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LEVIN FREDRIC W
Form SC 13G/A
March 04, 2008

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13G/A
(RULE 13D-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13D-1(B), (C)
AND (D) AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13D-2
(AMENDMENT NO. 3)*

QUEPASA CORPORATION
(NAME OF ISSUER)

Common Stock
(TITLE OF CLASS OF SECURITIES)

74833W206
(CUSIP NUMBER)

February 14, 2008
(DATE OF EVENT WHICH REQUIRES FILING OF THIS STATEMENT)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP NO. 74833W206

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1. NAME OF REPORTING PERSONS
Fredric W. Levin IRA Rollover
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a)
(b)
3. SEC USE ONLY
4. CITIZENSHIP OR PLACE OF ORGANIZATION
United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER

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None.

6. SHARED VOTING POWER
135,767
7. SOLE DISPOSITIVE POWER
None.
8. SHARED DISPOSITIVE POWER
135,767
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
135,767
10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES: []
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
1.1%
12. TYPE OF REPORTING PERSON
EP

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1. NAME OF REPORTING PERSONS
Fredric W. Levin
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) []
(b) [X]
3. SEC USE ONLY
4. CITIZENSHIP OR PLACE OF ORGANIZATION
United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER
243,324
6. SHARED VOTING POWER
990,720
7. SOLE DISPOSITIVE POWER
243,324
8. SHARED DISPOSITIVE POWER
990,720
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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1,234,044

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES: []
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
9.8%
12. TYPE OF REPORTING PERSON
IN

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1. NAME OF REPORTING PERSONS
Wende A. Cohen
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) []
(b) [X]
3. SEC USE ONLY
4. CITIZENSHIP OR PLACE OF ORGANIZATION
United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER
None.
6. SHARED VOTING POWER
19,300
7. SOLE DISPOSITIVE POWER
None.
8. SHARED DISPOSITIVE POWER
19,300
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
19,300
10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES: []
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
0.2%
12. TYPE OF REPORTING PERSON
IN

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1. NAME OF REPORTING PERSONS
Sefra A. Levin
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) []
(b) [X]
3. SEC USE ONLY
4. CITIZENSHIP OR PLACE OF ORGANIZATION
United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER
None.
6. SHARED VOTING POWER
3,500
7. SOLE DISPOSITIVE POWER
None.
8. SHARED DISPOSITIVE POWER
3,500
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
3,500
10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
SHARES: []
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
Less than 0.1%
12. TYPE OF REPORTING PERSON
IN

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1. NAME OF REPORTING PERSONS
Jesse A. Levin
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) []
(b) [X]
3. SEC USE ONLY
4. CITIZENSHIP OR PLACE OF ORGANIZATION
United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

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5. SOLE VOTING POWER
457
6. SHARED VOTING POWER
2,500
7. SOLE DISPOSITIVE POWER
457
8. SHARED DISPOSITIVE POWER
2,500
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
2,957
10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
SHARES: []
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
Less than 0.1%
12. TYPE OF REPORTING PERSON
IN

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1. NAME OF REPORTING PERSONS
Wende Cohen Custodian for Sarah Jane Cohen UTMA
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) []
(b) [X]
3. SEC USE ONLY
4. CITIZENSHIP OR PLACE OF ORGANIZATION
United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER
None.
6. SHARED VOTING POWER
13,275
7. SOLE DISPOSITIVE POWER
None.
8. SHARED DISPOSITIVE POWER

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13,275

- 9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
13,275
- 10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
SHARES: []
- 11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
0.1%
- 12. TYPE OF REPORTING PERSON
OO

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- 1. NAME OF REPORTING PERSONS
Wende Cohen Custodian for Clayton Alexander Cohen UTMA
- 2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) []
(b) [X]
- 3. SEC USE ONLY
- 4. CITIZENSHIP OR PLACE OF ORGANIZATION
United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

- 5. SOLE VOTING POWER
None.
- 6. SHARED VOTING POWER
12,500
- 7. SOLE DISPOSITIVE POWER
None.
- 8. SHARED DISPOSITIVE POWER
12,500
- 9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
12,500
- 10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
SHARES: []
- 11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
0.1%
- 12. TYPE OF REPORTING PERSON
OO

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1. NAME OF REPORTING PERSONS
Fredric Levin Trustee Kim E. Levin Trust
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a)]
(b)]
3. SEC USE ONLY
4. CITIZENSHIP OR PLACE OF ORGANIZATION
United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER
None.
6. SHARED VOTING POWER
7,500
7. SOLE DISPOSITIVE POWER
None.
8. SHARED DISPOSITIVE POWER
7,500
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
7,500
10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
SHARES:]
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
0.1%
12. TYPE OF REPORTING PERSON
OO

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1. NAME OF REPORTING PERSONS
Fredric Levin Trustee Amy G. Levin Trust
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a)]
(b)]
3. SEC USE ONLY
4. CITIZENSHIP OR PLACE OF ORGANIZATION
United States

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NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

- 5. SOLE VOTING POWER
None.
- 6. SHARED VOTING POWER
2,460
- 7. SOLE DISPOSITIVE POWER
None.
- 8. SHARED DISPOSITIVE POWER
2,460
- 9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
2,460
- 10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
SHARES: []
- 11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
Less than 0.1%
- 12. TYPE OF REPORTING PERSON
OO

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- 1. NAME OF REPORTING PERSONS
Martha J. Levin
- 2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) []
(b) [X]
- 3. SEC USE ONLY
- 4. CITIZENSHIP OR PLACE OF ORGANIZATION
United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

- 5. SOLE VOTING POWER
None.
- 6. SHARED VOTING POWER
17,100
- 7. SOLE DISPOSITIVE POWER
None.

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- 8. SHARED DISPOSITIVE POWER
17,100
- 9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
17,100
- 10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
SHARES: []
- 11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
0.1%
- 12. TYPE OF REPORTING PERSON
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- 1. NAME OF REPORTING PERSONS
Fredric Levin Trustee Martha J. Levin Trust u/t/a dated 10/9/1987
- 2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) []
(b) [X]
- 3. SEC USE ONLY
- 4. CITIZENSHIP OR PLACE OF ORGANIZATION
United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

- 5. SOLE VOTING POWER
None.
- 6. SHARED VOTING POWER
4,000
- 7. SOLE DISPOSITIVE POWER
None.
- 8. SHARED DISPOSITIVE POWER
4,000
- 9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
4,000
- 10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
SHARES: []
- 11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
Less than 0.1%
- 12. TYPE OF REPORTING PERSON
OO

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1. NAME OF REPORTING PERSONS
Fredric Levin Trustee Martha J. Levin Trust u/t/a dated 7/10/1980
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a)
(b)
3. SEC USE ONLY
4. CITIZENSHIP OR PLACE OF ORGANIZATION
United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER
None.
6. SHARED VOTING POWER
400
7. SOLE DISPOSITIVE POWER
None.
8. SHARED DISPOSITIVE POWER
400
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
400
10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES:
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
Less than 0.1%
12. TYPE OF REPORTING PERSON
OO

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1. NAME OF REPORTING PERSONS
Carla Strobel
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a)
(b)
3. SEC USE ONLY
4. CITIZENSHIP OR PLACE OF ORGANIZATION
United States

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NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

- 5. SOLE VOTING POWER
2,675
- 6. SHARED VOTING POWER
2,500
- 7. SOLE DISPOSITIVE POWER
2,675
- 8. SHARED DISPOSITIVE POWER
2,500
- 9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
5,175
- 10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
SHARES: []
- 11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
Less than 0.1%
- 12. TYPE OF REPORTING PERSON
IN

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- 1. NAME OF REPORTING PERSONS
John Brophy Custodian for Abygaele Evelyn Brophy UTMA
- 2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) []
(b) [X]
- 3. SEC USE ONLY
- 4. CITIZENSHIP OR PLACE OF ORGANIZATION
United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

- 5. SOLE VOTING POWER
None.
- 6. SHARED VOTING POWER
2,500
- 7. SOLE DISPOSITIVE POWER
None.

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8. SHARED DISPOSITIVE POWER
2,500
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
2,500
10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
SHARES: []
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
Less than 0.1%
12. TYPE OF REPORTING PERSON
OO

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1. NAME OF REPORTING PERSONS
John Brophy Custodian for Catherine Mary Brophy UTMA
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) []
(b) [X]
3. SEC USE ONLY
4. CITIZENSHIP OR PLACE OF ORGANIZATION
United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER
None.
6. SHARED VOTING POWER
2,500
7. SOLE DISPOSITIVE POWER
None.
8. SHARED DISPOSITIVE POWER
2,500
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
2,500
10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
SHARES: []
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
Less than 0.1%
12. TYPE OF REPORTING PERSON

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00

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1. NAME OF REPORTING PERSONS
Fredric Levin Custodian for Henry Levin UTMA
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) []
(b) [X]
3. SEC USE ONLY
4. CITIZENSHIP OR PLACE OF ORGANIZATION
United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER
None.
6. SHARED VOTING POWER
1,500
7. SOLE DISPOSITIVE POWER
None.
8. SHARED DISPOSITIVE POWER
1,500
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,500
10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
SHARES: []
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
Less than 0.1%
12. TYPE OF REPORTING PERSON
00

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1. NAME OF REPORTING PERSONS
Puddy & Doggie, LLC
20-8519143
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) []
(b) [X]
3. SEC USE ONLY

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4. CITIZENSHIP OR PLACE OF ORGANIZATION
United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER
None.

6. SHARED VOTING POWER
19,800

7. SOLE DISPOSITIVE POWER
None.

8. SHARED DISPOSITIVE POWER
19,800

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
19,800

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
SHARES: []

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
0.2%

12. TYPE OF REPORTING PERSON
LLC

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1. NAME OF REPORTING PERSONS
Valcor Partners, LLC
20-3873083

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) []
(b) [X]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION
United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER
None.

6. SHARED VOTING POWER
19,400

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7. SOLE DISPOSITIVE POWER
None.
8. SHARED DISPOSITIVE POWER
19,400
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
19,400
10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
SHARES: []
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
0.2%
12. TYPE OF REPORTING PERSON
LLC

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1. NAME OF REPORTING PERSONS
Amy L. Greenbaum
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) []
(b) [X]
3. SEC USE ONLY
4. CITIZENSHIP OR PLACE OF ORGANIZATION
United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER
None.
6. SHARED VOTING POWER
5,000
7. SOLE DISPOSITIVE POWER
None.
8. SHARED DISPOSITIVE POWER
5,000
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
5,000
10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
SHARES: []

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11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
Less than 0.1%
12. TYPE OF REPORTING PERSON
IN

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1. NAME OF REPORTING PERSONS
Marilyn Kern
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a)]
(b)]
3. SEC USE ONLY
4. CITIZENSHIP OR PLACE OF ORGANIZATION
United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER
None.
6. SHARED VOTING POWER
3,000
7. SOLE DISPOSITIVE POWER
None.
8. SHARED DISPOSITIVE POWER
3,000
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
3,000
10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
SHARES:]
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
Less than 0.1%
12. TYPE OF REPORTING PERSON
IN

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1. NAME OF REPORTING PERSONS
Kenneth J. Bagan
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a)]

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(b) [X]

3. SEC USE ONLY
4. CITIZENSHIP OR PLACE OF ORGANIZATION
United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER
None.
6. SHARED VOTING POWER
15,000
7. SOLE DISPOSITIVE POWER
None.
8. SHARED DISPOSITIVE POWER
15,000
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
15,000
10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
SHARES: []
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
0.1%
12. TYPE OF REPORTING PERSON
IN

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1. NAME OF REPORTING PERSONS
Fredric Levin IRRA FBO Fredric W. Levin
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) []
(b) [X]
3. SEC USE ONLY
4. CITIZENSHIP OR PLACE OF ORGANIZATION
United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER
None.

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6. SHARED VOTING POWER
701,218
7. SOLE DISPOSITIVE POWER
None.
8. SHARED DISPOSITIVE POWER
701,218
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
701,218
10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
SHARES: []
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
5.5%
12. TYPE OF REPORTING PERSON
EP

ITEM 1.

- (A) NAME OF ISSUER: Quepasa Corporation
- (B) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

7550 E. Redfield Rd., Suite A
Scottsdale, AZ 85260

ITEM 2.

- (A) NAMES OF PERSONS FILING: See Cover Pages, Item 1. This Amendment No. 3 is being filed to reflect the holdings of the Reporting Persons as of March 3, 2008.
- (B) ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:

All Reporting Persons (as defined below), except for the individuals reported below:
c/o Fredric W. Levin
16 S. Main Street #303
Norwalk, CT 06854

Carla Strobel
29 Blue Ribbon Drive
Westport, CT 06880

Jesse A. Levin and/or Sefra A. Levin
30 Beachside Avenue
Westport, CT 06880

John Brophy (as custodian)
373 South River Road
Calverton, NY 11933

Marilyn Kern
225 Central Park West

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Apt. 1501
New York, NY 10024

Kenneth Jay Bagan
c/o Medical Screening Devices
5727 West Howard Street
Niles, IL 20714

- (C) CITIZENSHIP: See Cover Pages, Item 4.
- (D) TITLE OF CLASS OF SECURITIES: Common Stock (including securities which represent a right to acquire Common Stock pursuant to Rule 13d-3(d)(1))
- (E) CUSIP NO.: 74833W206

ITEM 3. STATEMENT FILED PURSUANT TO RULES 13D-1(B), OR 13D-2(B) OR (C):

Not applicable.

ITEM 4. OWNERSHIP

See Cover Pages, Items 5 through 11.

Amounts shown as beneficially owned are as of March 3, 2008. The approximate percentages of shares of Common Stock reported as beneficially owned by the Reporting Persons (as defined below) are based upon 12,640,761 shares of Common Stock outstanding as of February 22, 2008, as reported by the Issuer's Chief Financial Officer to the Reporting Persons.

The securities are held directly by the various parties listed on the cover pages (the "Reporting Persons"). Fredric Levin shares voting and investment control over such securities (other than 457 shares held by Jesse Levin and 2,675 shares held by Carla Strobel) and may be deemed to be the beneficial owner of such securities. Jesse Levin owns 100% of the interests in Valcor Partners, LLC, but Fredric Levin is its manager and has voting and investment control over the shares held by it. Sefra A. Levin owns 100% of the interests in Puddy & Doggie, LLC, but Fredric Levin is its manager and has voting and investment control over the shares held by it.

By making this filing, the Reporting Persons acknowledge that they may be deemed to constitute a "group" within the meaning of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), in connection with the securities of the Company. Each Reporting Person disclaims the existence of a "group" and disclaims beneficial ownership of all shares of Common Stock other than any shares reported herein as being owned by him, her or it, as the case may be.

ITEM 5. OWNERSHIP OF 5 PERCENT OR LESS OF A CLASS.

Not applicable.

ITEM 6. OWNERSHIP OF MORE THAN 5 PERCENT ON BEHALF OF ANOTHER PERSON.

Not applicable.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY OR CONTROL PERSON.

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Not applicable.

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

See identities of Reporting Persons on cover pages. See disclaimer in Item 4.

ITEM 9. NOTICE OF DISSOLUTION OF GROUP.

Not applicable.

ITEM 10. CERTIFICATIONS.

By signing below each of the Reporting Persons certifies that, to the best of his, her or its knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

Each of the undersigned hereby agrees that this Amendment to Schedule 13G with respect to the shares of Common Stock of Quepasa Corporation has been filed on behalf of the undersigned. After reasonable inquiry and to the best of the knowledge and belief of the undersigned, each of the undersigned certifies that the information set forth in this statement with respect to such entity or individual is true, complete and correct.

Dated: March 4, 2008

FREDRIC W. LEVIN IRA ROLLOVER
FREDRIC W. LEVIN
WENDE A. COHEN
SEFRA A. LEVIN
JESSE A. LEVIN
WENDE COHEN CUSTODIAN FOR SARAH JANE COHEN UTMA
WENDE COHEN CUSTODIAN FOR CLAYTON ALEXANDER COHEN
UTMA
FREDRIC LEVIN TRUSTEE KIM E. LEVIN TRUST
FREDRIC LEVIN TRUSTEE AMY G. LEVIN TRUST
MARTHA J. LEVIN
FREDRIC LEVIN TRUSTEE MARTHA J. LEVIN TRUST U/T/A
DATED 10/9/1987
FREDRIC LEVIN TRUSTEE MARTHA J. LEVIN TRUST U/T/A
DATED 7/10/1980
CARLA STROBEL
FREDRIC LEVIN CUSTODIAN FOR HENRY LEVIN UTMA
PUDDY & DOGGIE, LLC
VALCOR PARTNERS, LLC
AMY L. GREENBAUM
JOHN BROPHY CUSTODIAN FOR CATHERINE MARY BROPHY
UTMA
JOHN BROPHY CUSTODIAN FOR ABYGAELE EVELYN BROPHY
UTMA
MARILYN KERN
KENNETH JAY BAGAN

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FREDRIC W. LEVIN IRRA FBO FREDRIC W. LEVIN

By:

/s/ Fredric Levin
Fredric W. Levin,
Individually and as
Attorney-in-fact for the
Above-listed Reporting Persons