

The reader should not assume that the information is accurate and complete.

## FORM 13F COVER PAGE

OMB APPROVAL	
OMB Number:	3235-0006
Expires:	Oct 31, 2018
Estimated average burden hours per response:	23.8

No.	Form 13F File Number	Name
1	28-15068	Loews MIP, Inc.

The Securities and Exchange Commission has not necessarily reviewed the information in this filing and has not determined if it is accurate and complete.

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 13F

FORM 13F INFORMATION TABLE

OMB APPROVAL	
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COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5			COLUMN 6	COLUMN 7	COLUMN 8		
			VALUE	SHRS OR	SH/	PUT/	INVESTMENT	OTHER	VOTING AUTHORITY		
NAME OF ISSUER	TITLE OF CLASS	CUSIP	(x\$1000)	PRN AMT	PRN	CALL	DISCRETION	MANAGER	SOLE	SHARED	NONE
3D SYSTEMS CORP	Common	88554D955	2,366	40,000	SH	Put	SOLE		40,000	0	0
AERCAP HOLDINGS NV	Common	N00985106	16,876	400,000	SH		SOLE		400,000	0	0
AETNA INC	Common	00817Y108	690	9,200	SH		SOLE		9,200	0	0
AGNICO-EAGLE MINES LTD	Common	008474908	4,235	140,000	SH	Call	SOLE		140,000	0	0
AGNICO-EAGLE MINES LTD	Common	008474958	3,025	100,000	SH	Put	SOLE		100,000	0	0
AMERICAN AIRLINES GROUP INC	Common	02376R102	549	15,000	SH		SOLE		15,000	0	0
AMERICAN AXLE & MFG HOLDINGS	Common	024061903	14,816	800,000	SH	Call	DFND	1	0	800,000	0
AMERICAN INTERNATIONAL GROUP	Common	026874784	12,768	255,300	SH		SOLE		255,300	0	0
AMERICAN INTERNATIONAL GROUP	Common	026874904	17,504	350,000	SH	Call	SOLE		350,000	0	0
AMKOR TECHNOLOGY INC	Common	031652100	1,098	160,000	SH		SOLE		160,000	0	0
ANADARKO PETROLEUM CORP	Common	032511107	1,802	21,262	SH		SOLE		21,262	0	0
APACHE CORP	Common	037411105	314	3,780	SH		SOLE		3,780	0	0
APPLE INC	Common	037833900	48,307	90,000	SH	Call	DFND	1	0	90,000	0
ARC DOCUMENT SOLUTIONS INC	Common	00191G103	78	10,456	SH		SOLE		10,456	0	0
ARRIS GROUP INC	Common	04270V106	225	8,000	SH		SOLE		8,000	0	0
ASANKO GOLD INC	Common	04341Y105	2,059	989,593	SH		SOLE		989,593	0	0
ASHLAND INC	Common	044209104	22,383	225,000	SH		SOLE		225,000	0	0
ASHLAND INC	Common	044209954	5,969	60,000	SH	Put	SOLE		60,000	0	0
ASSURANT INC	Common	04621X108	232	3,575	SH		SOLE		3,575	0	0
AT&T INC	Common	00206R952	52,605	1,500,000	SH	Put	DFND	1	0	1,500,000	0
AURICO GOLD INC	Common	05155C105	1,025	235,545	SH		SOLE		235,545	0	0
AVNET INC	Common	053807103	415	8,925	SH		SOLE		8,925	0	0
B2GOLD CORP	Common	11777Q209	2,703	995,605	SH		SOLE		995,605	0	0
BAKER HUGHES INC	Common	057224107	302	4,650	SH		SOLE		4,650	0	0
BANK OF AMERICA CORP	Common	060505104	214	12,443	SH		SOLE		12,443	0	0
BANK OF AMERICA CORP	Warrant	060505153	2,150	125,000	SH		SOLE		125,000	0	0
BARRICK GOLD CORP	Common	067901108	2,105	118,066	SH		SOLE		118,066	0	0
BARRICK GOLD CORP	Common	067901108	8,915	500,000	SH		DFND	1	0	500,000	0

BARRICK GOLD CORP	Common	067901908	3,566	200,000	SH	Call	SOLE		200,000	0	0
BARRICK GOLD CORP	Common	067901958	3,566	200,000	SH	Put	SOLE		200,000	0	0
BECTON DICKINSON AND CO	Common	075887109	205	1,750	SH		SOLE		1,750	0	0
BLACKBERRY LTD	Common	09228F903	24,240	3,000,000	SH	Call	DFND	1	0	3,000,000	0
BOEING CO.	Common	097023105	226	1,800	SH		SOLE		1,800	0	0
BOEING CO.	Common	097023955	5,020	40,000	SH	Put	SOLE		40,000	0	0
BP PLC-SPONS ADR	Common	055622104	392	8,140	SH		SOLE		8,140	0	0
BROADCOM CORP-CL A	Common	111320107	1,259	40,000	SH		SOLE		40,000	0	0
BROADCOM CORP-CL A	Common	111320957	2,518	80,000	SH	Put	SOLE		80,000	0	0
BROCADE COMMUNICATIONS SYS	Common	111621306	3,395	320,000	SH		SOLE		320,000	0	0
BOARDWALK PIPELINE COMMON UNITS	Common	096627104	1,684,110	125,586,133	SH		SOLE		125,586,133	0	0
CAL DIVE INTERNATIONAL INC	Common	12802T101	117	68,728	SH		SOLE		68,728	0	0
CAMECO CORP	Common	13321L108	916	40,000	SH		SOLE		40,000	0	0
CAMECO CORP	Common	13321L958	916	40,000	SH	Put	SOLE		40,000	0	0
CARPENTER TECHNOLOGY INC.	Common	144285103	234	3,536	SH		SOLE		3,536	0	0
CBS CORP-CLASS B NON VOTING	Common	124857202	6,180	100,000	SH		DFND	1	0	100,000	0
CF INDUSTRIES HOLDINGS INC	Common	125269100	19,991	76,700	SH		SOLE		76,700	0	0
CHARTER COMMUNICATION-A	Common	16117M305	21,560	175,000	SH		DFND	1	0	175,000	0
CIA DE MINAS BUENAVENTUR-ADR	Common	204448104	578	46,013	SH		SOLE		46,013	0	0
CIENA CORP	Common	171779309	3,638	160,000	SH		SOLE		160,000	0	0
CIENA CORP	Common	171779959	4,548	200,000	SH	Put	SOLE		200,000	0	0
CIGNA CORP	Common	125509109	255	3,050	SH		SOLE		3,050	0	0
CISCO SYSTEMS INC	Common	17275R102	15,578	695,000	SH		SOLE		695,000	0	0
CITIGROUP INC	Common	172967424	689	14,483	SH		SOLE		14,483	0	0
CLIFFS NATURAL RESOURCES INC	Common	18683K101	873	42,675	SH		SOLE		42,675	0	0
CLIFFS NATURAL RESOURCES INC	Common	18683K951	2,046	100,000	SH	Put	SOLE		100,000	0	0
CNA FINANCIAL CORP	Common	126117100	10,354,588	242,382,673	SH		SOLE		242,382,673	0	0
CNO FINANCIAL GROUP INC	Common	12621E103	518	28,600	SH		SOLE		28,600	0	0
COEUR MINING INC	Common	192108504	771	82,945	SH		SOLE		82,945	0	0
COMSTOCK MINING INC	Common	205750102	301	182,625	SH		SOLE		182,625	0	0
CONSTELLATION BRANDS INC-A	Common	21036P108	16,994	200,000	SH		SOLE		200,000	0	0
CONSUMER STAPLES SPDR	Common	81369Y958	68,896	1,600,000	SH	Put	DFND	1	0	1,600,000	0
COVANTA HOLDING CORP 3.25% 2014/06/01	Convert	22282EAC6	505	435,000	PRN		SOLE		435,000	0	0
CRAY INC	Common	225223304	242	6,482	SH		SOLE		6,482	0	0
DANA HOLDING CORP	Common	235825205	17,453	750,000	SH		DFND	1	0	750,000	0

DEERE & CO	Common	244199105	554	6,100	SH	SOLE			6,100	0	0	
DELTA AIR LINES INC	Common	247361702	883	25,490	SH	SOLE			25,490	0	0	
DENBURY RESOURCES INC	Common	247916208	5,986	365,000	SH	SOLE			365,000	0	0	
DEVON ENERGY CORPORATION	Common	25179M103	402	6,000	SH	SOLE			6,000	0	0	
DIAMOND OFFSHORE DRILLING	Common	25271C102	3,418,301	70,104,620	SH	SOLE			70,104,620	0	0	
DILLARDS INC-CL A	Common	254067901	27,720	300,000	SH	Call	DFND	1	0	300,000	0	
DU PONT E.I. DE NEMOURS	Common	263534109	2,684	40,000	SH	SOLE			40,000	0	0	
DU PONT E.I. DE NEMOURS	Common	263534959	6,710	100,000	SH	Put	SOLE		100,000	0	0	
EATON CORP PLC	Common	278058102	370	4,928	SH	SOLE			4,928	0	0	
ENSCO PLC-CL A	Common	G3157S106	586	11,100	SH	SOLE			11,100	0	0	
EXETER RESOURCE CORP	Common	301835104	390	642,545	SH	SOLE			642,545	0	0	
EXPRESS SCRIPTS HOLDING CO	Common	30219G108	34,166	455,000	SH	SOLE			455,000	0	0	
EXPRESS SCRIPTS HOLDING CO	Common	30219G108	5,632	75,000	SH	DFND			1	0	75,000	0
EXXON MOBIL CORP	Common	30231G102	208	2,125	SH	SOLE			2,125	0	0	
EZCORP INC-CL A	Common	302301106	138	12,773	SH	SOLE			12,773	0	0	
FACEBOOK INC-A	Common	30303M102	2,108	35,000	SH	DFND			1	0	35,000	0
FEDEX CORP	Common	31428X106	928	7,000	SH	SOLE			7,000	0	0	
FIRST HORIZON NATIONAL CORP	Common	320517105	143	11,600	SH	SOLE			11,600	0	0	
FORD MOTOR CO	Common	345370900	89,700	5,750,000	SH	Call	DFND	1	0	5,750,000	0	
GENERAL MOTORS CO.	Common	37045V100	21,535	625,655	SH	SOLE			625,655	0	0	
GENERAL MOTORS CO.	Warrant	37045V126	1,404	40,800	SH	SOLE			40,800	0	0	
GENERAL MOTORS CO.	Common	37045V900	91,213	2,650,000	SH	Call	DFND	1	0	2,650,000	0	
GENTIVA HEALTH SERVICES	Common	37247A102	161	17,617	SH	SOLE			17,617	0	0	
GLOBAL CASH ACCESS HOLDINGS	Common	378967103	148	21,536	SH	SOLE			21,536	0	0	
GOLD FIELDS LTD-SPONS ADR	Common	38059T106	1,487	403,104	SH	SOLE			403,104	0	0	
GOLDCORP INC	Common	380956409	1,469	60,000	SH	SOLE			60,000	0	0	
GOLDCORP INC	Common	380956959	2,938	120,000	SH	Put	SOLE		120,000	0	0	
GOLDMAN SACHS GROUP INC	Common	38141G104	221	1,350	SH	SOLE			1,350	0	0	
GRANITE REAL ESTATE INVESTMENT	Common	387437114	308	8,496	SH	SOLE			8,496	0	0	
HCA HOLDINGS INC	Common	40412C101	1,050	20,000	SH	SOLE			20,000	0	0	
HCA HOLDINGS INC	Common	40412C951	4,200	80,000	SH	Put	SOLE		80,000	0	0	
HERTZ GLOBAL HOLDINGS INC	Common	42805T955	2,664	100,000	SH	Put	SOLE		100,000	0	0	
HEWLETT-PACKARD CO	Common	428236103	13,606	420,470	SH	SOLE			420,470	0	0	
HOME DEPOT INC	Common	437076902	59,348	750,000	SH	Call	DFND	1	0	750,000	0	
IAMGOLD CORP	Common	450913108	1,954	555,138	SH	SOLE			555,138	0	0	
INFINERA CORP	Common	45667G103	4,177	460,000	SH	SOLE			460,000	0	0	
INNOSPEC INC	Common	45768S105	213	4,700	SH	SOLE			4,700	0	0	
INTERPUBLIC GROUP OF COS INC	Common	460690100	321	18,725	SH	SOLE			18,725	0	0	

INTL BUSINESS MACHINES CORP	Common	459200101	1,251	6,500	SH		SOLE		6,500	0	0
ISHARES IBOXX INVESTMENT GRA	Common	464287952	87,705	750,000	SH	Put	DFND	1	0	750,000	0
ISHARES MSCI EMERGING MARKET	Common	464287954	41,010	1,000,000	SH	Put	DFND	1	0	1,000,000	0
ISHARES NASDAQ BIOTECHNOLOGY	Common	464287556	9,456	40,000	SH		DFND	1	0	40,000	0
JIVE SOFTWARE INC	Common	47760A108	124	15,490	SH		SOLE		15,490	0	0
JOHNSON & JOHNSON	Common	478160104	632	6,432	SH		SOLE		6,432	0	0
JPMORGAN CHASE & CO	Common	46625H100	633	10,433	SH		SOLE		10,433	0	0
KINROSS GOLD CORP	Common	496902404	2,495	602,760	SH		SOLE		602,760	0	0
LAS VEGAS SANDS CORP	Common	517834107	4,039	50,000	SH		DFND	1	0	50,000	0
LEGG MASON INC	Common	524901105	264	5,375	SH		SOLE		5,375	0	0
LINCOLN NATIONAL CORP	Common	534187109	988	19,500	SH		SOLE		19,500	0	0
LOWE'S COS INC	Common	548661957	4,896	100,000	SH	Put	SOLE		100,000	0	0
MAG SILVER CORP	Common	55903Q104	1,958	282,123	SH		SOLE		282,123	0	0
MANITOWOC CO INC.	Common	563571908	31,450	1,000,000	SH	Call	DFND	1	0	1,000,000	0
MARKET VECTORS GOLD MINERS	Common	57060U900	2,361	100,000	SH	Call	SOLE		100,000	0	0
MARKET VECTORS GOLD MINERS	Common	57060U950	944	40,000	SH	Put	SOLE		40,000	0	0
MARKET VECTORS JR GOLD MINER	Common	57061R544	1,811	50,000	SH		SOLE		50,000	0	0
MARKET VECTORS JR GOLD MINER	Common	57061R904	2,716	75,000	SH	Call	SOLE		75,000	0	0
MARKET VECTORS JR GOLD MINER	Common	57061R954	2,897	80,000	SH	Put	SOLE		80,000	0	0
MCKESSON CORP	Common	58155Q953	14,126	80,000	SH	Put	SOLE		80,000	0	0
MEN'S WEARHOUSE INC/THE	Common	587118100	12,245	250,000	SH		DFND	1	0	250,000	0
MEN'S WEARHOUSE INC/THE	Common	587118900	2,645	54,000	SH	Call	DFND	1	0	54,000	0
MERCK & CO. INC.	Common	58933Y105	425	7,492	SH		SOLE		7,492	0	0
METLIFE INC	Common	59156R108	513	9,725	SH		SOLE		9,725	0	0
METLIFE INC	Common	59156R958	5,280	100,000	SH	Put	SOLE		100,000	0	0
MICROSOFT CORP	Common	594918104	33,777	824,034	SH		SOLE		824,034	0	0
MICROSOFT CORP	Common	594918904	12,297	300,000	SH	Call	SOLE		300,000	0	0
MICROSOFT CORP	Common	594918954	12,297	300,000	SH	Put	SOLE		300,000	0	0
MIDWAY GOLD CORP	Common	598153104	206	197,679	SH		SOLE		197,679	0	0
MOLYCORP INC	Common	608753109	469	100,000	SH		SOLE		100,000	0	0
MONSANTO CO	Common	61166W101	1,138	10,000	SH		SOLE		10,000	0	0
MONSANTO CO	Common	61166W951	4,551	40,000	SH	Put	SOLE		40,000	0	0
MONSTER WORLDWIDE INC	Common	611742107	109	14,575	SH		SOLE		14,575	0	0
MUELLER WATER PRODUCTS INC-A	Common	624758108	138	14,578	SH		SOLE		14,578	0	0
NASDAQ OMX GROUP	Common	631103108	5,046	136,610	SH		SOLE		136,610	0	0
NATIONSTAR MORTGAGE HOLDINGS	Common	63861C909	12,984	400,000	SH	Call	DFND	1	0	400,000	0
NATL PENN BCSHS INC	Common	637138108	113	10,850	SH		SOLE		10,850	0	0
NEWMONT MINING	Common	651639106	7,501	320,000	SH		SOLE		320,000	0	0

CORP											
NEWMONT MINING CORP	Common	651639906	4,688	200,000	SH	Call	SOLE		200,000	0	0
NEWMONT MINING CORP	Common	651639956	4,688	200,000	SH	Put	SOLE		200,000	0	0
NEWS CORP - CLASS A	Common	65249B109	373	21,635	SH		SOLE		21,635	0	0
NEWS CORP - CLASS B	Common	65249B208	175	10,460	SH		SOLE		10,460	0	0
NOVACOPPER INC	Common	66988K102	234	173,076	SH		SOLE		173,076	0	0
NOVAGOLD RESOURCES INC	Common	66987E206	3,830	1,060,997	SH		SOLE		1,060,997	0	0
OCCIDENTAL PETROLEUM CORP	Common	674599105	1,419	14,888	SH		SOLE		14,888	0	0
OCEAN RIG UDW INC	Common	Y64354205	220	12,366	SH		SOLE		12,366	0	0
ON SEMICONDUCTOR CORPORATION	Common	682189105	312	33,225	SH		SOLE		33,225	0	0
ORACLE CORP	Common	68389X105	19,725	482,150	SH		SOLE		482,150	0	0
P G & E CORP	Common	69331C108	242	5,600	SH		SOLE		5,600	0	0
PAN AMERICAN SILVER CORP	Common	697900108	173	13,486	SH		SOLE		13,486	0	0
PARK STERLING CORP	Common	70086Y105	131	19,715	SH		SOLE		19,715	0	0
PFIZER INC	Common	717081103	1,208	37,606	SH		SOLE		37,606	0	0
PHILLIPS 66	Common	718546954	4,624	60,000	SH	Put	SOLE		60,000	0	0
PMC - SIERRA INC	Common	69344F106	2,283	300,000	SH		SOLE		300,000	0	0
PNC FINANCIAL SERVICES GROUP	Common	693475105	277	3,189	SH		SOLE		3,189	0	0
POST HOLDINGS INC	Common	737446104	9,646	175,000	SH		DFND	1	0	175,000	0
POWERSHARES QQQ TRUST SERIES	Common	73935A904	153,423	1,750,000	SH	Call	DFND	1	0	1,750,000	0
PPL CORPORATION	Common	69351T106	994	30,000	SH		SOLE		30,000	0	0
PRETIUM RESOURCES INC	Common	74139C102	3,220	554,342	SH		SOLE		554,342	0	0
REINSURANCE GROUP OF AMERICA	Common	759351604	565	7,100	SH		SOLE		7,100	0	0
RENT-A-CENTER INC	Common	76009N100	371	13,964	SH		SOLE		13,964	0	0
ROYAL DUTCH SHELL PLC-ADR	Common	780259206	297	4,071	SH		SOLE		4,071	0	0
RUBICON MINERALS CORP	Common	780911103	1,459	1,401,817	SH		SOLE		1,401,817	0	0
SCHWAB CHARLES CORP	Common	808513105	3,006	110,000	SH		SOLE		110,000	0	0
SCHWAB CHARLES CORP	Common	808513955	2,733	100,000	SH	Put	SOLE		100,000	0	0
SILVER WHEATON CORP	Common	828336107	2,867	126,332	SH		SOLE		126,332	0	0
SIRIUS XM HOLDINGS INC	Common	82968B103	1,600	500,000	SH		DFND	1	0	500,000	0
SOLARCITY CORP	Common	83416T100	4,697	75,000	SH		DFND	1	0	75,000	0
SPDR GOLD SHARES	Common	78463V107	18,542	150,000	SH		DFND	1	0	150,000	0
SPDR S&P RETAIL ETF	Common	78464A714	12,638	150,000	SH		DFND	1	0	150,000	0
SPDR S&P RETAIL ETF	Common	78464A904	50,550	600,000	SH	Call	DFND	1	0	600,000	0
STAPLES INC	Common	855030102	5,061	446,305	SH		SOLE		446,305	0	0
STILLWATER MINING CO	Common	86074Q102	3,068	207,132	SH		SOLE		207,132	0	0

SUNCOR ENERGY INC	Common	867224107	21,829	624,400	SH		SOLE		624,400	0	0
SUPERIOR ENERGY SERVICES INC	Common	868157108	438	14,250	SH		SOLE		14,250	0	0
SYNOVUS FINANCIAL CORP	Common	87161C105	113	33,275	SH		SOLE		33,275	0	0
TEREX CORP	Common	880779103	203	4,575	SH		SOLE		4,575	0	0
TEVA PHARMACEUTICAL-SP ADR	Common	881624209	239	4,530	SH		SOLE		4,530	0	0
THORATEC CORP	Common	885175307	716	20,000	SH		SOLE		20,000	0	0
TRAVELERS COS INC	Common	89417E109	1,030	12,100	SH		SOLE		12,100	0	0
TRW AUTOMOTIVE HOLDINGS CORP	Common	87264S106	202	2,475	SH		SOLE		2,475	0	0
UBS AG-REG	Common	H89231338	220	10,625	SH		SOLE		10,625	0	0
UNITED PARCEL SERVICE-CL B	Common	911312106	4,869	50,000	SH		SOLE		50,000	0	0
UNITED PARCEL SERVICE-CL B	Common	911312956	9,738	100,000	SH	Put	SOLE		100,000	0	0
UNITED TECHNOLOGIES CORP	Common	913017959	7,010	60,000	SH	Put	SOLE		60,000	0	0
URANIUM ENERGY CORP	Common	916896103	92	69,767	SH		SOLE		69,767	0	0
URS CORP	Common	903236107	208	4,425	SH		SOLE		4,425	0	0
UTILITIES SELECT SECTOR SPDR	Common	81369Y956	74,628	1,800,000	SH	Put	DFND	1	0	1,800,000	0
VIRTUS INVESTMENT PARTNERS	Common	92828Q109	396	2,287	SH		SOLE		2,287	0	0
VISTA GOLD CORP	Common	927926303	910	1,758,748	SH		SOLE		1,758,748	0	0
VOYA FINANCIAL INC	Common	929089100	320	8,825	SH		SOLE		8,825	0	0
WALTER ENERGY INC	Common	93317Q105	95	12,570	SH		SOLE		12,570	0	0
WALTER ENERGY INC	Common	93317Q905	124	16,400	SH	Call	SOLE		16,400	0	0
WELLPOINT INC	Common	94973V107	438	4,400	SH		SOLE		4,400	0	0
WELLS FARGO & CO	Common	949746101	17,906	360,000	SH		SOLE		360,000	0	0
WESTERN DIGITAL CORP	Common	958102105	17,446	190,000	SH		SOLE		190,000	0	0
WESTERN DIGITAL CORP	Common	958102905	2,296	25,000	SH	Call	SOLE		25,000	0	0
WET SEAL CL A	Common	961840105	20	15,290	SH		SOLE		15,290	0	0
WHITING PETROLEUM CORP	Common	966387102	520	7,500	SH		SOLE		7,500	0	0
WISDOMTREE JAPAN HEDGED EQ	Common	97717W901	118,350	2,500,000	SH	Call	DFND	1	0	2,500,000	0
WPX ENERGY INC	Common	98212B103	689	38,201	SH		SOLE		38,201	0	0