2012