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

2008

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

For calendar year 2008, or tax year beginning, and ending

G Check all that apply: ☐ Initial return ☐ Final return ☒ Amended return ☐ Address change ☐ Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation INTERCO CHARITABLE TRUST		A Employer identification number 31-1593436
	Number and street (or P.O. box number if mail is not delivered to street address) Room/suite 13321 N. OUTER 40 RD., SUITE 100		B Telephone number 314-786-1200
	City or town, state, and ZIP code TOWN & COUNTRY, MO 63017-5945		C If exemption application is pending, check here ☐
	H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 24,657,493. (Part I, column (d) must be on cash basis.)		J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	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 ☐

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).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ☒ If the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	552,680.	552,680.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-4,086,597.			STATEMENT 1
	b Gross sales price for all assets on line 6a 21,672,281.				
	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 or (loss)					
11 Other income	78,802.	78,802.		STATEMENT 3	
12 Total. Add lines 1 through 11	-3,455,115.	631,482.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	133,917.	26,192.		107,725.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 4	11,750.	0.		11,750.
	c Other professional fees STMT 5	339,469.	339,469.		0.
	17 Interest				
	18 Taxes STMT 6	1,139.	1,139.		0.
	19 Depreciation and depletion				
	20 Occupancy	18,000.	4,500.		13,500.
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 7	15,794.	3,936.		11,847.
	24 Total operating and administrative expenses. Add lines 13 through 23	520,069.	375,236.		144,822.
	25 Contributions, gifts, grants paid	1,328,515.			1,328,515.
26 Total expenses and disbursements. Add lines 24 and 25	1,848,584.	375,236.		1,473,337.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-5,303,699.				
b Net investment income (if negative, enter -0-)		256,246.			
c Adjusted net income (if negative, enter -0-)			N/A		

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Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	3,116,690.	7,807,721.	7,807,721.
	3 Accounts receivable			
	Less: allowance for doubtful accounts			
	4 Pledges receivable			
	Less: allowance for doubtful accounts			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable	500,000.		
	Less: allowance for doubtful accounts		500,000.	500,000.
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock	STMT 8 30,811,688.	20,257,080.	16,349,772.
	c Investments - corporate bonds			
11 Investments - land, buildings, and equipment basis				
Less: accumulated depreciation				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment basis				
Less: accumulated depreciation				
15 Other assets (describe)				
16 Total assets (to be completed by all filers)	33,928,378.	28,564,801.	24,657,493.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe)	MARGIN PAYABLE 59,878.	0.	
23 Total liabilities (add lines 17 through 22)	59,878.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ☐			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ☒			
	27 Capital stock, trust principal, or current funds	33,868,500.	28,564,801.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
30 Total net assets or fund balances	33,868,500.	28,564,801.		
31 Total liabilities and net assets/fund balances	33,928,378.	28,564,801.		

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	33,868,500.
2 Enter amount from Part I, line 27a	2	-5,303,699.
3 Other increases not included in line 2 (itemize)	3	0.
4 Add lines 1, 2, and 3	4	28,564,801.
5 Decreases not included in line 2 (itemize)	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	28,564,801.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b SEE ATTACHED STATEMENT				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e 21,672,281.		25,758,878.	-4,086,597.	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a				
b				
c				
d				
e			-4,086,597.	
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	-4,086,597.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A	

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 instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2007	1,914,894.	38,439,020.	.049816
2006	2,086,198.	42,073,986.	.049584
2005	1,899,410.	41,733,864.	.045512
2004	1,992,672.	40,485,233.	.049220
2003	2,049,932.	38,088,429.	.053820
2 Total of line 1, column (d)			2 .247952
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 .049590
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5			4 32,634,730.
5 Multiply line 4 by line 3			5 1,618,356.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 2,562.
7 Add lines 5 and 6			7 1,620,918.
8 Enter qualifying distributions from Part XII, line 4			8 1,473,337.

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)

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling letter: _____ (attach copy of ruling letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	5,125.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	5,125.
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	5,125.
6 Credits/Payments:			
a 2008 estimated tax payments and 2007 overpayment credited to 2008	6a	25,013.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	25,013.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	19,888.	
11 Enter the amount of line 10 to be: Credited to 2009 estimated tax ☒ 19,888. Refunded ☐	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a 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 instructions for definition)? 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.		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? If "Yes," attach a detailed description of the activities.		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? If "Yes," attach a conformed copy of the changes		X
4a 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?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		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? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► MO		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2008 or the taxable year beginning in 2008 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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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 acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address **N/A**

14 The books are in care of **THE FOUNDATION** Telephone no. **314-786-1200**
 Located at **13321 N. OUTER 40 RD., SUITE 100, TOWN COUNTRY, M** ZIP+4 **63017-5945**

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ☐
 and enter the amount of tax-exempt interest received or accrued during the year **15** **N/A**

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? ☐ Organizations relying on a current notice regarding disaster assistance check here ☐	1b	X
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 2008?	1c	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 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008? ☐ Yes ☒ No If "Yes," list the years N/A		
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.) N/A	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. N/A		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b If "Yes," did it have excess business holdings in 2008 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 2008.) N/A	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	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 2008?	4b	X

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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)? ☐ 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)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

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 you answered "Yes" to 6b, also 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.

(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 9		133,917.	0.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

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

▶ 0

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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	28,408,679.
b	Average of monthly cash balances	1b	4,723,027.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	33,131,706.
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	33,131,706.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	496,976.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	32,634,730.
6	Minimum investment return. Enter 5% of line 5	6	1,631,737.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	1,631,737.
2a	Tax on investment income for 2008 from Part VI, line 5	2a	5,125.
b	Income tax for 2008. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	5,125.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,626,612.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,626,612.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,626,612.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,473,337.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,473,337.
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	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,473,337.

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 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7				1,626,612.
2 Undistributed income, if any, as of the end of 2007				
a Enter amount for 2007 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2008:				
a From 2003				
b From 2004	91,707.			
c From 2005				
d From 2006	7,497.			
e From 2007	18,297.			
f Total of lines 3a through e	117,501.			
4 Qualifying distributions for 2008 from Part XII, line 4: ► \$	1,473,337.			
a Applied to 2007, but not more than line 2a			0.	
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 2008 distributable amount				1,473,337.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2008 (If an amount appears in column (d), the same amount must be shown in column (a).)	117,501.			117,501.
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 2007. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2008. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2009				35,774.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2003 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2004				
b Excess from 2005				
c Excess from 2006				
d Excess from 2007				
e Excess from 2008				

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

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2008, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years		(e) Total
	(a) 2008	(b) 2007	(c) 2006	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed				
b 85% of line 2a				
c Qualifying distributions from Part XII, line 4 for each year listed				
d Amounts included in line 2c not used directly for active conduct of exempt activities				
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c				
3 Complete 3a, b, or c for the alternative test relied upon:				
a "Assets" alternative test - enter:				
(1) Value of all assets				
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)				
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				
c "Support" alternative test - enter:				
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)				
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				
(3) Largest amount of support from an exempt organization				
(4) Gross investment income				

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

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

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

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

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

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

MICHAEL R. LOYND, 314-786-1200

13321 N. OUTER 40 RD., SUITE 100, TOWN & COUNTRY, MO 63017-5945

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

LETTER

c Any submission deadlines:

NONE

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

THE TRUST MAKES GRANTS TO 501 (C) (3) ORGANIZATIONS.

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 VARIOUS 501(C)(3) ORGANIZATIONS-SEE STMT, SEE ATTACHED, SEE ATTACHED	NONE	PUBLIC CHARITIES	EXEMPT PURPOSE	1,328,515.
Total			▶ 3a	1,328,515.
b Approved for future payment NONE				
Total			▶ 3b	0.

INTERCO CHARITABLE TRUST

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SMITH BARNEY #70344-SEE STMT		P	VARIOUS	VARIOUS
b SMITH BARNEY #70344-SEE STMT		P	VARIOUS	VARIOUS
c SMITH BARNEY #70345-SEE STMT		P	VARIOUS	VARIOUS
d SMITH BARNEY #70345-SEE STMT		P	VARIOUS	VARIOUS
e SMITH BARNEY #70475-SEE STMT		P	VARIOUS	VARIOUS
f SMITH BARNEY #70475-SEE STMT		P	VARIOUS	VARIOUS
g STIFEL NICOLAUS #9539-SEE STMT		P	VARIOUS	VARIOUS
h STIFEL NICOLAUS #9539-SEE STMT		P	VARIOUS	VARIOUS
i 797 SHS-NORTEL STOCK		P	06/16/08	07/24/08
j APTMT INVEST & MGMT CO-CASH IN LIEU		P	VARIOUS	VARIOUS
k SMITH BARNEY #71768-SEE STMT		P	VARIOUS	VARIOUS
l SMITH BARNEY #71764-SEE STMT		P	VARIOUS	VARIOUS
m CHARLES SHCWAB #8523-SEE STMT		P	VARIOUS	VARIOUS
n				
o				

(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 157,119.		280,634.	-123,515.
b 1,813,242.		2,329,135.	-515,893.
c 585,767.		738,260.	-152,493.
d 1,435,649.		1,433,412.	2,237.
e 2,618,339.		3,388,085.	-769,746.
f 1,889,729.		2,156,182.	-266,453.
g 3,056,931.		3,752,264.	-695,333.
h 7,168,591.		7,806,491.	-637,900.
i 5,595.		1.	5,594.
j 30.			30.
k 43,834.		58,753.	-14,919.
l 36,228.		53,773.	-17,545.
m 2,861,227.		3,761,888.	-900,661.
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			-123,515.
b			-515,893.
c			-152,493.
d			2,237.
e			-769,746.
f			-266,453.
g			-695,333.
h			-637,900.
i			5,594.
j			30.
k			-14,919.
l			-17,545.
m			-900,661.
n			
o			

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	-4,086,597.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SMITH BARNEY #70344-SEE STMT			PURCHASED	VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
157,119.	280,634.	0.	0.	-123,515.	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SMITH BARNEY #70344-SEE STMT			PURCHASED	VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
1,813,242.	2,329,135.	0.	0.	-515,893.	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SMITH BARNEY #70345-SEE STMT			PURCHASED	VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
585,767.	738,260.	0.	0.	-152,493.	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED VARIOUS	DATE SOLD VARIOUS
SMITH BARNEY #70345-SEE STMT	1,435,649.	1,433,412.	0.			2,237.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED VARIOUS	DATE SOLD VARIOUS
SMITH BARNEY #70475-SEE STMT	2,618,339.	3,388,085.	0.			-769,746.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED VARIOUS	DATE SOLD VARIOUS
SMITH BARNEY #70475-SEE STMT	1,889,729.	2,156,182.	0.			-266,453.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED VARIOUS	DATE SOLD VARIOUS
STIFEL NICOLAUS #9539-SEE STMT	3,056,931.	3,752,264.	0.			-695,333.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED VARIOUS	DATE SOLD VARIOUS
STIFEL NICOLAUS #9539-SEE STMT	7,168,591.	7,806,491.	0.			
				(E) DEPREC.	(F) GAIN OR LOSS	
						-637,900.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED 06/16/08	DATE SOLD 07/24/08
797 SHS-NORTEL STOCK	5,595.	1.	0.			
				(E) DEPREC.	(F) GAIN OR LOSS	
						5,594.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED VARIOUS	DATE SOLD VARIOUS
APTMT INVEST & MGMT CO-CASH IN LIEU	30.	0.	0.			
				(E) DEPREC.	(F) GAIN OR LOSS	
						30.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED VARIOUS	DATE SOLD VARIOUS
SMITH BARNEY #71768-SEE STMT	43,834.	58,753.	0.			
				(E) DEPREC.	(F) GAIN OR LOSS	
						-14,919.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
SMITH BARNEY #71764-SEE STMT	PURCHASED	VARIOUS	VARIOUS		
	36,228.	53,773.	0.	0.	-17,545.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
CHARLES SHCWAB #8523-SEE STMT	PURCHASED	VARIOUS	VARIOUS		
	2,861,227.	3,761,888.	0.	0.	-900,661.

CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	-4,086,597.

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	2
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
VARIOUS BROKERAGE ACCTS	552,680.	0.	552,680.
TOTAL TO FM 990-PF, PART I, LN 4	552,680.	0.	552,680.

As Amended

FORM 990-PF	OTHER INCOME	STATEMENT	3
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
VARIOUS BROKERAGE ACCTS	78,802.	78,802.	
TOTAL TO FORM 990-PF, PART I, LINE 11	78,802.	78,802.	

FORM 990-PF	ACCOUNTING FEES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROFESSIONAL FEES	11,750.	0.		11,750.
TO FORM 990-PF, PG 1, LN 16B	11,750.	0.		11,750.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT MGMT FEES	339,469.	339,469.			0.
TO FORM 990-PF, PG 1, LN 16C	339,469.	339,469.			0.

FORM 990-PF	TAXES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
TAXES	1,139.	1,139.			0.
TO FORM 990-PF, PG 1, LN 18	1,139.	1,139.			0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADMINISTRATION EXPENSES	9,356.	2,339.		7,017.
MISCELLANEOUS EXPENSE	1,936.	472.		1,454.
INSURANCE	4,502.	1,125.		3,376.
TO FORM 990-PF, PG 1, LN 23	15,794.	3,936.		11,847.

FORM 990-PF	CORPORATE STOCK		STATEMENT 8
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
SMITH BARNEY #70344 - SEE ATTACHED SCHEDULE	8,785,830.	6,770,291.	
SMITH BARNEY #70345 - SEE ATTACHED SCHEDULE	5,076,268.	4,339,847.	
SMITH BARNEY #70475 - SEE ATTACHED SCHEDULE	5,463,777.	4,373,607.	
SMITH BARNEY #71768 - SEE ATTACHED SCHEDULE	458,411.	453,439.	
SMITH BARNEY #71764 - SEE ATTACHED SCHEDULE	472,794.	412,588.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	20,257,080.	16,349,772.	

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 9

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
RICHARD B. LOYND 19 RANDALL DRIVE SHORT HILLS, NJ 07078	CO-TRUSTEE 1.00	4,000.	0.	0.
ROBERT H. QUENON 6 UPPER LADUE ROAD ST. LOUIS, MO 63124	CO-TRUSTEE 1.00	4,000.	0.	0.
DONALD E. LASATER # 8 WOODBRIDGE MANOR ROAD ST. LOUIS, MO 63141	CO-TRUSTEE 1.00	4,000.	0.	0.
LEE M. LIBERMAN 20 SOUTH CENTRAL AVE ST. LOUIS, MO 63105	CO-TRUSTEE 1.00	4,000.	0.	0.
MICHAEL R. LOYND 13321 N. OUTER 40 RD., SUITE 100 TOWN & COUNTRY, MO 63017-5945	ADMINISTRATOR 20.00	117,917.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		133,917.	0.	0.

**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 ☒ **X**
- 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.**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.*

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/efile and click on e-file for Charities & Nonprofits.

Type or print	Name of Exempt Organization	Employer identification number
	INTERCO CHARITABLE TRUST	31-1593436
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P.O. box, see instructions.	
	13321 N. OUTER 40 RD., SUITE 100	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	TOWN & COUNTRY, MO 63017-5945	

Check type of return to be filed(file a separate application for each return):

- | | | |
|---|---|------------------------------------|
| ☐ Form 990 | ☐ Form 990-T (corporation) | ☐ Form 4720 |
| ☐ Form 990-BL | ☐ Form 990-T (sec. 401(a) or 408(a) trust) | ☐ Form 5227 |
| ☐ Form 990-EZ | ☐ Form 990-T (trust other than above) | ☐ Form 6069 |
| ☒ Form 990-PF | ☐ Form 1041-A | ☐ Form 8870 |

**THE FOUNDATION - 13321 N. OUTER 40 RD., SUITE 100 - TOWN
COUNTRY, MO 63017-5945**

- The books are in the care of ▶ **Telephone No. ▶ 314-786-1200** 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 will cover.

- 1 I request an automatic 3-month (6-months for a corporation required to file Form 990-T) extension of time until **AUGUST 17, 2009**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
- ▶ ☒ calendar year **2008** or
- ▶ ☐ tax year beginning _____, and ending _____.

- 2 If this tax year 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	\$ 25,013.
b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$ 25,013.
c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, 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.**LHA For Privacy Act and Paperwork Reduction Act Notice, see Instructions.**Form **8868** (Rev. 4-2009)

Smith Barney Reserved Client Statement 2008 Year End Summary

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Ref: 00010244 00085921

U.S. BANK, N.A. ATAL TTEES
Account Number 397-70344

Details of Short Term Gain (Loss) 2008

This section shows your sales of securities during the year. The "Sale Proceeds" column excludes any accrued income you may have received. In addition, although cash in lieu less than \$20 is not included on Form 1099-B (if applicable), it is included in this section. Please note, this material is being prepared for informational purposes only and should not be used for tax preparation without the assistance of your tax advisor.

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000100	2,280	AMERICAN INTL GROUP INC	05/22/08	09/19/08	\$ 7,079.88	\$ 84,521.08	(\$ 77,441.20)	
125001700	1,375	MERRILL LYNCH & CO INC	02/22/08	09/15/08	27,515.93	70,047.73	(42,531.80)	
	600		04/17/08		12,008.95	27,925.20	(15,916.25)	
125002800	3,960	YAHOO INC	07/25/07	03/13/08	110,516.05	98,440.45		12,075.60
Total					\$ 157,118.79	\$ 280,934.44	(\$ 135,891.25)	\$ 12,075.60

990 PF Pct IV

Details of Long Term Gain (Loss) 2008

This section shows your sales of securities during the year. The "Sale Proceeds" column excludes any accrued income you may have received. In addition, although cash in lieu less than \$20 is not included on Form 1099-B (if applicable), it is included in this section. Please note, this material is being prepared for informational purposes only and should not be used for tax preparation without the assistance of your tax advisor.

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000100	1,755	AMERICAN INTL GROUP INC	Unavailable	09/19/08	\$ 5,487.88	73,645.91	(68,148.05)	
	530		03/22/05		1,990.32	28,983.69	(28,323.37) c	
	390		04/05/05		1,221.75	20,831.42	(18,709.67) c	
	185		05/17/05		610.87	10,334.98	(9,724.11) c	
125000200	2,800	AMGEN INC	01/04/05	11/08/08	188,819.37	184,982.88	(18,184.51) c	
125000300	970	AMGEN INC	01/04/05	12/02/08	52,899.53	61,873.58	(9,873.85) c	
125000400	2,146	BIDGEN IDEC INC	01/04/05	06/03/08	132,068.46	139,887.74	(7,819.28) c	
125000500	630	COCA-COLA CO	01/04/05	12/02/08	27,772.78	25,839.01		1,933.75 c
125000600	2,890	DELL INC	12/30/04	10/22/08	36,128.58	100,853.87	(64,725.11) c	
125000700	1,985	GRANT PRIDECO INC	07/21/08	04/22/08	112,383.28	75,539.18		36,824.10 c
125000800	4,550	IAC INTERACTIVE CORP-NEW	01/04/05	05/29/08	103,641.13	132,217.80	(28,576.67) c	
	325		02/01/05		7,402.94	8,759.72	(1,356.78) c	
	625		03/28/05		14,238.42	15,082.03	(845.61) c	
125000900	630	IMCLONE SYS INC	05/29/05	10/01/08	40,785.53	21,075.33		19,710.20 c
125001000	551	IMCLONE SYS INC	05/29/05	10/08/08	38,875.02	18,432.55		18,442.47 c
125001100	284	IMCLONE SYS INC	05/29/05	10/07/08	18,055.84	9,500.82		9,555.02 c

citi smith barney

Smith Barney Reserved
Client Statement
2008 Year End Summary

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U.S. BANK, N.A. ATALITEES

Account Number 397-70344

Details of Long Term Gain (Loss) 2008 continued

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125001200	397	IMCLONE SYS INC	05/26/05	10/08/08	\$ 26,615.13	\$ 13,280.80		\$ 13,334.33 c
125001300	356	IMCLONE SYS INC	05/26/05	10/08/08	23,855.99	11,808.23		11,948.76 c
125001400	183	IMCLONE SYS INC	05/26/05	10/13/08	10,821.70	5,452.82		5,468.88 c
	35		05/27/05		2,345.15	1,185.29		1,149.86 c
	25		06/01/05		1,875.11	838.88		838.23 c
125001500	640	JOHNSON & JOHNSON	12/30/04	10/28/08	38,153.19	38,284.00		2,659.18 c
125001600	3,200	LEHMAN BROTHERS HOLDINGS INC	01/04/05	08/15/08	684.71	138,208.00	(137,513.28) c	
	780		05/11/05		171.51	35,208.35	(35,034.84) c	
125001700	3,545	MERRILL LYNCH & CO INC	01/04/05	08/15/08	70,841.08	208,473.21	(135,532.13) c	
125001800	5,940	MICROSOFT CORP	12/30/04	10/22/08	130,588.38	158,267.33	(27,678.95) c	
125001900	13,200	MICRON TECHNOLOGY INC	01/04/05	03/28/08	72,600.52	152,592.00	(79,991.48) c	
	910		01/18/05		5,005.04	10,131.21	(5,126.17) c	
	840		04/04/05		4,820.03	8,488.62	(3,668.59) c	
125002000	2,884	MILLENNIUM PHARMACEUTICALS INC	05/03/06	04/10/08	73,215.75	26,584.63		46,631.12 c
125002100	1,811	MILLENNIUM PHARMACEUTICALS INC	05/03/06	04/11/08	44,127.48	18,080.41		26,047.07 c
125002200	.853	NATIONAL OILWELL VARCO INC MERGER 04/22/08 38821G101000	07/21/06	04/22/08	62.89	63.35	(.46) c	
125002300	77	SANDISK CORP	04/15/05	08/17/08	1,827.85	2,035.04	(407.39) c	
125002400	8,210	TIME WARNER INC	01/04/05	10/23/08	75,842.41	157,485.04	(81,642.63) c	
125002500	1,880	WM WRIGLEY JR CO	02/25/05	04/28/08	128,376.91	89,986.02		39,410.89 c
125002600	570	WM WRIGLEY JR CO	02/25/05	05/02/08	43,270.33	30,524.18		12,746.15 c
125002700	430	WM WRIGLEY JR CO	02/25/05	05/05/08	32,623.31	23,027.02		9,596.29 c
	670		02/25/05		50,831.88	35,879.30		14,952.58 c
125002800	1,805	YAHOO INC	08/13/05	02/15/08	47,534.60	54,947.82	(7,413.22) c	
	1,075		10/11/05		31,837.82	38,580.00	(6,742.18) c	
	2,270		03/28/06		87,229.62	73,752.78	(13,476.84) c	
125002900	10	YAHOO INC	03/28/06	03/13/08	278.08	324.90	(45.82) c	
	2,410		05/12/08		87,258.50	74,628.54	(12,629.96) c	
Total					\$ 1,813,242.11	\$ 2,265,488.95	(\$ 721,197.38)	\$ 273,448.69

* Based on information supplied by Client or other financial institution, not verified by us.

990 PF Part IV # 2,329,134.96
73,645.91
(68,148.05)
(3,789,339.44)

As Amended

Ref: 00010245 00085834

U.S. BANK, N.A. ATAL ITTES

Account Number 397-70345

2008 YEAR END SUMMARY



Details of Short Term Gain (Loss) 2008

This section shows your sales of securities during the year. The "Sale Proceeds" column excludes any accrued income you may have received. In addition, although cash in lieu less than \$20 is not included on Form 1099-B (if applicable), it is included in this section. Please note, this material is being prepared for informational purposes only and should not be used for tax preparation without the assistance of your tax advisor.

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000300	175	APARTMENT INVESTMENT & MANAGEMENT CO CLASS A	12/31/07	10/28/08	\$ 1,751.25	\$ 8,774.25	(\$ 5,023.00)	
	287		07/28/08		2,671.91	9,417.09	(6,745.18)	
125001000	5,000	IDEARC INC	01/10/07	01/04/08	75,000.35	148,989.00	(71,988.65) ^c	
125001200	12,000	NEW YORK COMMUNITY BANCORP	07/20/07	07/17/08	212,551.21	207,817.20		4,734.01
	2,000		07/31/07		35,425.20	33,185.00		2,240.20
125001500	2,000	SEMPRA ENERGY	07/20/07	01/25/08	110,524.78	118,542.00	(8,017.22)	
125001600	4,200	XTO ENERGY INC	01/25/08	10/08/08	147,842.53	215,535.18	(67,692.65)	
Total					\$ 686,767.23	\$ 738,269.72	(\$ 168,468.70)	\$ 9,974.21

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^c Based on information supplied by Client or other financial institution, not verified by us.



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Ref: 00010245 00085935

U.S. BANK, N.A ATAL TTEES

Account Number 397-70345-

Details of Long Term Gain (Loss) 2008

This section shows your sales of securities during the year. The "Sale Proceeds" column excludes any accrued income you may have received. In addition, although cash in lieu less than \$20 is not included on Form 1099-B (if applicable), it is included in this section. Please note, this material is being prepared for informational purposes only and should not be used for tax preparation without the assistance of your tax advisor.

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000100	1,500	AMERICAN INTL GROUP INC	01/13/05	08/12/08	\$ 19,013.74	\$ 89,540.00	(\$ 80,526.26) ^c	
	500		03/04/05		8,337.91	32,310.00	(25,972.09) ^c	
	800		11/18/05		10,140.88	53,176.00	(43,035.34) ^c	
	700		07/18/07		8,873.09	48,328.00	(39,454.91) ^c	
125000200	850	APARTMENT INVESTMENT & MANAGEMENT CO CLASS A	01/24/06	10/09/08	18,377.09	35,058.25	(15,681.16) ^c	
125000300	3,150	APARTMENT INVESTMENT & MANAGEMENT CO CLASS A	01/24/06	10/28/08	31,522.49	129,821.75	(98,399.26) ^c	
125000400	800	APPLE INC	10/21/05	09/18/08	126,582.33	50,103.00		76,459.33 ^c
125000500	1,250	CBS CORP NEW CLASS B	01/13/05	10/28/08	9,885.82	37,504.22	(27,618.40) ^c	
	500		02/01/05		3,954.33	14,789.28	(10,834.95) ^c	
	1,250		10/21/05		9,885.82	30,001.39	(20,115.57) ^c	
	2,000		03/17/08		15,817.30	48,840.00	(33,022.70) ^c	
125000600	1,000	CANADIAN NATURAL RES LTD	01/13/05	04/17/08	84,152.52	21,690.20		62,462.32 ^c
125000700	2,500	DRESSER-RAND GROUP INC	04/28/06	06/20/08	98,831.69	81,690.00		38,241.69 ^c
125000800	1,500	DRESSER-RAND GROUP INC	04/28/06	08/25/08	58,999.53	37,014.00		18,985.53 ^c
	1,800		08/30/06		60,788.50	92,947.20	(32,158.70) ^c	
125000900	3,400	DRESSER-RAND GROUP INC	08/30/06	06/27/08	128,601.15	70,012.80		58,588.35 ^c
125001000	2,400	MURPHY OIL CORP	01/13/05	01/25/08	174,088.00	98,205.98		75,882.02 ^c
	1,800		10/20/05		130,549.50	77,776.00		52,773.50 ^c
125001300	2,000	PEPSICO INC	01/13/05	04/17/08	141,395.81	108,280.00		33,115.81 ^c
	1,000		01/24/05		70,697.80	59,300.00		11,397.80 ^c
125001400	3,000	ROCKWELL AUTOMATION INC	08/12/07	08/18/08	115,560.55	189,362.00	(83,801.45) ^c	
125001500	2,000	SEMPRA ENERGY	01/24/08	01/25/08	110,524.78	95,560.00		14,964.78 ^c
Total					\$ 1,435,849.21	\$ 1,433,412.06	(\$ 478,462.10) ^c	\$ 480,899.25

^cBased on information supplied by Client or other financial institution, not verified by us.

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As Amended

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Smith Barney Reserved Client Statement 2008 Year End Summary

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Ref: 00004627 00116034

U.S. BANK, N.A. ATAL TTEES
Account Number 397-70475

2008 YEAR END SUMMARY

Details of Short Term Gain (Loss) 2008

This section shows your sales of securities during the year. The "Sale Proceeds" column excludes any accrued income you may have received. In addition, although cash in lieu less than \$20 is not included on Form 1099-B (if applicable), it is included in this section. Please note, this material is being prepared for informational purposes only and should not be used for tax preparation without the assistance of your tax advisor.

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000100	845	AT&T INC	11/15/07	02/08/08	\$ 23,335.94	\$ 25,024.58	(\$ 2,288.04)	
125000200	425	ADOBE SYSTEMS INC (DE)	12/28/07	08/14/08	19,337.39	19,283.57		1,043.82
125000300	2,020	ADOBE SYSTEMS INC (DE)	12/28/07	11/19/08	44,684.97	86,948.28	(42,263.31)	
125000400	255	ADOBE SYSTEMS INC (DE)	12/28/07	11/20/08	5,827.82	10,976.14	(5,348.32)	
	745		01/15/08		18,442.05	28,384.50	(11,942.45)	
	480		02/21/08		10,593.54	18,842.14	(8,248.60)	
125000500	250	AMERICAN INTL GROUP INC	03/14/07	02/07/08	12,805.48	18,895.85	(9,890.17) ^c	
	180		06/11/07		8,732.17	13,581.20	(3,849.03)	
	210		06/19/07		10,756.61	15,210.30	(4,453.69)	
	215		08/27/07		11,012.72	15,138.15	(4,125.43)	
	340		08/14/07		17,415.48	21,841.00	(4,225.54)	
125000600	2,680	BANK OF AMERICA CORP	07/21/08	11/13/08	43,358.81	78,549.80	(35,190.99)	
125000700	810	BANK OF AMERICA CORP	07/21/08	11/20/08	9,719.94	23,919.30	(14,199.36)	
	1,055		08/28/08		12,659.93	37,652.00	(24,992.07)	

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Smith Barney Reserved Client Statement 2008 Year End Summary

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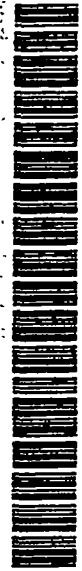
Ref: 00004827 00116035

U.S. BANK, N.A. ATAL TTEES

Account Number 387-70475-

Details of Short Term Gain (Loss) 2008

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000800	690	BEA SYSTEMS INC	03/09/07	01/25/08	\$ 12,743.75	\$ 7,828.57		\$ 5,117.18 c
	690		03/15/07		12,743.75	7,568.51		5,174.24 c
	755		03/20/07		13,944.24	8,686.06		5,257.28 c
	655		08/11/07		12,097.32	8,501.90		3,595.42
	655		08/19/07		12,097.32	8,757.35		3,339.97
	680		08/27/07		12,569.05	8,901.20		3,667.85
	1,595		08/14/07		28,458.37	18,883.84		10,574.53
125001200	1,010	CVS CAREMARK CORP	08/08/07	01/25/08	36,342.63	38,925.40	(2,582.77)	
125001700	4,180	CITIGROUP INC	11/14/07	03/19/08	87,282.07	153,206.61	(65,914.54)	
	720		11/16/07		15,035.95	24,688.80	(9,652.85)	
125001800	285	COVENTRY HEALTH CARE INC	02/20/07	01/28/08	15,973.93	16,823.40	(849.47) c	
	195		08/19/07		10,559.04	11,467.95	(908.91)	
	200		08/27/07		10,829.77	11,839.00	(1,009.23)	
125002000	1,585	COVENTRY HEALTH CARE INC	03/19/08	10/23/08	21,324.78	67,525.61	(46,201.12)	
	510		03/25/08		6,861.60	21,078.30	(14,216.70)	
	2,040		05/05/08		27,448.41	92,210.86	(64,762.45)	
125002400	200	DEERE & CO	02/21/08	10/23/08	6,315.20	17,408.00	(11,092.80)	
	270		03/19/08		8,525.53	22,720.50	(14,194.97)	
125002800	75	EXXON MOBIL CORP	08/11/07	05/05/08	6,726.71	6,218.00		507.71
	70		08/19/07		6,278.26	6,030.50		247.76
125003000	880	EXXON MOBIL CORP	01/04/08	03/20/08	68,784.37	82,068.80	(13,284.43)	
125003100	75	FEDEX CORP	06/11/07	08/11/08	6,552.44	8,168.75	(1,617.31)	
	85		08/19/07		7,426.10	8,187.00	(1,770.80)	
	85		08/27/07		7,426.11	9,396.75	(1,970.64)	
125003200	280	FIRST SOLAR INC	04/02/08	04/24/08	79,804.34	69,288.58		10,515.76
125003700	80	GOLDMAN SACHS GROUP INC	08/11/07	05/22/08	15,818.91	20,266.20	(4,447.29)	
	75		08/18/07		13,182.42	17,058.75	(3,876.33)	
125003800	25	GOLDMAN SACHS GROUP INC	08/18/07	08/11/08	4,038.33	5,686.25	(1,647.92)	
	85		08/19/07		15,345.87	21,549.80	(6,204.13)	
	105		08/27/07		16,961.01	22,413.30	(5,452.29)	
	175		07/03/07		28,288.34	38,559.50	(10,271.16)	
	375		08/08/07		60,575.02	73,170.00	(12,594.98)	
	180		11/28/07		29,076.02	40,438.80	(11,362.78)	
125004600	3,455	INTERNATIONAL GAME TECHNOLOGY	12/12/07	04/17/08	119,566.85	151,391.54	(31,824.69)	
	415		02/21/08		14,261.87	18,437.44	(5,075.57)	
125004700	880	JPMORGAN CHASE & CO	11/13/07	09/15/08	25,878.01	30,348.80	(4,468.89)	
125004800	500	JPMORGAN CHASE & CO	11/13/07	09/17/08	19,049.89	22,313.90	(3,264.01)	



As Amended

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Smith Barney Reserved Client Statement 2008 Year End Summary

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Ref: 00004827 00116038

U.S. BANK, N.A. AT&T TTEES

Account Number 397-70475

Details of Short Term Gain (Loss) 2008 continued

Reference Number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125004900	405	JPMORGAN CHASE & CO	11/13/07	09/30/08	\$ 18,838.44	\$ 19,074.26	(1,346.00)	\$ 762.18
125005000	360	JOHNSON & JOHNSON	01/07/08	02/21/08	22,888.95	24,032.95	(831.45)	
125005100	520	JOHNSON & JOHNSON	01/07/08	03/19/08	33,882.82	34,714.27	(831.45)	
125005200	310	LEHMAN BROTHERS HOLDINGS INC	06/09/07	03/28/08	11,892.78	22,630.00	(10,637.22)	
	305		06/11/07		11,789.34	22,658.70	(11,057.36)	
	255		06/18/07		9,865.02	20,540.25	(10,675.23)	
	315		06/19/07		12,180.21	25,543.35	(13,357.14)	
	325		06/27/07		12,573.07	24,052.24	(11,478.17)	
	845		06/08/07		38,558.82	59,485.03	(22,888.41)	
125005300	840	MEMC ELECTRONIC MATERIALS INC	01/29/08	09/26/08	28,843.72	69,881.01	(42,937.29)	
	285		01/31/08		8,163.11	20,070.87	(11,901.56)	
125005400	20	MEMC ELECTRONIC MATERIALS INC	01/31/08	10/02/08	505.56	1,408.47	(901.91)	
	255		02/07/08		6,459.65	18,734.85	(12,275.20)	
	530		05/07/08		13,423.87	35,388.90	(21,943.03)	
	335		06/25/08		8,484.90	22,413.85	(13,928.95)	
125005500	110	MGM MIRAGE	06/27/07	06/10/08	4,898.37	9,167.40	(4,271.03)	
	445		12/28/07		19,808.04	37,919.92	(18,111.88)	
	285		01/30/08		12,888.05	20,488.85	(7,602.80)	
125005600	155	MASTERCARD INC	11/04/08	11/19/08	21,281.69	25,551.44	(4,269.75)	
125005700	315	MASTERCARD INC	11/04/08	11/20/08	40,355.68	51,827.12	(11,571.44)	
125005800	545	MCDONALDS CORP	07/25/07	03/25/08	30,348.69	27,792.76		2,555.93
125006100	2,295	MICROSOFT CORP	10/17/07	02/04/08	70,042.85	71,374.50	(1,331.65)	
125006200	820	MICROSOFT CORP	10/17/07	07/09/08	20,852.52	25,502.00	(4,549.48)	
125006300	1,835	MICROSOFT CORP	10/17/07	07/18/08	49,477.48	60,178.50	(10,701.02)	
	895		10/24/07		22,884.93	27,503.35	(4,618.42)	
	1,710		11/01/07		43,724.28	63,591.82	(19,867.54)	
125007100	845	NORDSTROM INC	11/13/07	11/13/08	10,168.09	28,283.22	(19,115.13)	
125007300	330	PFIZER INC	06/11/07	02/06/08	7,348.78	8,686.50	(1,345.72)	
	375		06/19/07		8,352.02	8,881.25	(529.23)	
	385		06/27/07		8,574.74	8,784.40	(219.66)	
125007400	90	PROCTER & GAMBLE CO	08/27/07	09/19/08	8,121.73	5,511.09		810.84
125007500	370	PROCTER & GAMBLE CO	08/27/07	09/19/08	25,318.81	22,656.89		2,662.12
	110		10/18/07		7,527.22	7,838.60	(311.38)	
125007600	765	UTS SPDR TRUST SER 1	04/24/08	05/22/08	108,889.80	105,982.50		917.40
125007700	930	SCHLUMBERGER LTD	06/22/07	04/02/08	28,891.94	28,982.22		708.72



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Client Statement
2008 Year End Summary**

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Ref: 00004627 00116037

U.S. BANK, N.A. ATAL TTEES
Account Number 387-70475-

Details of Short Term Gain (Loss) 2008 continued

Reference Number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125007800	680	SUNPOWER CORP CL A	02/08/08	04/17/08	\$ 58,953.22	\$ 44,598.77		\$ 14,353.45
	220		02/21/08		19,073.10	15,593.86		3,479.24
	350		03/18/08		30,343.57	20,189.80		10,143.67
125008000	355	SUNPOWER CORP CL A	02/08/08	04/17/08	33,858.50	23,283.71		10,374.79
125008100	1,590	SUNTECH POWER HLDGS LTD ADR	04/02/08	04/24/08	68,983.67	70,993.68	(2,008.99)	
125008200	725	US BANCORP DEL NEW	02/04/08	09/15/08	24,388.86	24,091.75		297.11
125008300	385	US BANCORP DEL NEW	02/04/08	09/17/08	12,987.72	12,783.55		174.17
125008400	495	US BANCORP DEL NEW	02/04/08	09/28/08	17,354.80	16,448.85		905.75
125008500	580	US BANCORP DEL NEW	02/04/08	09/30/08	19,287.49	18,608.80		688.69
125008600	545	UNITEDHEALTH GROUP INC	02/20/07	01/25/08	27,156.88	28,415.12	(2,258.24) c	
	435		02/21/07		21,875.68	23,344.88	(1,869.20) c	
	270		08/11/07		13,453.87	14,355.90	(802.03)	
	535		08/27/07		26,658.59	27,397.35	(738.76)	
125008800	170	VALERO ENERGY CORP-NEW	04/30/07	01/04/08	10,837.89	12,228.08	(1,288.19) c	
	265		05/23/07		17,050.23	20,015.45	(2,965.22)	
	115		08/11/07		7,386.16	8,466.30	(1,067.14)	
	285		08/13/07		18,880.45	22,011.90	(3,031.45)	
	145		08/19/07		9,329.37	11,086.30	(1,786.93)	
	180		08/22/07		12,224.70	14,481.80	(2,257.10)	
125009000	140	VALERO ENERGY CORP-NEW	08/22/07	01/31/08	8,188.09	10,670.80	(2,482.71)	
	170		08/27/07		9,942.68	12,280.80	(2,338.12)	
	825		11/07/07		48,251.24	58,905.00	(10,653.76)	
125009100	1,070	WACHOVIA CORP 2ND NEW	02/07/08	03/12/08	31,492.00	37,209.36	(5,717.36)	
125009200	2,635	WACHOVIA CORP 2ND NEW	02/07/08	03/13/08	73,459.77	93,718.88	(20,259.12)	
	435		02/21/08		11,857.14	14,720.40	(2,863.26)	
125009300	595	WELLS FARGO & CO NEW	03/19/08	09/18/08	21,474.61	18,920.50		2,654.11
125009400	530	WELLS FARGO & CO NEW	03/19/08	09/28/08	18,535.18	19,764.48		1,770.68
125009500	540	WELLS FARGO & CO NEW	03/19/08	09/30/08	18,895.48	17,080.79		2,814.69
Total					\$ 2,618,338.71	\$ 3,388,085.40	(\$ 874,852.58)	\$ 104,905.87

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c Based on information supplied by Client or other financial institution, not verified by us.



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Smith Barney Reserved Client Statement 2008 Year End Summary

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Ref: 00004627 00116038

U.S. BANK, N.A. ATAL TTEES

Account Number 397-70475

Details of Long Term Gain (Loss) 2008

This section shows your sales of securities during the year. The "Sale Proceeds" column excludes any accrued income you may have received. In addition, although cash in lieu less than \$20 is not included on Form 1099-B (if applicable), it is included in this section. Please note, this material is being prepared for informational purposes only and should not be used for tax preparation without the assistance of your tax advisor.

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000500	270	AMERICAN INTL GROUP INC	11/10/08	02/07/08	\$ 13,829.92	\$ 18,830.34	(\$ 5,000.42) c	
	285		01/08/07		15,110.47	21,033.25	(5,922.78) c	
125000800	375	BEST BUY INC	08/31/08	07/29/08	14,910.29	17,558.40	(2,648.11) c	
	35		09/01/08		1,391.63	1,659.97	(267.34) c	
	20		09/01/08		785.21	948.43	(151.22) c	
125001000	675	BEST BUY INC	09/01/08	08/25/08	30,058.83	31,942.02	(1,883.09) c	
	40		11/08/08		1,781.27	2,109.85	(328.58) c	
125001100	1,075	BEST BUY INC	11/08/08	11/13/08	23,613.21	56,702.16	(33,088.95) c	
	470		01/30/07		10,323.91	23,373.06	(13,049.15) c	
	185		08/11/07		4,283.33	9,258.60	(4,975.27) c	
	450		08/27/07		9,684.60	20,550.02	(10,865.42) c	
125001300	325	CATERPILLAR INC	05/17/05	01/09/08	21,439.92	14,760.41		6,679.51 c
125001400	300	CATERPILLAR INC	05/17/05	09/04/08	19,187.19	13,625.00		5,572.19 c
125001500	280	CATERPILLAR INC	05/17/05	10/02/08	15,424.40	13,170.83		2,253.57 c
	385		02/21/07		20,477.23	26,175.65	(5,698.42) c	
	170		06/11/07		9,041.88	13,382.40	(4,340.51) c	
	160		06/19/07		8,510.02	13,178.00	(4,668.98) c	
125001600	845	CISCO SYS INC	08/14/08	08/25/08	21,074.60	19,203.98		1,870.62 c
125001800	1,325	COVENTRY HEALTH CARE INC	05/24/05	01/25/08	71,580.22	60,072.41		11,507.81 c
125001900	275	COVENTRY HEALTH CARE INC	05/24/05	01/28/08	14,880.95	12,487.86		2,423.09 c
	155		08/30/05		8,393.08	7,371.43		1,021.65 c
	455		01/08/07		24,637.75	22,837.19		1,700.56 c
125002100	240	DEERE & CO	11/03/08	05/05/08	20,030.28	10,288.64		9,741.64 c
125002200	385	DEERE & CO	11/03/08	09/04/08	24,254.86	18,504.70		7,750.16 c
125002300	635	DEERE & CO	11/03/08	10/02/08	26,550.21	27,222.04	(671.83) c	
	230		03/05/07		9,616.61	12,086.82	(2,470.21) c	
	60		05/03/07		2,508.69	3,200.33	(691.64) c	
125002400	280	DEERE & CO	05/03/07	10/23/08	9,941.28	14,834.80	(4,893.52) c	
	50		08/19/07		1,578.80	3,033.75	(1,454.95) c	
	170		08/27/07		5,367.92	10,087.80	(4,719.88) c	
125002500	1,525	EMC CORP-MASS	11/18/08	08/28/08	23,384.58	19,448.24		3,945.34 c

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Smith Barney Reserved Client Statement 2008 Year End Summary

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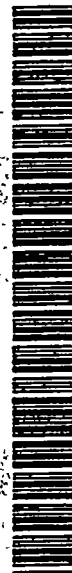
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U.S. BANK, N.A. ATAL TTEES

Account Number 397-70475

Details of Long Term Gain (Loss) 2008 continued

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125002600	2,235	EMC CORP-MASS	11/16/06	11/19/08	\$ 22,234.98	\$ 28,504.29	(\$ 6,269.30) c	
	175		12/11/06		1,741.00	2,318.55	(575.55) c	
125002700	1,560	EMERSON ELECTRIC CO	08/27/07	11/13/08	51,077.39	82,428.03	(31,348.64)	2,844.26 c
125002800	105	EXXON MOBIL CORP	02/24/05	02/01/08	8,992.10	6,347.84		20,158.99 c
	725		06/07/05		62,088.31	41,891.32		
125002800	75	EXXON MOBIL CORP	06/07/05	05/05/08	6,726.71	4,337.72		2,388.99 c
	200		06/22/05		17,937.90	11,937.22		6,000.68 c
125003000	20	EXXON MOBIL CORP	08/19/07	08/20/08	1,563.28	1,723.00	(159.72)	
	95		08/27/07		7,425.59	7,703.55	(277.96)	
125003100	435	FEDEX CORP	01/03/05	08/11/08	38,004.17	42,480.19	(4,486.02) c	
	20		01/21/05		1,747.32	1,805.00	(57.68) c	
	180		08/30/05		16,599.52	15,608.84		980.68 c
	200		10/25/05		17,473.18	18,192.00	(718.82) c	
	165		11/18/05		14,415.37	15,862.05	(1,546.68) c	
	15		03/09/07		1,310.49	1,725.20	(414.71) c	
125003300	1,075	GENERAL ELECTRIC CO	05/03/08	01/09/08	38,043.68	37,489.98		553.68 c
125003400	555	GENERAL ELECTRIC CO	09/03/06	05/21/08	17,280.76	19,355.29	(2,074.53) c	
	520		08/19/06		16,200.35	17,550.00	(1,349.65) c	
125003500	450	GENERAL ELECTRIC CO	06/19/06	11/13/08	7,000.25	15,197.50	(8,187.25) c	
	1,700		11/18/06		28,445.39	61,209.01	(32,763.62) c	
	320		08/11/07		4,977.96	11,974.40	(6,996.44)	
	205		08/19/07		3,188.00	7,822.80	(4,633.80)	
125003600	510	GILEAD SCIENCES INC	12/27/06	02/07/08	22,583.57	16,789.55		5,794.02 c
125003700	40	GOLDMAN SACHS GROUP INC	03/08/07	05/22/08	7,030.63	8,021.61	(990.98) c	
	100		03/13/07		17,578.57	20,165.55	(2,586.98) c	
125003900	400	HEWLETT PACKARD CO	08/17/07	09/30/08	18,111.89	16,842.82		(731.03)
125004000	1,450	HEWLETT PACKARD CO	08/17/07	11/13/08	42,983.70	68,305.58	(25,321.88)	
125004100	580	HONEYWELL INTL INC	12/22/05	01/09/08	31,837.32	21,249.88		10,587.34 c
125004200	875	HONEYWELL INTL INC	12/22/05	11/28/08	17,839.40	25,613.82	(7,774.42) c	
	230		01/04/08		8,076.56	8,610.10	(533.54) c	
125004300	1,950	INTEL CORP	12/28/06	01/25/08	40,050.80	39,827.58		223.02 c
125004400	720	INTEL CORP	12/28/06	08/29/08	16,527.07	14,705.57		1,821.50 c
	75		01/30/07		1,721.57	1,572.83		148.74 c
	215		01/30/07		4,895.17	4,511.09		424.08 c
125004500	1,085	INTEL CORP	01/30/07	11/13/08	14,867.88	22,975.07	(8,107.19) c	
	895		02/20/07		11,988.81	18,916.36	(6,927.55) c	
	975		08/11/07		5,093.25	8,227.50	(3,134.25) c	



As Amended

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**Smith Barney Reserved
Client Statement
2008 Year End Summary**

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U.S. BANK, N.A. ATAL TTEES

Account Number 397-70475

Details of Long Term Gain (Loss) 2008

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
	410		06/19/07		\$ 5,492.08	\$ 9,901.50	(\$ 4,409.42)	
	425		06/27/07		5,693.01	9,915.25	(4,222.24)	
	260		06/14/07		3,482.79	6,247.80	(2,765.01)	
125005200	510	LEHMAN BROTHERS HOLDINGS INC	06/01/05	03/28/08	19,790.05	23,689.47	(3,899.42) c	
	175		02/09/07		6,770.12	14,794.95	(7,994.83) c	
	285		03/09/07		11,025.82	21,535.88	(10,510.06) c	
	255		03/14/07		9,865.02	18,121.19	(8,256.17) c	
125005500	740	MGM MIRAGE	01/04/06	06/10/08	32,839.21	26,839.07	6,108.14 c	
	425		01/30/06		18,917.79	15,891.48	2,826.31 c	
	355		06/09/07		15,801.92	22,860.80	(7,058.88) c	
125005900	325	MCDONALDS CORP	07/25/07	08/12/08	20,757.83	18,573.67	2,184.16	
125006000	320	MCDONALDS CORP	07/25/07	08/25/08	19,881.48	16,318.89	3,562.59	
125008400	240	MONSANTO CO NEW	11/22/06	02/08/08	25,879.82	11,875.86	14,003.96 c	
125008500	350	MONSANTO CO NEW	11/22/06	04/02/08	38,846.28	17,027.01	21,819.27 c	
125008600	210	MONSANTO CO NEW	11/22/06	04/21/08	26,854.92	10,216.21	16,638.71 c	
	20		12/05/06		2,557.51	869.24	1,688.27 c	
125006700	315	MONSANTO CO NEW	12/05/06	05/05/08	36,476.70	15,265.46	21,211.24 c	
	200		12/15/06		23,159.81	10,149.34	13,010.47 c	
125006800	170	MONSANTO CO NEW	12/15/06	06/06/08	23,379.86	8,626.84	14,753.02 c	
125006900	355	NORDSTROM INC	06/31/06	07/29/08	10,301.76	13,228.83	(2,928.17) c	
	355		09/01/06		10,301.76	13,427.24	(3,125.48) c	
	250		09/01/06		7,254.75	9,457.48	(2,202.73) c	
125007000	85	NORDSTROM INC	09/01/06	08/20/08	2,468.39	3,215.54	(747.15) c	
	765		11/21/06		22,796.26	39,087.02	(16,270.76) c	
125007100	415	NORDSTROM INC	11/21/06	11/13/08	4,993.79	20,653.26	(15,659.47) c	
	280		02/28/07		3,369.30	14,807.24	(11,437.94) c	
	238		03/09/07		2,639.84	12,161.98	(9,522.14) c	
	189		03/09/07		2,274.28	8,754.12	(6,479.84) c	
	555		03/14/07		6,678.44	28,109.25	(21,430.81) c	
	305		05/23/07		3,670.14	15,890.34	(12,210.20) c	
	475		05/31/07		5,715.78	24,633.50	(18,917.72) c	
	335		06/11/07		4,031.13	17,486.90	(13,455.77) c	
	355		08/19/07		4,271.80	18,325.10	(14,053.30) c	
	365		08/27/07		4,392.13	17,890.85	(13,498.72) c	
125007200	20	PEPSICO INC	01/30/07	11/26/08	1,074.60	1,296.97	(224.37) c	
	835		01/30/07		44,864.38	54,213.04	(9,348.66) c	



As Amended

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Smith Barney Reserved Client Statement 2008 Year End Summary

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U.S. BANK, N.A. ATAL TTEES

Account Number 397-70475-

Details of Long Term Gain (Loss) 2008 continued

Reference Number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125007300	2,835	Pfizer Inc	08/01/08	02/08/08	\$ 65,388.48	\$ 76,884.84	(\$ 11,286.36) c	
	1,120		08/10/08		24,944.70	28,906.84	(3,961.84) c	
	475		12/27/08		10,578.23	12,417.28	(1,839.03) c	
125007400	260	PROCTER & GAMBLE CO	11/03/08	03/18/08	17,685.00	18,486.39		1,188.61 c
	375		12/27/08		25,507.22	24,171.22		1,336.00 c
125007800	465	SCHLUMBERGER LTD	08/22/07	08/25/08	47,704.08	40,838.58		6,865.50
125008600	140	UNITED TECHNOLOGIES CORP	12/30/04	01/08/08	10,041.40	7,283.20		2,778.20 c
	415		12/30/04		28,765.59	21,630.20		8,235.39 c
125008700	785	UNITED TECHNOLOGIES CORP	12/30/04	11/13/08	37,770.84	40,725.80	(2,954.96) c	
	145		12/30/04		6,978.78	7,522.60	(545.82) c	
125008800	5	UNITEDHEALTH GROUP INC	12/12/08	01/25/08	249.15	250.37	(1.22) c	
Total					\$ 1,889,728.86	\$ 2,168,182.04	(\$ 613,161.45)	\$ 246,708.26

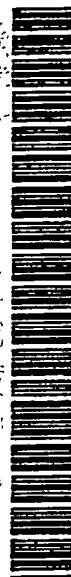
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*Based on information supplied by Client or other financial institution, not verified by us.

2008 YEAR END SUMMARY

As you requested, copies of this document have also been sent to:

HUBER, RING & HELM



As Amended

**STIFEL
NICOLAUS**One Financial Plaza
501 North Broadway
St. Louis, MO 63102MICHAEL LOYND TRUST ADMIN
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2008 SUPPLEMENTAL INFORMATION

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5/11/09

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FEDERAL ID. NO: 43-0538770

TAXPAYER ID: 31-1593436

SUPPLEMENTAL INFORMATION AS OF 12/31 - COST BASIS TRANSACTIONS
FOR TAX YEAR 2008

THE FOLLOWING IS BEING PROVIDED FOR YOUR INFORMATION ONLY AND WILL NOT BE FURNISHED TO THE INTERNAL REVENUE SERVICE.

STIFEL STRIVES TO PROVIDE RELIABLE AND ACCURATE COST BASIS INFORMATION TO OUR CUSTOMERS, WHICH MAY INCLUDE INFORMATION RECEIVED FROM OUR CLIENTS OR THEIR PRIOR FIRM BECAUSE THERE ARE EVENTS WHICH MAY NECESSITATE ADJUSTMENTS, STIFEL CANNOT GUARANTEE THE ACCURACY OF THE COST BASIS INFORMATION SHOWN HERE. EVENTS WHICH MAY NECESSITATE AN ADJUSTMENT TO COST BASIS AND/OR GAIN OR LOSS CALCULATIONS INCLUDE, BUT ARE NOT LIMITED TO: ACCRETION, AMORTIZATION, PRINCIPAL PAYMENTS, AND/OR CAPITAL CHANGES. THE COST BASIS INFORMATION PROVIDED HEREIN IS FOR INFORMATIONAL PURPOSES ONLY. PLEASE CONSULT WITH YOUR TAX ADVISOR REGARDING YOUR PARTICULAR SITUATION.

SHORT TERM CAPITAL GAIN/(LOSS)

DESCRIPTION	QUANTITY	DATE ACQUIRED	DATE SOLD	ORIGINAL COST BASIS	ADJUSTED COST BASIS	PROCEEDS	GAIN/(LOSS)
AMERISTAR CASINOS INC CUSIP: 03070Q101	5 200.00	02/14/08	08/19/08	\$111,272.52		\$77,488.55	(\$33,783.97)
AUTONATION INC CUSIP: 05329W102	7 700.00	12/20/07	08/19/08	\$115,970.85		\$84,527.20	(\$31,443.65)
AVID TECHNOLOGY INC CUSIP: 05387P100	1 800.00	02/01/08	08/19/08	\$35,878.12		\$41,970.04	\$6,291.92
AVID TECHNOLOGY INC CUSIP: 05387P100	1 100.00	03/03/08	08/19/08	\$26,262.00		\$26,948.38	(\$613.62)
AVID TECHNOLOGY INC CUSIP: 05387P100	1 200.00	08/13/07	08/19/08	\$31,384.12		\$27,880.03	(\$3,384.09)
BOYD GAMING CORP CUSIP: 103304101	1 200.00	02/29/08	08/19/08	\$25,865.00		\$13,039.28	(\$12,825.72)
BOYD GAMING CORP CUSIP: 103304101	2 100.00	02/08/08	08/19/08	\$54,912.44		\$22,818.70	(\$32,093.74)
BOYD GAMING CORP CUSIP: 103304101	4 600.00	10/03/07	08/19/08	\$203,805.06		\$49,983.84	(\$153,821.22)
CYMER INC CUSIP: 232672107	1 800.00	01/14/08	08/19/08	\$52,837.00		\$48,282.72	(\$4,554.28)
DUNDEE CORP CL A SUB VTG CUSIP: 264901109	1 800.00	02/28/08	08/19/08	\$28,445.00		\$21,072.52	(\$7,372.48)
DUNDEE CORP CL A SUB VTG CUSIP: 264901109	4 000.00	03/28/08	08/19/08	\$33,185.00		\$46,827.85	(\$6,357.15)
EASTMAN KODAK COMPANY CUSIP: 277481109	1 500.00	02/25/08	08/19/08	\$27,980.00		\$23,854.18	(\$4,325.82)
EASTMAN KODAK COMPANY CUSIP: 277481109	1 800.00	07/22/08	08/19/08	\$23,285.00		\$25,231.18	\$1,946.18
FIRST NIAGARA FNL GROUP CUSIP: 33582V108	2 300.00	02/25/08	07/29/08	\$27,720.00		\$31,191.79	\$3,471.79
GLACIER BANCORP INC NEW CUSIP: 376370105	5 800.00	08/18/07	08/19/08	\$122,095.00		\$123,380.42	\$1,285.42

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As Amended

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501 North Broadway
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2008 SUPPLEMENTAL INFORMATION

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FEDERAL ID. NO: 43-0538770

TAXPAYER ID: 31-1593436

THE FOLLOWING IS BEING PROVIDED FOR YOUR INFORMATION ONLY AND WILL NOT BE FURNISHED TO THE INTERNAL REVENUE SERVICE.

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SHORT TERM CAPITAL GAIN(LOSS)

DESCRIPTION	QUANTITY	DATE ACQUIRED	DATE SOLD	ORIGINAL COST BASIS	ADJUSTED COST BASIS	PROCEEDS	GAIN/(LOSS)
HEALTH MGMT ASSOC CL A CUSIP: 421933102	8700.00	11/20/07	08/19/08	\$53,837.12		\$48,930.74	(\$4,906.38)
HEARST ARGYLE TELEVSN CUSIP: 422317107	1200.00	09/28/07	08/19/08	\$31,077.80		\$24,551.45	(\$6,526.35)
HUNTINGTON BANCSHARES IN CUSIP: 446150104	2000.00	08/10/07	01/29/08	\$34,028.80		\$25,448.83	(\$8,581.87)
INTERNATIONAL GAME TECHN CUSIP: 459902102	3700.00	07/17/08	08/18/08	\$84,071.41		\$79,888.37	(\$4,183.04)
INTERNATIONAL GAME TECHN CUSIP: 459902102	4300.00	08/19/08	08/18/08	\$129,505.62		\$92,843.19	(\$36,662.33)
INTERNATIONAL GAME TECHN CUSIP: 459902102	700.00	03/13/08	08/19/08	\$30,712.20		\$15,114.00	(\$15,598.20)
INTERNATIONAL GAME TECHN CUSIP: 469902102	2200.00	09/24/07	08/19/08	\$83,608.84		\$47,501.17	(\$36,107.67)
MGM MIRAGE CUSIP: 552953101	1600.00	02/20/08	08/19/08	\$103,764.52		\$44,468.74	(\$59,297.78)
MGM MIRAGE CUSIP: 552953101	900.00	01/25/08	08/19/08	\$64,327.24		\$25,012.52	(\$39,314.72)
MENTOR GRAPHICS CORP CUSIP: 587200106	5000.00	02/11/08	08/19/08	\$38,788.60		\$52,567.93	\$13,771.43
MENTOR GRAPHICS CORP CUSIP: 587200106	2800.00	02/28/08	08/19/08	\$27,725.00		\$29,432.45	\$1,707.45
MENTOR GRAPHICS CORP CUSIP: 587200106	5900.00	01/31/08	08/19/08	\$47,009.12		\$62,018.36	\$15,009.24
MOTOROLA INCORPORATED CUSIP: 620076108	2200.00	01/22/08	08/19/08	\$28,615.00		\$21,155.94	(\$7,359.06)
MOTOROLA INCORPORATED CUSIP: 620076108	4100.00	01/23/08	08/19/08	\$41,288.28		\$39,428.96	(\$1,859.28)
MOTOROLA INCORPORATED CUSIP: 620076108	6900.00	08/20/08	08/19/08	\$55,880.50		\$66,352.76	\$10,472.26
MOTOROLA INCORPORATED CUSIP: 620076108	4600.00	03/18/08	08/19/08	\$49,995.72		\$44,235.15	(\$5,760.57)

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As Amended

**STIFEL
NICOLAUS**One Financial Plaza
501 North Broadway
St. Louis, MO 63102MICHAEL LOYND TRUST ADMIN
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2008 SUPPLEMENTAL INFORMATION

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FEDERAL ID. NO: 43-0538770

TAXPAYER ID: 31-1593436

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SHORT TERM CAPITAL GAIN/(LOSS)

DESCRIPTION	QUANTITY	DATE ACQUIRED	DATE SOLD	ORIGINAL COST BASIS	ADJUSTED COST BASIS	PROCEEDS	GAIN/(LOSS)
NORTHERN TRUST CORP CUSIP: 665859104	500.00	03/19/08	08/19/08	\$34,793.10		\$37,824.23	\$3,031.13
NOVELLUS SYSTEMS INC CUSIP: 670008101	4,700.00	01/14/08	08/18/08	\$111,908.18		\$102,577.88	(\$9,331.52)
NOVELLUS SYSTEMS INC CUSIP: 670008101	1,500.00	08/13/08	08/19/08	\$32,651.00		\$32,737.57	\$86.57
PROVIDENT FINL SVCS INC CUSIP: 74388T105	4,100.00	12/31/07	08/19/08	\$59,948.84		\$81,088.00	\$1,137.36
RAYMOND JAMES FINANCIAL CUSIP: 754730109	6,200.00	01/24/08	08/19/08	\$163,554.18		\$189,771.02	\$26,216.84
SEACOAST BANKING CORP FL CUSIP: 811707308	10,400.00	02/29/08	08/19/08	\$107,053.24		\$91,946.50	(\$15,106.74)
BOTHEBYS CLASS A CUSIP: 835898107	3,900.00	04/03/08	08/19/08	\$106,769.06		\$98,723.45	(\$7,045.61)
SPRINT NEXTEL CORP SER 1 CUSIP: 852081100	2,800.00	12/18/07	08/19/08	\$36,383.88		\$23,347.49	(\$13,016.17)
SPRINT NEXTEL CORP SER 1 CUSIP: 852081100	2,100.00	12/19/07	08/19/08	\$28,318.88		\$18,857.59	(\$9,461.29)
SPRINT NEXTEL CORP SER 1 CUSIP: 852081100	3,800.00	12/03/07	08/19/08	\$80,122.14		\$34,123.26	(\$25,898.88)
SPRINT NEXTEL CORP SER 1 CUSIP: 852081100	3,100.00	02/25/08	08/19/08	\$27,595.00		\$27,837.40	\$242.40
SPRINT NEXTEL CORP SER 1 CUSIP: 852081100	3,400.00	02/28/08	08/19/08	\$27,749.34		\$30,531.34	\$2,782.00
SPRINT NEXTEL CORP SER 1 CUSIP: 852081100	2,200.00	01/18/08	08/19/08	\$26,398.84		\$19,755.57	(\$6,643.27)
SPRINT NEXTEL CORP SER 1 CUSIP: 852081100	5,000.00	01/18/08	08/19/08	\$44,637.00		\$44,899.03	\$262.03
SPRINT NEXTEL CORP SER 1 CUSIP: 852081100	5,400.00	01/18/08	08/19/08	\$46,485.80		\$48,490.95	\$2,005.05
SPRINT NEXTEL CORP SER 1 CUSIP: 852081100	2,400.00	01/09/08	08/19/08	\$29,415.80		\$21,561.53	(\$7,854.27)

7400.97

As Amended

**STIFEL
NICOLAUS**One Financial Plaza
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2008 SUPPLEMENTAL INFORMATION

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SHORT TERM CAPITAL GAIN/(LOSS)

DESCRIPTION	QUANTITY	DATE ACQUIRED	DATE SOLD	ORIGINAL COST BASIS	ADJUSTED COST BASIS	PROCEEDS	GAIN/(LOSS)
SPRINT NEXTEL CORP SER 1 CUSIP: 852061100	5 100.00	03/18/06	08/19/08	\$29,375.00		\$45,797.06	\$16,421.16
STERLING FINL CORP WA CUSIP: 858318105	1 800.00	03/13/08	08/19/08	\$26,873.60		\$16,584.50	(\$10,279.10)
STERLING FINL CORP WA CUSIP: 858318105	4 000.00	09/18/07	08/19/08	\$123,250.04		\$42,408.18	(\$80,841.86)
TIBCO SOFTWARE INC CUSIP: 886320103	3 700.00	02/26/06	08/19/08	\$26,130.92		\$29,835.73	\$1,504.81
TRIUMPH GROUP INC CUSIP: 888818101	1 100.00	01/25/08	08/19/08	\$55,335.00		\$60,659.65	\$5,324.65
WEBSTER FINANCIAL CORP CUSIP: 847890109	1 200.00	01/24/08	06/11/08	\$34,853.00		\$24,373.34	(\$10,509.66)
WILEY JOHN & SONS CL A CUSIP: 888223206	1 700.00	02/15/08	08/19/08	\$66,176.99		\$79,455.80	\$13,278.91
XEROX CORP CUSIP: 884121103	2 800.00	09/28/07	07/24/08	\$44,889.75		\$35,488.63	(\$9,401.12)
XEROX CORP CUSIP: 884121103	1 800.00	02/27/08	07/30/08	\$27,263.48		\$23,836.84	(\$3,826.64)
XEROX CORP CUSIP: 884121103	2 900.00	03/18/08	07/30/08	\$43,332.74		\$38,081.59	(\$5,251.15)
XEROX CORP CUSIP: 884121103	1 900.00	11/21/07	07/30/08	\$30,748.05		\$24,950.00	(\$5,798.05)
XEROX CORP CUSIP: 884121103	4 600.00	09/28/07	07/30/08	\$79,384.93		\$60,406.26	(\$18,979.67)
ROYAL CARIBBEAN CRUISES CUSIP: V7780T103	2 000.00	08/28/07	08/19/08	\$76,095.00		\$54,103.79	(\$21,991.21)
ROYAL CARIBBEAN CRUISES CUSIP: V7780T103	900.00	02/29/08	08/19/08	\$32,817.81		\$24,348.70	(\$8,271.11)
ROYAL CARIBBEAN CRUISES CUSIP: V7780T103	1 600.00	01/22/08	08/19/08	\$55,343.72		\$43,283.03	(\$12,060.69)
ROYAL CARIBBEAN CRUISES CUSIP: V7780T103	4 100.00	07/29/08	08/19/08	\$108,083.43		\$110,912.80	\$4,849.37

7400.98

As Amended

**STIFEL
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SHORT TERM CAPITAL GAIN/(LOSS)

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ROYAL CARIBBEAN CRUISES CUSIP: V7780T103	1 000.00	03/18/08	08/19/08	\$31,815.00		\$27,051.89	(\$4,563.11)
ROYAL CARIBBEAN CRUISES CUSIP: V7780T103	1 800.00	09/28/07	08/19/08	\$70,453.22		\$46,893.41	(\$21,759.81)
990 PF Part IV				\$3,752,264.20	\$3,752,264.20	\$3,056,830.21	(\$695,333.99)

LONG TERM CAPITAL GAIN/(LOSS)

DESCRIPTION	QUANTITY	DATE ACQUIRED	DATE SOLD	ORIGINAL COST BASIS	ADJUSTED COST BASIS	PROCEEDS	GAIN/(LOSS)
AVID TECHNOLOGY INC CUSIP: 05387P100	3 100.00	12/27/08	08/19/08	\$118,734.28		\$72,281.74	(\$44,452.52)
BANK OF HAWAII CORP CUSIP: 062540109	2 100.00	02/02/05	08/19/08	\$102,332.86		\$109,732.37	\$7,399.41
BANK OF HAWAII CORP CUSIP: 062540109	2 100.00	02/23/05	08/19/08	\$95,345.00		\$108,732.39	\$14,387.39
BEA SYSTEMS INC CUSIP: 073325102	9 900.00	01/19/05	04/26/08	\$83,870.64		\$188,093.94	\$104,223.30
BEA SYSTEMS INC CUSIP: 073325102	2 700.00	02/17/05	05/01/08	\$21,865.28		\$52,312.50	\$30,447.22
BEA SYSTEMS INC CUSIP: 073325102	7 900.00	01/19/05	05/01/08	\$88,927.08		\$153,082.50	\$88,135.44
BEAR STEARNS COMPANY CUSIP: 073802108	1 700.00	08/01/05	03/19/08	\$174,425.00		\$10,186.81	(\$164,238.49)
BEAR STEARNS COMPANY CUSIP: 073802108	300.00	01/16/07	03/19/08	\$51,406.80		\$1,797.99	(\$49,608.61)
BEAR STEARNS COMPANY CUSIP: 073802108	700.00	01/24/08	03/19/08	\$85,035.00		\$4,195.27	(\$80,839.73)
BEAR STEARNS COMPANY CUSIP: 073802108	500.00	06/12/08	03/19/08	\$67,424.00		\$2,998.82	(\$64,427.38)
BEAR STEARNS COMPANY CUSIP: 073802108	400.00	09/28/05	03/19/08	\$41,985.00		\$2,387.28	(\$39,587.71)

7400.99

As Amended

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BIO RAD LABS A CUSIP: 090572207	2 300.00	02/23/05	08/19/08	\$112,778.37		\$240,787.64	\$128,009.27
BOYO GAMING CORP CUSIP: 103304101	1 100.00	08/03/05	08/19/08	\$57,258.88		\$11,952.85	(\$45,306.01)
BROADRIDGE FINANCIAL CUSIP: 11133T103	1 250.00	03/21/05	08/19/08	\$21,724.52		\$23,282.36	\$1,557.84
CA INC CUSIP: 12673P105	800.00	04/20/05	08/19/08	\$21,591.00		\$18,888.87	(\$2,702.13)
CA INC CUSIP: 12673P105	1 100.00	04/22/05	08/18/08	\$28,815.00		\$25,973.58	(\$2,841.42)
CA INC CUSIP: 12673P105	500.00	04/26/05	08/19/08	\$21,895.00		\$18,889.87	(\$2,805.13)
CA INC CUSIP: 12673P105	1 900.00	04/29/05	08/19/08	\$50,843.30		\$44,883.48	(\$5,959.82)
CA INC CUSIP: 12673P105	1 100.00	06/08/05	08/19/08	\$29,760.00		\$25,973.64	(\$3,786.36)
CA INC CUSIP: 12673P105	12 000.00	03/11/05	08/19/08	\$336,605.00		\$283,348.18	(\$53,256.82)
CA INC CUSIP: 12673P105	4 200.00	03/17/05	08/19/08	\$117,227.00		\$88,171.86	(\$29,055.14)
CA INC CUSIP: 12673P105	3 900.00	03/18/05	08/19/08	\$107,840.00		\$82,088.18	(\$25,751.82)
CA INC CUSIP: 12673P105	4 000.00	03/31/05	08/19/08	\$107,980.20		\$94,449.39	(\$13,530.81)
CHITTENDEN CORP CUSIP: 170CSH985	2 000.00	01/18/05	01/08/08	\$53,801.60		\$71,272.00	\$17,470.40
CHITTENDEN CORP CUSIP: 170CSH985	1 800.00	01/19/05	01/08/08	\$48,895.00		\$84,144.80	\$35,249.80
DUNDEE CORP CL A SUB VTG CUSIP: 284901109	6 300.00	08/12/07	08/19/08	\$128,845.50		\$73,753.85	(\$55,091.65)
EASTMAN KODAK COMPANY CUSIP: 277481109	2 500.00	02/28/07	08/19/08	\$81,130.00		\$39,423.64	(\$41,706.36)

7100.187

As Amended

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LONG TERM CAPITAL GAIN(LOSS)

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EASTMAN KODAK COMPANY CUSIP: 277461109	2 100.00	05/04/08	08/19/08	\$54,643.64		\$33,115.85	(\$21,527.79)
EASTMAN KODAK COMPANY CUSIP: 277461109	6 500.00	05/09/05	08/19/08	\$167,341.85		\$102,501.47	(\$64,840.38)
EASTMAN KODAK COMPANY CUSIP: 277461109	480.00	11/19/04	08/19/08	\$14,983.82		\$7,253.85	(\$7,729.97)
EASTMAN KODAK COMPANY CUSIP: 277461109	490.00	10/28/04	08/19/08	\$14,775.17		\$7,727.03	(\$7,048.14)
EASTMAN KODAK COMPANY CUSIP: 277461109	50.00	09/20/04	08/19/08	\$1,574.50		\$788.47	(\$786.03)
EASTMAN KODAK COMPANY CUSIP: 277461109	1 250.00	09/09/04	08/19/08	\$37,329.00		\$19,711.82	(\$17,617.18)
FIRST NIAGARA FNL GROUP CUSIP: 33582V108	8 000.00	11/18/08	07/29/08	\$119,692.20		\$108,493.18	(\$11,199.02)
FOREST CTY ENTRPRSE CL A CUSIP: 345550107	1 200.00	06/27/07	07/17/08	\$73,853.48		\$33,452.28	(\$40,401.21)
FOREST CTY ENTRPRSE CL A CUSIP: 345550107	500.00	06/28/07	07/17/08	\$30,738.90		\$13,838.45	(\$16,900.45)
FOREST CTY ENTRPRSE CL A CUSIP: 345550107	1 200.00	06/27/07	07/02/08	\$73,853.51		\$37,487.78	(\$36,365.73)
FOREST CITY ENTRPRS CVCLB CUSIP: 345550305	1 000.00	06/28/07	08/14/08	\$81,651.40		\$28,540.83	(\$53,110.57)
FULTON FINANCIAL CORP PA CUSIP: 360271100	8 300.00	05/29/07	08/19/08	\$124,730.76		\$87,020.51	(\$37,710.25)
HARRAHS ENTMTNT INC CUSIP: 413619107	1 500.00	01/20/05	01/29/08	\$97,415.00		\$135,000.00	\$37,585.00
HARRAHS ENTMTNT INC CUSIP: 413619107	800.00	07/05/05	01/29/08	\$58,385.84		\$72,000.00	\$13,614.16
HARRAHS ENTMTNT INC CUSIP: 413619107	1 000.00	06/28/06	01/29/08	\$70,235.00		\$90,000.00	\$19,765.00
HARRAHS ENTMTNT INC CUSIP: 413619107	1 900.00	10/27/05	01/29/08	\$111,682.82		\$171,000.00	\$59,317.18

7400.101

As Amended

**STIFEL
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2008 SUPPLEMENTAL INFORMATION

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LONG TERM CAPITAL GAIN/(LOSS)

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HEARST ARGYLE TELEVSN CUSIP: 422317107	2 100.00	04/26/05	08/19/08	\$53,135.00		\$42,984.90	(\$10,170.02)
HEARST ARGYLE TELEVSN CUSIP: 422317107	5 200.00	08/03/06	08/19/08	\$108,420.84		\$108,389.49	(\$2,031.35)
HEARST ARGYLE TELEVSN CUSIP: 422317107	2 500.00	02/11/05	08/19/08	\$64,506.00		\$51,148.79	(\$13,357.21)
HEARST ARGYLE TELEVSN CUSIP: 422317107	310.00	08/14/04	08/19/08	\$7,891.10		\$6,342.45	(\$1,548.65)
HEARST ARGYLE TELEVSN CUSIP: 422317107	80.00	09/20/04	08/19/08	\$2,023.20		\$1,838.78	(\$184.42)
HEARST ARGYLE TELEVSN CUSIP: 422317107	1 550.00	09/09/04	08/19/08	\$38,599.03		\$31,712.25	(\$6,886.78)
HEWLETT-PACKARD COMPANY CUSIP: 428236103	3 800.00	02/18/05	08/19/08	\$79,644.84		\$185,484.78	\$85,820.14
HEWLETT-PACKARD COMPANY CUSIP: 428236103	5 100.00	01/11/05	08/19/08	\$101,648.00		\$222,071.15	\$120,423.15
HEWLETT-PACKARD COMPANY CUSIP: 428236103	6 100.00	01/03/05	08/19/08	\$129,447.00		\$285,814.51	\$156,367.51
HEWLETT-PACKARD COMPANY CUSIP: 428236103	1 000.00	01/07/05	08/19/08	\$20,885.00		\$43,543.38	\$22,658.38
HEWLETT-PACKARD COMPANY CUSIP: 428236103	3 000.00	03/17/05	08/19/08	\$61,205.00		\$130,830.09	\$69,625.09
HEWLETT-PACKARD COMPANY CUSIP: 428236103	100.00	03/18/05	08/19/08	\$2,089.00		\$4,354.36	\$2,265.36
HUNTINGTON BANCSHARES IN CUSIP: 448150104	4 282.00	01/28/05	01/28/08	\$96,559.10		\$54,481.86	(\$42,077.24)
INDEPENDENT BANK CORP MA CUSIP: 453836108	700.00	02/07/05	08/19/08	\$21,388.99		\$18,838.90	(\$2,428.09)
INDEPENDENT BANK CORP MA CUSIP: 453836108	3 000.00	02/08/05	08/19/08	\$93,091.40		\$81,188.78	(\$11,924.64)
INTERNATIONAL GAME TECHN CUSIP: 458802102	1 400.00	02/11/05	08/19/08	\$43,488.00		\$30,228.01	(\$13,260.99)

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As Amended

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LONG TERM CAPITAL GAIN/(LOSS)

DESCRIPTION	QUANTITY	DATE ACQUIRED	DATE SOLD	ORIGINAL COST BASIS	ADJUSTED COST BASIS	PROCEEDS	GAIN/(LOSS)
INTERNATIONAL GAME TECHN CUSIP: 459902102	2 500.00	01/11/05	08/19/08	\$82,880.00		\$63,978.60	(\$28,901.40)
INTERNATIONAL GAME TECHN CUSIP: 459902102	2 200.00	01/21/05	08/19/08	\$85,829.00		\$47,501.17	(\$18,327.83)
INTERNATIONAL GAME TECHN CUSIP: 459902102	410.00	01/07/05	08/18/08	\$13,669.40		\$8,852.49	(\$4,816.91)
LEHMAN BROS HOLDINGS INC CUSIP: 524908100	1 400.00	06/13/06	01/18/08	\$88,873.19		\$75,197.08	(\$11,676.11)
LEHMAN BROS HOLDINGS INC CUSIP: 524908100	700.00	01/18/07	01/23/08	\$58,260.98		\$39,585.28	(\$18,675.70)
LEHMAN BROS HOLDINGS INC CUSIP: 524908100	800.00	06/13/06	01/23/08	\$49,841.81		\$45,240.32	(\$4,601.49)
MGM MIRAGE CUSIP: 552953101	2 400.00	12/28/08	08/19/08	\$136,925.00		\$88,700.05	(\$70,224.95)
MGM MIRAGE CUSIP: 552953101	3 230.00	02/23/05	08/19/08	\$121,208.98		\$89,767.15	(\$31,441.83)
MGM MIRAGE CUSIP: 552953101	700.00	07/18/07	08/19/08	\$80,605.00		\$19,454.18	(\$41,150.82)
MGM MIRAGE CUSIP: 552953101	1 500.00	08/20/07	08/19/08	\$120,385.00		\$41,667.53	(\$78,707.47)
MGM MIRAGE CUSIP: 552953101	1 200.00	05/11/07	08/19/08	\$75,853.00		\$33,350.02	(\$42,302.98)
MGM MIRAGE CUSIP: 552953101	1 770.00	02/23/05	02/28/08	\$68,421.02		\$141,600.00	\$75,178.98
MENTOR GRAPHICS CORP CUSIP: 557200106	8 600.00	05/29/07	08/19/08	\$125,135.00		\$90,399.84	(\$34,735.36)
MINE SAFETY APPLIANCE CUSIP: 602720104	2 800.00	03/01/05	08/19/08	\$112,201.00		\$103,459.42	(\$8,741.58)
MOTOROLA INCORPORATED CUSIP: 620076109	1 900.00	08/17/07	08/19/08	\$30,853.15		\$18,271.04	(\$12,682.11)
MOTOROLA INCORPORATED CUSIP: 620076109	4 100.00	08/09/07	08/19/08	\$69,810.00		\$39,428.98	(\$30,483.02)

7400.103

As Amended

**STIFEL
NICOLAUS**One Financial Plaza
501 North Broadway
St. Louis, MO 63102MICHAEL LOYND TRUST ADMIN
INTERCO CHARITABLE TR

2008 SUPPLEMENTAL INFORMATION

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FEDERAL ID. NO: 43-0538770

TAXPAYER ID: 31-1593436

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LONG TERM CAPITAL GAIN(LOSS)

DESCRIPTION	QUANTITY	DATE ACQUIRED	DATE SOLD	ORIGINAL COST BASIS	ADJUSTED COST BASIS	PROCEEDS	GAIN/(LOSS)
MOTOROLA INCORPORATED CUSIP: 020076109	10 000.00	05/24/07	08/19/08	\$184,607.00		\$96,163.37	(\$88,443.63)
NORTHERN TRUST CORP CUSIP: 665859104	2 000.00	01/24/07	08/19/08	\$120,784.80		\$151,298.87	\$30,512.27
NORTHERN TRUST CORP CUSIP: 665859104	1 900.00	05/25/07	08/19/08	\$122,221.17		\$143,732.03	\$21,510.86
NOVELLUS SYSTEMS INC CUSIP: 670006101	4 400.00	08/15/07	08/19/08	\$113,217.00		\$96,030.15	(\$17,186.85)
PROVIDENT FINL SVCS INC CUSIP: 74388T105	1 500.00	01/03/05	08/19/08	\$28,951.70		\$22,348.53	(\$6,603.17)
PROVIDENT FINL SVCS INC CUSIP: 74388T105	2 800.00	01/03/05	07/29/08	\$55,973.30		\$42,105.05	(\$13,868.25)
RAYMOND JAMES FINANCIAL CUSIP: 754730109	3 800.00	08/24/06	08/19/08	\$105,845.00		\$116,311.28	\$10,466.28
SHUFFLE MASTER INC CUSIP: 826549108	6 000.00	02/27/07	08/19/08	\$103,211.00		\$24,245.88	(\$78,965.14)
SYMANTEC CORP CUSIP: 871503108	1 800.00	01/11/08	08/19/08	\$35,052.08		\$38,764.55	\$3,702.47
SYMANTEC CORP CUSIP: 871503108	4 700.00	01/04/06	08/19/08	\$81,987.57		\$101,182.44	\$19,204.87
SYMANTEC CORP CUSIP: 871503108	3 100.00	05/12/08	08/18/08	\$52,984.00		\$68,743.95	\$13,759.95
SYMANTEC CORP CUSIP: 871503108	1 800.00	05/15/08	08/19/08	\$30,491.06		\$38,764.57	\$8,283.51
SYMANTEC CORP CUSIP: 871503108	8 431.00	05/05/05	08/18/08	\$163,133.00		\$181,522.01	\$18,389.01
TIBCO SOFTWARE INC CUSIP: 88632Q103	6 500.00	04/19/07	08/19/08	\$61,365.00		\$52,082.74	(\$9,302.26)
TIBCO SOFTWARE INC CUSIP: 88632Q103	6 400.00	04/28/07	08/19/08	\$59,888.80		\$51,281.78	(\$8,704.82)
UNIVERSAL HLTH SVC CL B CUSIP: 913803100	2 800.00	08/10/05	08/19/08	\$147,481.00		\$177,486.00	\$30,005.00

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2008 SUPPLEMENTAL INFORMATION

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FEDERAL ID. NO: 43-0538770

TAXPAYER ID: 31-1593436

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LONG TERM CAPITAL GAIN/(LOSS)

DESCRIPTION	QUANTITY	DATE ACQUIRED	DATE SOLD	ORIGINAL COST BASIS	ADJUSTED COST BASIS	PROCEEDS	GAIN/(LOSS)
VALLEY NATIONAL BANCORP CUSIP: 919794107	4 961.00	08/27/08	05/09/08	\$118,553.20		\$88,789.45	(\$27,763.75)
WEBSTER FINANCIAL CORP CUSIP: 947890109	1 000.00	02/02/05	08/11/08	\$44,273.33		\$20,311.10	(\$23,962.23)
WEBSTER FINANCIAL CORP CUSIP: 947890109	500.00	02/02/05	08/06/08	\$22,138.87		\$10,382.21	(\$11,756.66)
WEBSTER FINANCIAL CORP CUSIP: 947890109	900.00	01/07/05	06/06/08	\$43,349.00		\$18,687.88	(\$24,661.12)
WILEY JOHN & SONS CL A CUSIP: 968223206	3 200.00	02/08/05	08/19/08	\$110,557.00		\$149,584.00	\$39,027.00
WILEY JOHN & SONS CL A CUSIP: 968223206	900.00	07/23/07	08/19/08	\$41,495.00		\$42,084.87	\$589.87
WILEY JOHN & SONS CL A CUSIP: 968223206	1 300.00	07/24/07	08/19/08	\$57,807.87		\$80,760.37	\$22,952.50
WINDSTREAM CORP CUSIP: 97381W104	516.35	02/10/08	08/19/08	\$5,379.41		\$6,310.88	\$931.47
WINDSTREAM CORP CUSIP: 97381W104	2 481.42	02/08/05	08/19/08	\$24,208.05		\$30,371.58	\$6,163.53
WINDSTREAM CORP CUSIP: 97381W104	5 189.63	01/10/05	08/19/08	\$48,523.10		\$63,274.09	\$14,750.99
WINDSTREAM CORP CUSIP: 97381W104	413.57	01/28/05	08/19/08	\$3,982.63		\$5,061.82	\$1,079.19
WINDSTREAM CORP CUSIP: 97381W104	5 273.03	01/03/05	08/19/08	\$55,324.27		\$64,539.57	\$9,215.30
ROYAL CARIBBEAN CRUISES CUSIP: V7760T103	3 000.00	02/27/07	08/19/08	\$123,709.10		\$81,155.88	(\$42,553.22)
ROYAL CARIBBEAN CRUISES CUSIP: V7760T103	2 700.00	08/12/07	08/12/08	\$115,378.00		\$73,040.11	(\$42,337.89)

990 PF Part IV ————— \$7,808,480.78 \$7,808,480.78 \$7,168,591.08 (\$637,889.70)

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As Amended

Smith Barney Reserved Client Statement 2008 Year End Summary

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Ref: 00004588 00030692

U.S. BANK, N.A. ATAL TTEES
Account Number 397-71768-

Details of Short Term Gain (Loss) 2008

This section shows your sales of securities during the year. The "Sale Proceeds" column excludes any accrued income you may have received. In addition, although cash in lieu less than \$20 is not included on Form 1099-B (if applicable), it is included in this section. Please note, this material is being prepared for informational purposes only and should not be used for tax preparation without the assistance of your tax advisor.

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000100	47	ALUMINUM CORP OF CHINA ADR	10/01/08	11/07/08	\$ 436.78	\$ 709.07	(\$ 272.29)	
125000200	3	AMERICA MOVIL S.A.B DE CV SER L SPONS ADR	10/01/08	10/01/08	137.56	138.13	(.57)	
125000300	3	AMERICA MOVIL S.A.B DE CV SER L SPONS ADR	10/01/08	10/07/08	113.74	138.13	(24.39)	
125000400	8	AMERICA MOVIL S.A.B DE CV SER L SPONS ADR	10/01/08	10/29/08	230.52	368.34	(137.82)	
125000500	3	ARACRUZ CELULOSE SA SP ADR	10/01/08	10/20/08	48.00	105.68	(57.68)	
125000600	13	BANCO BRADESCO SPONS ADR (NEW)	10/01/08	11/04/08	170.22	206.56	(36.34)	
125000700	58 10 12 11	BANCO BRADESCO SPONS ADR (NEW)	10/01/08 10/01/08 10/09/08 10/20/08	12/04/08	553.59 95.45 114.54 104.99	921.56 161.24 139.04 133.29	(367.97) (65.79) (24.50) (28.30)	
125000800	3 111	BANCO BRADESCO SPONS ADR (NEW)	10/20/08 11/07/08	12/08/08	30.78 1,138.74	36.35 1,228.55	(5.57) (89.81)	
125000900	2	BANCO SANTANDER-CHILE-CLP ADR	10/02/08	11/10/08	74.65	83.08	(8.43)	
125001000	23	IPATH MSCI INDIA ETN	10/01/08	12/04/08	657.19	1,054.23	(397.04)	
125001100	4	BRASIL TELECOM PARTICIPACO SA SPONSORED ADR	10/01/08	12/09/08	173.38	197.48	(24.10)	
125001200	20	CHINA LIFE INSURANCE CO LTD-SPONSORED ADR	10/01/08	11/24/08	784.52	1,116.67	(332.15)	
125001300	36	CHINA MOBILE LTD SPONSORED ADR	10/01/08	11/24/08	1,621.52	1,807.76	(186.24)	
125001400	23	CHINA MOBILE LTD SPONSORED ADR	10/01/08	12/03/08	1,093.45	1,154.96	(61.51)	
125001500	52 24	CHINA MOBILE LTD SPONSORED ADR	10/01/08 11/07/08	12/08/08	2,762.45 1,274.97	2,611.20 1,024.03	151.25 250.94	
125001600	1	CHINA MOBILE LTD SPONSORED ADR	11/07/08	12/11/08	52.79	42.67	10.12	

As Amended

2008 YEAR END SUMMARY

Ref: 00004588 00030393

U.S. BANK, N.A. ATAL TTEES
Account Number 397-71768-

Details of Short Term Gain (Loss) 2008 - continued

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125001700	.1202 .3297	CHUNGWA TELECOM CO LTD SPONS ADR	10/01/08 11/07/08	12/10/08	\$ 1.91 5.23	\$ 2.35 4.86	(\$.44)	.37
		CASH IN LIEU OF .44991						
		RECORD 10/17/08 PAY 12/10/08						
125001800	12	COMPANHIA ENERGETICA DE MINAS SP ADR	10/01/08	10/31/08	188.14	242.12	(53.98)	
125001900	23 7 4	COMPANHIA ENERGETICA DE MINAS SP ADR	10/01/08 10/09/08 10/14/08	11/13/08	345.35 105.11 60.06	484.06 102.41 64.36	(118.71) (4.30)	2.70
125002000	4	COMPANHIA DE BEBIDAS DAS AMERS SPONS ADR	10/09/08	10/20/08	194.32	166.67		27.65
125002100	2	DESARROLLADORA HOMEX S.A DE C.V ADR-USD	10/01/08	10/21/08	54.05	86.32	(32.27)	
125002200	4	DESARROLLADORA HOMEX S.A DE C.V ADR-USD	10/01/08	11/05/08	92.37	172.64	(80.27)	
125002300	10	DESARROLLADORA HOMEX S.A DE C.V ADR-USD	10/01/08	12/30/08	210.54	431.60	(221.06)	
125002400	25	EVRAZ GROUP S A-USD SPONSORED GDR REG S	10/16/08	10/31/08	385.49	371.70		13.79
125002500	19	EXXARO RES LTD SPONSORED ADR	10/01/08	10/14/08	151.50	201.40	(49.90)	
125002600	30	EXXARO RES LTD SPONSORED ADR	10/01/08	10/31/08	184.35	318.00	(133.65)	
125002700	6	FOMENTO ECONOMICO MEXICANO S.A.B DE CV SPONS ADR	10/01/08	10/01/08	224.56	225.24	(.68)	
125002800	7	FOMENTO ECONOMICO MEXICANO S.A.B DE CV SPONS ADR	10/01/08	10/07/08	225.06	262.78	(37.72)	
125002900	46 2	FOMENTO ECONOMICO MEXICANO S.A.B DE CV SPONS ADR	10/01/08 11/07/08	11/28/08	1,280.21 55.68	1,726.84 54.78	(446.63)	.90
125003000	12	GAFISA S A SPON ADR-USD	10/01/08	10/02/08	264.76	285.36	(20.60)	
125003100	170	GAZPROM OAO SPONS ADR	10/01/08	12/10/08	2,695.52	5,253.00	(2,557.48)	
125003200	12 3	GAZPROM OAO SPONS ADR	10/01/08 11/07/08	12/11/08	194.82 48.70	370.80 56.58	(175.98) (7.88)	
125003300	12	GAZPROM OAO SPONS ADR	11/07/08	12/12/08	188.85	226.31	(37.46)	
125003400	75	GERDAU SA SPONS ADR	10/01/08	11/13/08	420.60	811.42	(390.82)	

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Smith Barney Reserved Client Statement 2008 Year End Summary

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Ref: 00004588 00030694

U.S. BANK, N.A. ATAL TTEES
Account Number 397-71768-

Details of Short Term Gain (Loss) 2008 - continued

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125003500	10	GRUPO TELEVISIA SA DE CV SPON ADR	10/01/08	10/15/08	\$ 173.24	\$ 216.80	(\$ 43.56)	
125003600	60	IMPALA PLATINUM HOLDINGS LTD SPONSORED ADR	10/01/08	11/18/08	659.44	1,224.00	(564.56)	
125003700	5		11/07/08		54.95	56.00	(1.05)	
125003700	20	ISHARES MSCI SINGAPORE INDEX FUND	10/01/08	10/09/08	163.89	196.39	(32.50)	
125003800	71	ISHARES MSCI SINGAPORE INDEX FUND	10/01/08	11/13/08	467.15	697.19	(230.04)	
125003900	33	ISHARES MSCI SINGAPORE INDEX FUND	10/01/08	11/17/08	219.51	324.04	(104.53)	
125004000	40		11/07/08		266.07	291.20	(25.13)	
125004000	53	ISHARES MSCI SINGAPORE INDEX FUND	11/07/08	11/24/08	343.98	385.84	(41.86)	
125004100	23	ISHARES MSCI SINGAPORE INDEX FUND	11/07/08	12/30/08	161.93	167.44	(5.51)	
125004200	20	ISHARES MSCI TURKEY	10/01/08	11/13/08	497.09	875.84	(378.75)	
125004300	24	ISHARES MSCI TURKEY	10/01/08	11/25/08	573.05	1,051.01	(477.96)	
125004400	24		11/07/08		573.04	658.85	(85.81)	
125004400	16	ISHARES MSCI SOUTH KOREA INDEX FUND	10/01/08	10/29/08	366.04	630.80	(264.76)	
125004500	33	ISHARES MSCI SOUTH KOREA INDEX FUND	10/01/08	12/03/08	763.95	1,301.04	(537.09)	
125004600	8	ISHARES MSCI SOUTH KOREA INDEX FUND	10/01/08	12/09/08	200.36	315.40	(115.04)	
125004700	79		11/07/08		1,978.58	2,177.46	(198.88)	
125004700	12	ISHARES INC MSCI SOUTH AFRICA INDEX FD	10/01/08	10/30/08	406.02	570.89	(164.87)	
125004800	16	ISHARES INC MSCI SOUTH AFRICA INDEX FD	10/01/08	11/13/08	480.62	761.19	(280.57)	
125004900	19		11/07/08		570.73	606.43	(35.70)	
125004900	14	ISHARES INC MSCI SOUTH AFRICA INDEX FD	11/07/08	12/01/08	461.78	446.85	14.93	
125005000	34	ISHARES TRFTSE XINHAI HK CHINA 25 INDEX	10/01/08	12/17/08	1,053.99	1,159.04	(105.05)	
125005100	19	KB FINANCIAL GROUP INC ADR	10/01/08	10/30/08	505.71	881.88	(376.17)	
125005200	3	MOBILE TELESYSTEMS OJSC SPON ADR	10/01/08	10/15/08	126.14	162.84	(36.70)	
125005300	25	MOBILE TELESYSTEMS OJSC SPON ADR	10/01/08	12/09/08	767.98	1,357.00	(589.02)	

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2008 YEAR END SUMMARY

Smith Barney Reserved Client Statement 2008 Year End Summary

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U.S. BANK, N.A. ATAL TTEES
Account Number 397-71768-

Details of Short Term Gain (Loss) 2008 - continued

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125005400	26	LUKOIL OIL SPONS ADR	10/01/08	11/24/08	\$ 796.34	\$ 1,532.70	(\$ 736.36)	
125005500	20	LUKOIL OIL SPONS ADR	10/01/08	11/24/08	612.57	1,179.00	(566.43)	
125005600	8	VIMPEL COMMUNICATIONS SP ADR	10/01/08	10/20/08	114.10	158.39	(44.29)	
125005700	7	PETROLEO BRASILEIRO SA ADR	10/01/08	10/31/08	148.90	251.05	(102.15)	
125005800	8	PETROLEO BRASILEIRO SA ADR	10/01/08	11/12/08	156.50	286.92	(130.42)	
125005900	1	SAMSUNG ELECTRS LTD GDR	10/14/08	10/28/08	155.35	229.21	(73.86)	
125006000	6	SHINHAN FINANCIAL GRP CO LTD ADR	10/01/08	11/17/08	265.55	424.50	(158.95)	
125006100	231	SILICONWARE PRECISION INDS SPON ADR	10/01/08	12/10/08	907.34	1,312.08	(404.74)	
125006200	42	STERLITE INDUSTRIES INDIA LTD ADS	10/01/08	10/31/08	246.46	374.64	(128.18)	
125006300	34	STERLITE INDUSTRIES INDIA LTD ADS	10/01/08	11/04/08	206.88	303.28	(96.40)	
125006400	22	TENARIS S A	10/01/08	11/26/08	444.55	807.84	(363.29)	
125006500	54	TENARIS S A SPONSORED ADR	11/07/08	12/11/08	282.90	299.24	(16.34)	
125006600	14	TIM PARTICIPACOES S A-BRL SPONS ADR REPSTG PFD	10/01/08	12/08/08	1,149.65	1,154.19	(4.54)	
125006700	32	TURKCELL ILETISM HIZMET ADR	10/01/08	11/13/08	236.26	295.82	(59.56)	64.65
125006800	22	TURKCELL ILETISM HIZMET ADR	10/01/08	11/24/08	421.90	357.25		
125006900	17	TURKCELL ILETISM HIZMET ADR	10/01/08	12/04/08	396.54	513.22	(116.68)	
125007000	7	UNIBANCO UNIAO DE BANCOS BRASILEIROS SA *UBB-USD	10/01/08	11/13/08	271.38	352.84	(81.46)	
125007100	26	URALKALI JSC SPONSORED	10/16/08	11/28/08	240.89	272.65	(31.76)	
125007200	32	URALKALI JSC SPONSORED	11/10/08	12/01/08	387.79	688.97	(301.18)	
125007300	54	URALKALI JSC SPONSORED	11/10/08	12/02/08	193.29	590.91	(397.62)	
					111.52	154.58	(43.06)	
					243.87	329.77	(85.90)	
					390.92	556.49	(165.57)	

As Amended

Smith Barney Reserved
Client Statement
2008 Year End Summary

Ref: 00004588 00030696

U.S. BANK, N.A. ATAL TTEES
Account Number 397-71768-

Details of Short Term Gain (Loss) 2008 continued

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125007400	7	URALKALI JSC SPONSORED	11/10/08	12/04/08	\$ 55.85	\$ 72.14	(\$ 16.29)	
	2	GDR REG S	11/18/08		15.96	9.92		6.04
125007500	45	URALKALI JSC SPONSORED	11/18/08	12/05/08	368.73	223.19		145.54
		GDR REG S						
125007600	41	URALKALI JSC SPONSORED	11/18/08	12/08/08	369.19	203.36		165.83
	35	GDR REG S	11/19/08		315.17	165.18		149.99
125007700	.75	VIVO PARTICIPACOE SA ADR	10/01/08	10/17/08	9.16	12.08	(2.92)	
		REVSPLT 10/17/08 92855S 101001						
125007800	43	VIVO PARTICIPACOE SA ADR	10/01/08	12/05/08	519.53	692.56	(173.03)	15.61
	5		10/23/08		60.41	44.80		
125007900	155	YANZHOU COAL MINING CO LTD	10/01/08	12/08/08	986.20	1,849.18	(862.98)	146.29
	113	SPONS ADR REPSTG H SHS	11/07/08		718.97	572.68		84.20
125008000	36	YANZHOU COAL MINING CO LTD	11/07/08	12/10/08	266.65	182.45		54.30
		SPONS ADR REPSTG H SHS						
125008100	26	YANZHOU COAL MINING CO LTD	11/07/08	12/30/08	186.07	131.77		
		SPONS ADR REPSTG H SHS						
Total					\$ 43,834.41	\$ 58,762.65	(\$ 16,223.24)	\$ 1,305.10

990 DE, Part IV

2008 YEAR END SUMMARY

Corrected Copy as of 02/27/09
Ref: 00019455 00342510

U.S. BANK N.A. ATAL TRUSTEES
Account Number 397-71764

2008 YEAR END SUMMARY

Details of Short-Term Gain (Loss) 2008

This section shows your sales of securities during the year. The "Sale Proceeds" column excludes any accrued income you may have received. In addition, although cash in lieu less than \$20 is not included on Form 1099-B (if applicable), it is included in this section. Please note, this material is being prepared for informational purposes only and should not be used for tax preparation without the assistance of your tax advisor.

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000100	49	WEATHERFORD INTL LTD NEW (BERMUDA)	09/30/08	11/21/08	\$ 481.03	\$ 1,234.63	(\$ 753.60)	

As Amended

Smith Barney Reserved
Client Statement
2008 Year End Summary

Corrected Copy as of 02/27/09
Ref: 00019455 00342511

U.S. BANK N.A. ATAL TRUSTEES
Account Number 397-71764

Details of Short-Term Gain (Loss) 2008 continued

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000200	1	APACHE CORP	09/30/08	11/18/08	\$ 75.26	\$ 104.98	(\$ 29.72)	
125000300	64	BAKER HUGHES INC	09/30/08	12/11/08	1,971.68	3,889.02	(1,917.34)	
125000400	15	BAKER HUGHES INC	09/30/08	12/16/08	453.81	911.49	(457.68)	
	55		11/07/08		1,663.97	1,846.57	(182.60)	
125000500	114	CAMECO CORP	09/30/08	11/24/08	1,710.66	2,503.04	(792.38)	
125000600	14	CAMECO CORP	09/30/08	11/26/08	236.41	307.39	(70.98)	
125000700	13	DRIL QUIP INC	09/30/08	11/24/08	233.51	567.36	(333.85)	
125000800	10	HORNBECK OFFSHORE SERVICES INC	09/30/08	11/18/08	175.80	388.40	(212.60)	
	13		10/20/08		228.55	289.26	(60.71)	
	19		11/07/08		334.03	403.63	(69.60)	
125000900	8	KAISER ALUMINUM CORP	09/30/08	11/18/08	182.33	345.68	(163.35)	
125001000	20	KAISER ALUMINUM CORP	09/30/08	11/21/08	305.88	864.20	(558.32)	
	16		11/07/08		244.71	499.15	(254.44)	
125001100	4	NUCOR CORP	09/30/08	12/03/08	127.12	158.56	(31.44)	
125001200	8	NUCOR CORP	09/30/08	12/12/08	349.23	317.11		32.12
125001300	73	NUCOR CORP	09/30/08	12/31/08	3,404.27	2,893.64		510.63
125001400	5	OCCIDENTAL PETROLEUM CORP-DEL	09/30/08	11/21/08	210.40	352.40	(142.00)	
125001500	72	LUKOIL OIL SPONS ADR	09/30/08	11/21/08	1,966.87	4,309.20	(2,342.33)	
	45		11/07/08		1,229.30	1,734.75	(505.45)	
125001600	32	POSCO SPON ADR	09/30/08	10/02/08	2,585.39	2,970.37	(384.98)	
125001700	30	POSCO SPON ADR	09/30/08	10/31/08	2,069.85	2,784.72	(714.87)	
125001800	21	PETROLEO BRASILEIRO SA ADR	09/30/08	11/24/08	345.09	757.05	(411.96)	
125001900	159	SADIA SA ADR REPSTG PFD SHS	09/30/08	12/12/08	717.89	1,408.74	(690.85)	
125002000	7	SOUTHWESTERN ENERGY CO DEL	09/30/08	11/21/08	164.70	215.09	(50.39)	
125002100	30	SOUTHWESTERN ENERGY CO DEL	09/30/08	11/24/08	899.14	921.80	(22.66)	
125002200	76	SOUTHWESTERN ENERGY CO DEL	09/30/08	12/16/08	2,149.40	2,335.24	(185.84)	
125002300	2	STATOILHYDRO ASA SPONS ADR	09/30/08	12/03/08	31.14	47.74	(16.60)	
125002400	245	STILLWATER MINING CO	09/30/08	10/30/08	906.12	1,419.80	(513.68)	
125002500	205	STILLWATER MINING CO	09/30/08	11/24/08	546.46	1,188.00	(641.54)	
125002600	167	STILLWATER MINING CO	09/30/08	11/25/08	452.03	967.78	(515.75)	

2 0 0 8 Y E A R E N D S U M M A R Y

Corrected Copy as of 02/27/08
Ref: 00019485 00342512

U.S. BANK N.A. ATAL TRUSTEES

Account Number 397-71764-15 350

Details of Short-Term Gain (Loss) 2008 - continued

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125002700	7	STILLWATER MINING CO	09/30/08	11/26/08	\$ 19.57	\$ 40.57	(\$ 21.00)	
125002800	468	STILLWATER MINING CO	09/30/08	12/09/08	1,387.56	2,712.10	(1,324.54)	
125002900	17	STILLWATER MINING CO	09/30/08	12/10/08	58.10	98.52	(40.42)	
	599		11/07/08		2,047.24	2,159.69	(112.45)	
125003000	33	TENARIS S A	09/30/08	11/18/08	762.51	1,224.56	(462.05)	
		SPONSORED ADR						
125003100	28	TENARIS S A	09/30/08	11/24/08	561.01	1,039.02	(478.01)	
		SPONSORED ADR						
125003200	162	TYSON FOODS INC-CL A	09/30/08	11/13/08	821.72	1,940.76	(1,119.04)	
125003300	91	TYSON FOODS INC-CL A	09/30/08	11/24/08	542.81	1,090.18	(547.37)	
125003400	98	TYSON FOODS INC-CL A	09/30/08	11/25/08	592.98	1,174.04	(581.06)	
125003500	12	TYSON FOODS INC-CL A	10/20/08	11/26/08	82.81	138.01	(55.20)	
	98		11/07/08		676.24	753.43	(77.19)	
125003600	218	TYSON FOODS INC-CL A	11/07/08	12/16/08	1,681.36	1,676.01	5.35	
125003700	3	ULTRA PETROLEUM CORP-CAD	09/30/08	11/21/08	105.01	169.10	(64.09)	
125003800	11	ULTRA PETROLEUM CORP-CAD	09/30/08	11/24/08	437.41	620.02	(182.61)	
Total					\$ 36,228.36	\$ 53,772.80	(\$ 18,092.54)	\$ 548.10

990 PF, Part IV

2 0 0 8 Y E A R E N D S U M M A R Y

TAX YEAR 2008

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Date Prepared: February 12, 2009

Account Number: 8523
Taxpayer ID Number: 31-1593436

INVESTMENT ACTIVITY

Investment Activity for 2008 - Stocks

Activity	Quantity	Security Description	Trade Date	Settle Date	Price	Net Amount
BUY	350.0000	A A R CORPORATION	09/08/08	09/11/08	15.7854	\$ (5,528.39)
BUY	425.0000	A A R CORPORATION	09/09/08	09/12/08	15.4895	(6,587.29)
BUY	575.0000	A A R CORPORATION	09/22/08	09/24/08	18.0465	(10,382.49)
BUY	450.0000	A A R CORPORATION	10/13/08	10/16/08	11.2121	(5,049.95)
BUY	125.0000	A A R CORPORATION	10/17/08	10/22/08	12.6700	(1,585.00)
BUY	75.0000	A A R CORPORATION	11/10/08	11/14/08	15.3700	(1,153.50)
BUY	275.0000	A A R CORPORATION	11/13/08	11/18/08	14.5121	(3,993.58)
SALE	225.0000	A A R CORPORATION	12/12/08	12/17/08	15.4024	3,463.27
SALE	2,050.0000	A A R CORPORATION	12/19/08	12/22/08	14.6005	29,910.35
BUY	4,400.0000	AEHR TEST SYSTEMS	09/08/08	09/11/08	4.0492	(17,860.48)
BUY	5,350.0000	AEHR TEST SYSTEMS	09/11/08	09/16/08	3.8939	(20,885.87)
BUY	125.0000	AEHR TEST SYSTEMS	09/29/08	10/02/08	3.3256	(416.95)
BUY	500.0000	AEHR TEST SYSTEMS	10/02/08	10/03/08	3.5264	(1,768.20)
BUY	825.0000	AEHR TEST SYSTEMS	12/01/08	12/03/08	2.1900	(1,815.00)
SALE	3,100.0000	AEHR TEST SYSTEMS	12/30/08	01/02/09	2.1074	6,439.90
SALE	4,000.0000	AEHR TEST SYSTEMS	12/31/08	01/05/09	2.0138	7,935.15
SALE	4,100.0000	AEHR TEST SYSTEMS	12/31/08	01/06/09	2.0351	8,220.86
BUY	1,800.0000	ALADDIN KNOWLDG SYS ORDF	09/29/08	09/30/08	13.2375	(23,899.50)
BUY	1,125.0000	ALADDIN KNOWLDG SYS ORDF	10/02/08	10/03/08	13.3527	(15,033.04)
BUY	550.0000	ALADDIN KNOWLDG SYS ORDF	10/06/08	10/09/08	12.1387	(6,681.79)
BUY	450.0000	ALADDIN KNOWLDG SYS ORDF	10/09/08	10/14/08	10.5432	(4,748.94)
BUY	325.0000	ALADDIN KNOWLDG SYS ORDF	10/13/08	10/16/08	9.4856	(3,086.07)
BUY	200.0000	ALADDIN KNOWLDG SYS ORDF	10/20/08	10/23/08	12.0699	(2,415.98)
BUY	500.0000	ALADDIN KNOWLDG SYS ORDF	10/27/08	10/30/08	10.6920	(5,351.00)
BUY	200.0000	ALADDIN KNOWLDG SYS ORDF	10/31/08	11/05/08	11.0900	(2,220.00)
BUY	175.0000	ALADDIN KNOWLDG SYS ORDF	11/07/08	11/12/08	10.1600	(1,779.75)
BUY	200.0000	ALADDIN KNOWLDG SYS ORDF	11/11/08	11/14/08	9.7866	(1,959.32)
BUY	650.0000	ALADDIN KNOWLDG SYS ORDF	11/26/08	12/02/08	7.3516	(4,785.04)
BUY	400.0000	ALADDIN KNOWLDG SYS ORDF	12/01/08	12/03/08	7.5453	(3,022.12)
BUY	225.0000	ALADDIN KNOWLDG SYS ORDF	12/03/08	12/08/08	7.0686	(1,592.69)
BUY	175.0000	ALADDIN KNOWLDG SYS ORDF	12/05/08	12/10/08	7.0700	(1,239.00)
SALE	6,975.0000	ALADDIN KNOWLDG SYS ORDF	12/31/08	01/06/09	6.0439	41,876.96
BUY	625.0000	AMERICAN PACIFIC CORP	09/08/08	09/11/08	15.6622	(9,795.13)
BUY	625.0000	AMERICAN PACIFIC CORP	09/09/08	09/12/08	15.8236	(9,896.00)
BUY	525.0000	AMERICAN PACIFIC CORP	09/26/08	09/26/08	13.8400	(7,271.25)
BUY	350.0000	AMERICAN PACIFIC CORP	10/16/08	10/21/08	10.6162	(3,719.17)
BUY	150.0000	AMERICAN PACIFIC CORP	10/20/08	10/23/08	12.4668	(1,871.52)
BUY	775.0000	AMERICAN PACIFIC CORP	10/31/08	11/05/08	11.4965	(8,917.54)
BUY	175.0000	AMERICAN PACIFIC CORP	11/17/08	11/20/08	10.3793	(1,818.13)
BUY	125.0000	AMERICAN PACIFIC CORP	11/18/08	11/21/08	10.0000	(1,251.25)

Keep this statement for your records.

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TAX YEAR 2008

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Date Prepared: February 12, 2009

Account Number: 8523
Taxpayer ID Number: 31-1593436

INVESTMENT ACTIVITY (continued)

Investment Activity for 2008 - Stocks (continued)						
Activity	Quantity	Security Description	Trade Date	Settle Date	Price	Net Amount
BUY	350.0000	AMERICAN PACIFIC CORP	12/01/08	12/03/08	9.9120	(3,472.70)
SALE	375.0000	AMERICAN PACIFIC CORP	12/08/08	12/11/08	10.5875	3,966.53
SALE	1,100.0000	AMERICAN PACIFIC CORP	12/30/08	01/02/09	8.0036	8,770.91
SALE	960.0000	AMERICAN PACIFIC CORP	12/30/08	01/02/09	8.0000	7,651.15
SALE	1,265.0000	AMERICAN PACIFIC CORP	12/31/08	01/05/09	7.7750	9,797.37
BUY	450.0000	AMERIGROUP CORP	10/13/08	10/16/08	19.5112	(8,784.54)
BUY	475.0000	AMERIGROUP CORP	10/13/08	10/16/08	17.9863	(8,548.24)
BUY	250.0000	AMERIGROUP CORP	10/15/08	10/17/08	20.9916	(5,250.40)
BUY	250.0000	AMERIGROUP CORP	10/16/08	10/21/08	18.2655	(4,568.88)
BUY	250.0000	AMERIGROUP CORP	10/27/08	10/30/08	19.7928	(4,950.70)
BUY	250.0000	AMERIGROUP CORP	11/07/08	11/13/08	25.0174	(6,256.85)
BUY	150.0000	AMERIGROUP CORP	11/13/08	11/18/08	23.5536	(3,534.54)
BUY	125.0000	AMERIGROUP CORP	11/17/08	11/20/08	22.6900	(2,837.50)
SALE	300.0000	AMERIGROUP CORP	12/01/08	12/03/08	24.2855	7,282.60
SALE	1,900.0000	AMERIGROUP CORP	12/18/08	12/23/08	26.8938	51,078.93
BUY	2,250.0000	AMTECH SYSTEMS INC NEW	09/08/08	09/11/08	10.5760	(23,818.50)
BUY	2,250.0000	AMTECH SYSTEMS INC NEW	09/09/08	09/12/08	10.2287	(23,037.08)
BUY	325.0000	AMTECH SYSTEMS INC NEW	10/02/08	10/03/08	9.3100	(3,029.00)
BUY	575.0000	AMTECH SYSTEMS INC NEW	10/06/08	10/09/08	9.0201	(5,192.31)
BUY	625.0000	AMTECH SYSTEMS INC NEW	10/13/08	10/16/08	7.6487	(4,786.69)
BUY	275.0000	AMTECH SYSTEMS INC NEW	10/16/08	10/21/08	7.4964	(2,064.26)
BUY	700.0000	AMTECH SYSTEMS INC NEW	10/31/08	11/05/08	6.3701	(4,466.07)
BUY	375.0000	AMTECH SYSTEMS INC NEW	11/11/08	11/14/08	5.6506	(2,122.73)
BUY	925.0000	AMTECH SYSTEMS INC NEW	11/13/08	11/18/08	4.4000	(4,079.25)
BUY	500.0000	AMTECH SYSTEMS INC NEW	11/20/08	11/25/08	3.0000	(1,505.00)
BUY	750.0000	AMTECH SYSTEMS INC NEW	11/21/08	11/26/08	2.4600	(1,852.50)
BUY	350.0000	AMTECH SYSTEMS INC NEW	12/01/08	12/03/08	3.4700	(1,218.00)
BUY	250.0000	AMTECH SYSTEMS INC NEW	12/03/08	12/08/08	3.4350	(861.25)
BUY	500.0000	AMTECH SYSTEMS INC NEW	12/05/08	12/10/08	3.4800	(1,745.00)
SALE	1,450.0000	AMTECH SYSTEMS INC NEW	12/12/08	12/16/08	3.7486	5,391.93
SALE	300.0000	AMTECH SYSTEMS INC NEW	12/18/08	12/23/08	4.0000	1,190.99
SALE	3,050.0000	AMTECH SYSTEMS INC NEW	12/19/08	12/22/08	3.9197	11,924.52
SALE	5,850.0000	AMTECH SYSTEMS INC NEW	12/22/08	12/24/08	3.5759	20,743.40
BUY	600.0000	APT INVT & MGMT A	11/03/08	11/06/08	15.2289	(9,155.34)
BUY	275.0000	APT INVT & MGMT A	11/21/08	11/26/08	9.0244	(2,484.46)
BUY	75.0000	APT INVT & MGMT A	11/25/08	12/01/08	11.4885	(862.39)
BUY	175.0000	APT INVT & MGMT A	11/26/08	12/02/08	11.4786	(2,010.51)
BUY	175.0000	APT INVT & MGMT A	12/02/08	12/05/08	10.9550	(1,918.88)
SALE	1,300.0000	APT INVT & MGMT A	12/18/08	12/23/08	13.1923	17,136.89
BUY	475.0000	ARGO GROUP INTL HLDGS F	11/26/08	12/02/08	30.0956	(14,300.16)

Keep this statement for your records.

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As Amended

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P. 5 NO.3693

ARGENT CAPITAL MANAGEMENT
HEARTLAND TEAM 8772832723

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TAX YEAR 2008

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Date Prepared: February 12, 2009

Account Number: 8523
Taxpayer ID Number: 31-1593436

INVESTMENT ACTIVITY (continued)

Investment Activity for 2008 - Stocks (continued)

Activity	Quantity	Security Description	Trade Date	Settle Date	Price	Net Amount
BUY	125.0000	ARGO GROUP INTL HLDGS F	12/03/08	12/08/08	31.0521	(3,882.76)
BUY	75.0000	ARGO GROUP INTL HLDGS F	12/05/08	12/10/08	32.3853	(2,429.65)
SALE	675.0000	ARGO GROUP INTL HLDGS F	12/18/08	12/23/08	32.8007	22,120.09
BUY	750.0000	ASSOCIATED BANC CORP WIS	09/08/08	09/11/08	18.8695	(14,159.63)
BUY	825.0000	ASSOCIATED BANC CORP WIS	09/09/08	09/12/08	19.0743	(15,744.55)
SALE	600.0000	ASSOCIATED BANC CORP WIS	09/22/08	09/25/08	24.2663	14,553.69
SALE	500.0000	ASSOCIATED BANC CORP WIS	10/06/08	10/09/08	20.5306	10,260.24
SALE	475.0000	ASSOCIATED BANC CORP WIS	10/07/08	10/10/08	19.3864	9,203.73
BUY	625.0000	ASSURED GUARANTY LTD F	09/08/08	09/11/08	19.7554	(12,353.38)
BUY	650.0000	ASSURED GUARANTY LTD F	09/09/08	09/12/08	19.8401	(12,902.57)
SALE	800.0000	ASSURED GUARANTY LTD F	09/15/08	09/18/08	16.7516	13,393.20
SALE	475.0000	ASSURED GUARANTY LTD F	09/23/08	09/22/08	14.8500	7,048.96
BUY	200.0000	ASTEC INDUSTRIES INC	11/24/08	11/28/08	23.0325	(4,608.50)
BUY	75.0000	ASTEC INDUSTRIES INC	11/25/08	12/01/08	24.9081	(1,868.86)
BUY	200.0000	ASTEC INDUSTRIES INC	12/08/08	12/11/08	32.8088	(6,563.76)
SALE	475.0000	ASTEC INDUSTRIES INC	12/18/08	12/23/08	32.3005	15,328.40
BUY	1,450.0000	ATP OIL & GAS CORP	09/08/08	09/11/08	22.7612	(33,018.24)
BUY	1,425.0000	ATP OIL & GAS CORP	09/09/08	09/12/08	20.9492	(29,866.86)
SALE	125.0000	ATP OIL & GAS CORP	09/22/08	09/25/08	22.6862	2,834.51
SALE	625.0000	ATP OIL & GAS CORP	09/26/08	09/26/08	22.5164	14,066.42
SALE	325.0000	ATP OIL & GAS CORP	09/29/08	10/02/08	19.9674	6,486.12
BUY	600.0000	ATP OIL & GAS CORP	10/07/08	10/10/08	12.6391	(7,589.46)
BUY	725.0000	ATP OIL & GAS CORP	10/13/08	10/16/08	9.5028	(6,896.78)
BUY	250.0000	ATP OIL & GAS CORP	11/13/08	11/18/08	6.7900	(1,700.00)
SALE	675.0000	ATP OIL & GAS CORP	11/19/08	11/24/08	5.3766	3,622.43
SALE	1,075.0000	ATP OIL & GAS CORP	11/20/08	11/25/08	4.2931	4,604.30
SALE	1,625.0000	ATP OIL & GAS CORP	11/21/08	11/26/08	4.1627	6,748.10
BUY	600.0000	B E AEROSPACE INC	09/08/08	09/11/08	21.6083	(12,970.98)
BUY	525.0000	B E AEROSPACE INC	09/09/08	09/12/08	21.5797	(11,334.59)
BUY	300.0000	B E AEROSPACE INC	09/26/08	09/26/08	16.7100	(5,016.00)
BUY	575.0000	B E AEROSPACE INC	10/13/08	10/16/08	10.9778	(6,317.99)
BUY	175.0000	B E AEROSPACE INC	10/20/08	10/23/08	10.5881	(1,854.67)
BUY	225.0000	B E AEROSPACE INC	11/14/08	11/19/08	8.4741	(1,908.93)
SALE	300.0000	B E AEROSPACE INC	11/25/08	12/01/08	7.0558	2,113.72
SALE	350.0000	B E AEROSPACE INC	12/01/08	12/04/08	7.4766	2,613.29
SALE	200.0000	B E AEROSPACE INC	12/01/08	12/04/08	7.7879	1,555.57
SALE	525.0000	B E AEROSPACE INC	12/12/08	12/17/08	7.4203	3,890.38
SALE	1,025.0000	B E AEROSPACE INC	12/19/08	12/22/08	7.9249	8,112.73
BUY	400.0000	BANCORPSOUTH INC	10/09/08	10/14/08	23.9046	(9,565.84)
BUY	145.0000	BANCORPSOUTH INC	10/09/08	10/15/08	23.0619	(3,345.43)

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INVESTMENT ACTIVITY (continued)

Investment Activity for 2008 - Stocks (continued)						
Activity	Quantity	Security Description	Trade Date	Settle Date	Price	Net Amount
BUY	325.0000	BANCORPSOUTH INC	10/13/08	10/16/08	22.6590	(7,367.43)
BUY	50.0000	BANCORPSOUTH INC	11/10/08	11/14/08	22.2843	(1,114.72)
BUY	25.0000	BANCORPSOUTH INC	11/18/08	11/21/08	19.9680	(499.45)
BUY	125.0000	BANCORPSOUTH INC	12/04/08	12/09/08	21.1000	(2,638.75)
SALE	1,070.0000	BANCORPSOUTH INC	12/18/08	12/23/08	21.3276	22,809.70
BUY	275.0000	BANK OF THE OZARKS INC	10/28/08	10/31/08	29.3404	(8,071.36)
SALE	275.0000	BANK OF THE OZARKS INC	11/26/08	12/02/08	27.4377	7,542.57
BUY	500.0000	BELDEN INC	09/08/08	09/11/08	36.3605	(18,185.25)
BUY	525.0000	BELDEN INC	09/09/08	09/12/08	35.5224	(18,654.51)
SALE	300.0000	BELDEN INC	10/21/08	10/24/08	25.4054	7,618.57
SALE	375.0000	BELDEN INC	10/22/08	10/27/08	21.8023	8,172.06
SALE	350.0000	BELDEN INC	10/27/08	10/30/08	16.4466	5,752.77
BUY	375.0000	BELDEN INC	12/08/08	12/11/08	20.1052	(7,550.70)
SALE	375.0000	BELDEN INC	12/19/08	12/22/08	20.1200	7,541.20
BUY	925.0000	BOSTON PRIVATE FINL HLDG	09/08/08	09/11/08	9.5787	(8,869.55)
BUY	925.0000	BOSTON PRIVATE FINL HLDG	09/09/08	09/12/08	9.5486	(8,841.71)
SALE	1,850.0000	BOSTON PRIVATE FINL HLDG	09/15/08	09/18/08	9.1307	16,873.20
BUY	650.0000	CABOT CORPORATION	09/08/08	09/11/08	30.8395	(20,052.18)
BUY	725.0000	CABOT CORPORATION	09/09/08	09/12/08	31.0391	(22,510.60)
SALE	725.0000	CABOT CORPORATION	10/31/08	11/05/08	26.1380	18,942.69
SALE	300.0000	CABOT CORPORATION	11/17/08	11/20/08	21.5350	6,457.46
SALE	350.0000	CABOT CORPORATION	11/18/08	11/21/08	20.5687	7,195.50
BUY	1,200.0000	CARDIAC SCIENCE CORP	09/08/08	09/11/08	10.1765	(12,223.80)
BUY	1,200.0000	CARDIAC SCIENCE CORP	09/09/08	09/12/08	10.4555	(12,558.60)
BUY	700.0000	CARDIAC SCIENCE CORP	09/25/08	09/29/08	10.1295	(7,118.65)
BUY	175.0000	CARDIAC SCIENCE CORP	10/02/08	10/03/08	10.4200	(1,825.25)
BUY	425.0000	CARDIAC SCIENCE CORP	10/31/08	11/05/08	9.3684	(3,985.82)
BUY	125.0000	CARDIAC SCIENCE CORP	12/01/08	12/03/08	6.5300	(817.50)
SALE	3,825.0000	CARDIAC SCIENCE CORP	12/31/08	01/06/09	6.9824	26,554.53
BUY	200.0000	CARLISLE COMPANIES INC	09/08/08	09/11/08	32.9620	(6,594.40)
BUY	225.0000	CARLISLE COMPANIES INC	09/09/08	09/12/08	33.4736	(7,533.81)
SALE	425.0000	CARLISLE COMPANIES INC	10/15/08	10/17/08	24.8477	10,555.97
BUY	900.0000	CHARLOTTE RUSSE HLDG INC	09/08/08	09/11/08	13.0100	(11,718.00)
BUY	900.0000	CHARLOTTE RUSSE HLDG INC	09/09/08	09/12/08	13.1380	(11,833.20)
SALE	1,800.0000	CHARLOTTE RUSSE HLDG INC	09/25/08	09/29/08	11.1557	20,008.14
BUY	350.0000	CIRCOR INTERNATIONAL INC	11/24/08	11/28/08	20.3221	(7,116.23)
BUY	150.0000	CIRCOR INTERNATIONAL INC	12/10/08	12/15/08	23.3086	(3,497.79)
SALE	500.0000	CIRCOR INTERNATIONAL INC	12/19/08	12/22/08	23.4700	11,729.93
BUY	750.0000	COMMERCIAL METALS CO	12/08/08	12/11/08	10.5942	(7,968.15)
BUY	325.0000	COMMERCIAL METALS CO	12/09/08	12/12/08	11.9645	(3,891.71)

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INVESTMENT ACTIVITY (continued)

Investment Activity for 2008 - Stocks (continued)

Activity	Quantity	Security Description	Trade Date	Settle Date	Price	Net Amount
SALE	1,075.0000	COMMERCIAL METALS CO	12/19/08	12/22/08	13.7500	14,770.41
BUY	625.0000	COMPASS MINERALS INTL	10/29/08	11/03/08	50.7176	(31,717.25)
BUY	125.0000	COMPASS MINERALS INTL	10/31/08	11/05/08	54.9300	(6,867.50)
BUY	75.0000	COMPASS MINERALS INTL	11/07/08	11/12/08	54.4152	(4,081.89)
BUY	100.0000	COMPASS MINERALS INTL	11/17/08	11/20/08	53.0064	(5,301.64)
BUY	25.0000	COMPASS MINERALS INTL	11/20/08	11/25/08	45.9900	(1,150.00)
BUY	125.0000	COMPASS MINERALS INTL	12/05/08	12/10/08	47.2632	(5,909.15)
SALE	1,075.0000	COMPASS MINERALS INTL	12/18/08	12/23/08	55.3890	59,532.09
BUY	225.0000	CYNOSURE INC CL A	09/08/08	09/11/08	22.8788	(5,149.98)
BUY	325.0000	CYNOSURE INC CL A	09/09/08	09/12/08	22.6391	(7,360.96)
SALE	550.0000	CYNOSURE INC CL A	10/03/08	10/08/08	15.8038	8,686.54
BUY	200.0000	D S T SYSTEMS INC	12/08/08	12/11/08	36.9712	(7,400.24)
SALE	200.0000	D S T SYSTEMS INC	12/19/08	12/22/08	38.5900	7,715.95
BUY	675.0000	DIANA SHIPPING INC F	11/14/08	11/18/08	11.4362	(7,739.69)
BUY	225.0000	DIANA SHIPPING INC F	11/18/08	11/21/08	10.6775	(2,404.69)
BUY	350.0000	DIANA SHIPPING INC F	11/19/08	11/24/08	9.5380	(3,341.80)
BUY	400.0000	DIANA SHIPPING INC F	11/20/08	11/25/08	8.0419	(3,220.76)
BUY	375.0000	DIANA SHIPPING INC F	11/21/08	11/26/08	7.9637	(2,990.14)
BUY	175.0000	DIANA SHIPPING INC F	11/26/08	12/02/08	8.9064	(1,560.37)
BUY	125.0000	DIANA SHIPPING INC F	12/04/08	12/09/08	8.1500	(1,020.00)
BUY	200.0000	DIANA SHIPPING INC F	12/05/08	12/10/08	7.7977	(1,561.54)
SALE	2,525.0000	DIANA SHIPPING INC F	12/18/08	12/23/08	13.9137	35,056.14
BUY	1,625.0000	EDDIE BAUER HOLDINGS CP	09/22/08	09/24/08	7.5332	(12,306.45)
BUY	1,700.0000	EDDIE BAUER HOLDINGS CP	10/02/08	10/03/08	5.3536	(9,169.12)
SALE	1,950.0000	EDDIE BAUER HOLDINGS CP	11/10/08	11/14/08	2.2620	4,391.37
SALE	1,375.0000	EDDIE BAUER HOLDINGS CP	11/11/08	11/14/08	1.9751	2,701.99
BUY	800.0000	EMCOR GROUP INC	11/13/08	11/18/08	14.4872	(11,597.76)
BUY	325.0000	EMCOR GROUP INC	11/17/08	11/20/08	13.5957	(4,421.85)
BUY	100.0000	EMCOR GROUP INC	12/03/08	12/08/08	16.1100	(1,612.00)
BUY	200.0000	EMCOR GROUP INC	12/03/08	12/08/08	15.7536	(3,152.72)
SALE	525.0000	EMCOR GROUP INC	12/10/08	12/15/08	21.5510	11,308.95
SALE	900.0000	EMCOR GROUP INC	12/18/08	12/23/08	21.6456	19,453.93
BUY	600.0000	ENCORE ACQUISITION CO	09/08/08	09/11/08	48.4235	(29,060.10)
BUY	575.0000	ENCORE ACQUISITION CO	09/09/08	09/12/08	43.5992	(25,075.29)
BUY	300.0000	ENCORE ACQUISITION CO	09/10/08	09/15/08	43.8878	(13,169.34)
SALE	175.0000	ENCORE ACQUISITION CO	09/22/08	09/25/08	48.7808	8,534.84
BUY	100.0000	ENCORE ACQUISITION CO	10/15/08	10/17/08	27.1704	(2,718.04)
SALE	225.0000	ENCORE ACQUISITION CO	10/30/08	11/04/08	29.3137	6,593.30
BUY	100.0000	ENCORE ACQUISITION CO	11/21/08	11/26/08	19.8337	(1,984.37)
SALE	1,275.0000	ENCORE ACQUISITION CO	12/18/08	12/23/08	23.7500	30,268.33

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Account Number: 8523
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INVESTMENT ACTIVITY (continued)

Investment Activity for 2008 - Stocks (continued)

Activity	Quantity	Security Description	Trade Date	Settle Date	Price	Net Amount
BUY	225.0000	ESCO TECHNOLOGIES INC	09/08/08	09/11/08	46.3519	(10,431.43)
BUY	325.0000	ESCO TECHNOLOGIES INC	09/09/08	09/12/08	46.3665	(15,072.36)
SALE	325.0000	ESCO TECHNOLOGIES INC	10/03/08	10/08/08	43.9072	14,266.51
SALE	225.0000	ESCO TECHNOLOGIES INC	10/09/08	10/15/08	38.2802	8,610.75
BUY	1,850.0000	ESSA BANCORP	09/08/08	09/11/08	13.8243	(25,593.46)
BUY	775.0000	ESSA BANCORP	09/23/08	09/19/08	13.8578	(10,747.55)
SALE	425.0000	ESSA BANCORP	12/08/08	12/11/08	13.1747	5,594.96
SALE	2,200.0000	ESSA BANCORP	12/18/08	12/23/08	13.1098	28,819.39
BUY	2,900.0000	FAIRCHILD SEMICONDUCTOR	09/08/08	09/11/08	10.8315	(31,440.35)
BUY	2,925.0000	FAIRCHILD SEMICONDUCTOR	09/09/08	09/12/08	10.5651	(30,932.17)
BUY	400.0000	FAIRCHILD SEMICONDUCTOR	09/26/08	09/26/08	9.8500	(3,944.00)
BUY	1,275.0000	FAIRCHILD SEMICONDUCTOR	10/13/08	10/16/08	6.5870	(8,411.18)
SALE	4,700.0000	FAIRCHILD SEMICONDUCTOR	10/17/08	10/22/08	6.2930	29,529.93
SALE	2,800.0000	FAIRCHILD SEMICONDUCTOR	10/21/08	10/24/08	5.5601	15,484.19
BUY	650.0000	FRONTIER OIL CORP	09/08/08	09/11/08	20.0458	(13,036.27)
BUY	700.0000	FRONTIER OIL CORP	09/09/08	09/12/08	18.7495	(13,131.65)
SALE	725.0000	FRONTIER OIL CORP	09/26/08	09/26/08	19.6000	14,202.67
SALE	625.0000	FRONTIER OIL CORP	09/26/08	09/29/08	20.1478	12,586.05
BUY	250.0000	GARDNER DENVER INC	09/08/08	09/11/08	41.7442	(10,438.55)
SALE	250.0000	GARDNER DENVER INC	09/26/08	09/26/08	37.9062	9,473.99
BUY	350.0000	GENESCO INC	09/08/08	09/11/08	36.5390	(12,792.15)
BUY	350.0000	GENESCO INC	09/09/08	09/12/08	36.4069	(12,745.92)
BUY	225.0000	GENESCO INC	10/13/08	10/16/08	28.0831	(6,320.95)
BUY	175.0000	GENESCO INC	10/17/08	10/22/08	25.1617	(4,405.05)
BUY	250.0000	GENESCO INC	11/04/08	11/07/08	24.1725	(6,045.63)
BUY	200.0000	GENESCO INC	11/07/08	11/12/08	22.6500	(4,532.00)
BUY	200.0000	GENESCO INC	11/18/08	11/21/08	17.4113	(3,484.26)
BUY	200.0000	GENESCO INC	11/19/08	11/24/08	12.7206	(2,546.12)
BUY	325.0000	GENESCO INC	11/24/08	11/28/08	12.1502	(3,952.07)
BUY	125.0000	GENESCO INC	11/25/08	12/01/08	11.8945	(1,488.06)
BUY	100.0000	GENESCO INC	12/04/08	12/09/08	14.7734	(1,478.34)
SALE	2,500.0000	GENESCO INC	12/18/08	12/23/08	15.5156	38,713.78
BUY	200.0000	GEO GROUP INC	11/24/08	11/28/08	17.3357	(3,469.14)
BUY	100.0000	GEO GROUP INC	11/25/08	12/01/08	17.9098	(1,791.98)
BUY	100.0000	GEO GROUP INC	11/26/08	12/02/08	18.3401	(1,835.01)
BUY	225.0000	GEO GROUP INC	12/02/08	12/05/08	17.5670	(3,954.83)
SALE	625.0000	GEO GROUP INC	12/19/08	12/22/08	18.9500	11,837.43
BUY	100.0000	GOODRICH PETE CORP NEW	11/24/08	11/28/08	33.9711	(3,398.11)
BUY	125.0000	GOODRICH PETE CORP NEW	12/02/08	12/05/08	35.5980	(4,451.00)
SALE	225.0000	GOODRICH PETE CORP NEW	12/18/08	12/23/08	31.2656	7,027.97

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INVESTMENT ACTIVITY (continued)

Investment Activity for 2008 - Stocks (continued)

Activity	Quantity	Security Description	Trade Date	Settle Date	Price	Net Amount
BUY	800.0000	HELEN OF TROY LTD F	09/08/08	09/11/08	23.7225	(18,986.00)
BUY	800.0000	HELEN OF TROY LTD F	09/09/08	09/12/08	23.6285	(18,910.80)
BUY	250.0000	HELEN OF TROY LTD F	10/13/08	10/16/08	15.9784	(3,997.10)
BUY	525.0000	HELEN OF TROY LTD F	10/16/08	10/21/08	15.8425	(8,322.56)
SALE	550.0000	HELEN OF TROY LTD F	12/09/08	12/12/08	16.9368	9,309.68
SALE	1,825.0000	HELEN OF TROY LTD F	12/18/08	12/23/08	17.3937	31,688.57
BUY	200.0000	HOSPITALITY PPTYS TRUST	12/04/08	12/09/08	11.0699	(2,215.98)
BUY	475.0000	HOSPITALITY PPTYS TRUST	12/05/08	12/10/08	11.2068	(5,327.98)
SALE	675.0000	HOSPITALITY PPTYS TRUST	12/19/08	12/22/08	14.7500	9,949.44
BUY	2,500.0000	I C F INTERNATIONAL INC	09/08/08	09/11/08	19.5579	(48,919.75)
BUY	2,400.0000	I C F INTERNATIONAL INC	09/09/08	09/12/08	19.4350	(46,668.00)
SALE	625.0000	I C F INTERNATIONAL INC	10/13/08	10/16/08	17.9313	11,188.25
SALE	900.0000	I C F INTERNATIONAL INC	10/15/08	10/17/08	18.0894	16,253.36
SALE	575.0000	I C F INTERNATIONAL INC	10/31/08	11/05/08	18.7335	10,748.69
SALE	500.0000	I C F INTERNATIONAL INC	11/05/08	11/10/08	20.0149	10,002.39
SALE	250.0000	I C F INTERNATIONAL INC	11/05/08	11/10/08	20.5220	5,127.97
SALE	350.0000	I C F INTERNATIONAL INC	11/07/08	11/12/08	21.4063	7,488.66
SALE	350.0000	I C F INTERNATIONAL INC	11/24/08	11/28/08	19.2302	6,727.03
SALE	125.0000	I C F INTERNATIONAL INC	11/25/08	12/01/08	19.9900	2,497.48
SALE	1,225.0000	I C F INTERNATIONAL INC	12/18/08	12/23/08	23.2896	28,517.35
BUY	900.0000	I P C HOLDINGS LTD ORD F	09/08/08	09/11/08	31.9140	(28,731.60)
BUY	950.0000	I P C HOLDINGS LTD ORD F	09/09/08	09/12/08	32.2885	(30,683.58)
BUY	425.0000	I P C HOLDINGS LTD ORD F	10/06/08	10/09/08	27.1212	(11,530.76)
BUY	225.0000	I P C HOLDINGS LTD ORD F	10/13/08	10/16/08	21.0700	(4,743.00)
BUY	150.0000	I P C HOLDINGS LTD ORD F	10/17/08	10/22/08	20.6095	(3,092.93)
SALE	475.0000	I P C HOLDINGS LTD ORD F	10/30/08	11/04/08	26.0805	12,383.42
SALE	275.0000	I P C HOLDINGS LTD ORD F	10/31/08	11/05/08	27.1829	7,472.50
BUY	275.0000	I P C HOLDINGS LTD ORD F	11/07/08	11/12/08	24.6462	(6,780.46)
BUY	250.0000	I P C HOLDINGS LTD ORD F	11/07/08	11/13/08	25.5003	(6,377.57)
BUY	175.0000	I P C HOLDINGS LTD ORD F	11/13/08	11/18/08	25.6549	(4,491.36)
SALE	525.0000	I P C HOLDINGS LTD ORD F	11/26/08	12/02/08	28.0374	14,714.29
SALE	375.0000	I P C HOLDINGS LTD ORD F	12/02/08	12/03/08	28.0000	10,496.19
BUY	275.0000	I P C HOLDINGS LTD ORD F	12/02/08	12/05/08	25.8513	(7,111.86)
SALE	1,975.0000	I P C HOLDINGS LTD ORD F	12/18/08	12/23/08	29.2813	57,770.99
BUY	200.0000	IBERIABANK CORP	09/08/08	09/11/08	56.7745	(11,356.90)
BUY	200.0000	IBERIABANK CORP	09/09/08	09/12/08	56.4435	(11,290.70)
SALE	100.0000	IBERIABANK CORP	09/29/08	09/29/08	56.8900	5,687.96
SALE	300.0000	IBERIABANK CORP	10/03/08	10/08/08	56.0554	16,813.52
BUY	3,450.0000	INTEGRATED DEVICE TECH	09/08/08	09/11/08	9.4753	(32,724.29)
BUY	3,475.0000	INTEGRATED DEVICE TECH	09/09/08	09/12/08	9.1591	(31,862.62)

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ARGENT CAPITAL MANAGEMENT
HEARTLAND TEAM 8772832723

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INVESTMENT ACTIVITY (continued)

Investment Activity for 2008 - Stocks (continued)						
Activity	Quantity	Security Description	Trade Date	Settle Date	Price	Net Amount
BUY	425.0000	INTEGRATED DEVICE TECH	09/26/08	09/26/08	8.2650	(3,516.88)
BUY	1,200.0000	INTEGRATED DEVICE TECH	10/13/08	10/16/08	6.2449	(7,505.88)
SALE	2,525.0000	INTEGRATED DEVICE TECH	11/14/08	11/18/08	5.1555	12,941.81
SALE	3,000.0000	INTEGRATED DEVICE TECH	12/18/08	12/23/08	5.8907	17,642.00
SALE	3,025.0000	INTEGRATED DEVICE TECH	12/22/08	12/24/08	5.8115	17,488.94
BUY	550.0000	INVERNESS MED INNOVATION	09/08/08	09/11/08	33.3771	(18,362.91)
BUY	1,000.0000	INVERNESS MED INNOVATION	09/09/08	09/12/08	32.2022	(32,212.20)
BUY	200.0000	INVERNESS MED INNOVATION	09/23/08	09/19/08	31.0570	(6,213.40)
BUY	225.0000	INVERNESS MED INNOVATION	09/26/08	09/26/08	30.8636	(6,946.56)
BUY	150.0000	INVERNESS MED INNOVATION	10/07/08	10/10/08	24.0806	(3,613.59)
BUY	225.0000	INVERNESS MED INNOVATION	10/13/08	10/16/08	23.1580	(5,212.80)
BUY	350.0000	INVERNESS MED INNOVATION	10/27/08	10/30/08	17.9550	(6,287.75)
SALE	1,250.0000	INVERNESS MED INNOVATION	11/21/08	11/25/08	13.8737	17,304.52
SALE	100.0000	INVERNESS MED INNOVATION	12/12/08	12/17/08	18.0351	1,802.49
SALE	1,350.0000	INVERNESS MED INNOVATION	12/18/08	12/23/08	18.7331	25,276.04
BUY	1,400.0000	ISHARES TR RUSSELL 2000	09/09/08	09/11/08	73.0153	(102,235.42)
BUY	1,400.0000	ISHARES TR RUSSELL 2000	09/09/08	09/12/08	72.2235	(101,126.90)
BUY	700.0000	ISHARES TR RUSSELL 2000	09/15/08	09/18/08	69.8726	(48,917.82)
BUY	275.0000	ISHARES TR RUSSELL 2000	09/22/08	09/24/08	79.0677	(21,746.37)
SALE	1,150.0000	ISHARES TR RUSSELL 2000	10/02/08	10/03/08	67.0926	77,144.55
BUY	450.0000	ISHARES TR RUSSELL 2000	10/09/08	10/14/08	55.2722	(24,876.99)
BUY	110.0000	ISHARES TR RUSSELL 2000	10/09/08	10/15/08	55.2708	(6,080.89)
SALE	3,185.0000	ISHARES TR RUSSELL 2000	10/10/08	10/15/08	52.6738	167,733.26
BUY	550.0000	KENDLE INTL INC	09/08/08	09/11/08	49.4340	(27,194.20)
BUY	525.0000	KENDLE INTL INC	09/09/08	09/12/08	49.7111	(26,103.58)
BUY	200.0000	KENDLE INTL INC	10/06/08	10/09/08	38.2009	(7,642.18)
BUY	100.0000	KENDLE INTL INC	10/20/08	10/23/08	35.8177	(3,582.77)
BUY	300.0000	KENDLE INTL INC	10/27/08	10/30/08	23.9580	(7,190.40)
BUY	150.0000	KENDLE INTL INC	10/28/08	10/31/08	19.7596	(2,968.44)
BUY	100.0000	KENDLE INTL INC	10/31/08	11/05/08	18.0700	(1,808.00)
SALE	500.0000	KENDLE INTL INC	11/05/08	11/10/08	25.5965	12,793.17
BUY	150.0000	KENDLE INTL INC	11/17/08	11/20/08	19.5410	(2,932.65)
SALE	50.0000	KENDLE INTL INC	12/12/08	12/17/08	20.2225	1,010.62
SALE	1,525.0000	KENDLE INTL INC	12/18/08	12/23/08	22.4327	34,194.42
BUY	775.0000	KEY ENERGY SERVICES INC	09/08/08	09/11/08	14.3965	(11,165.04)
BUY	750.0000	KEY ENERGY SERVICES INC	09/09/08	09/12/08	13.8255	(10,376.63)
SALE	1,525.0000	KEY ENERGY SERVICES INC	09/29/08	10/01/08	11.9878	18,266.04
BUY	1,400.0000	L S B INDUSTRIES INC	09/08/08	09/11/08	21.8460	(30,598.40)
BUY	1,400.0000	L S B INDUSTRIES INC	09/09/08	09/12/08	20.8997	(29,273.58)
SALE	1,450.0000	L S B INDUSTRIES INC	09/10/08	09/15/08	17.9601	26,027.50

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INVESTMENT ACTIVITY (continued)

Investment Activity for 2008 - Stocks (continued)						
Activity	Quantity	Security Description	Trade Date	Settle Date	Price	Net Amount
BUY	650.0000	L S B INDUSTRIES INC	10/02/08	10/03/08	13.7778	(8,962.07)
BUY	500.0000	L S B INDUSTRIES INC	10/09/08	10/14/08	9.6847	(4,847.35)
BUY	525.0000	L S B INDUSTRIES INC	10/13/08	10/16/08	8.8092	(4,630.08)
BUY	325.0000	L S B INDUSTRIES INC	10/15/08	10/17/08	10.5243	(3,423.65)
BUY	600.0000	L S B INDUSTRIES INC	10/16/08	10/21/08	9.3885	(5,639.10)
BUY	400.0000	L S B INDUSTRIES INC	10/31/08	11/05/08	8.1563	(3,266.52)
BUY	175.0000	L S B INDUSTRIES INC	11/07/08	11/13/08	8.0115	(1,403.77)
BUY	275.0000	L S B INDUSTRIES INC	11/13/08	11/18/08	8.6000	(2,367.75)
BUY	750.0000	L S B INDUSTRIES INC	11/17/08	11/20/08	7.6836	(5,770.20)
BUY	375.0000	L S B INDUSTRIES INC	11/21/08	11/26/08	6.8700	(2,580.00)
SALE	5,925.0000	L S B INDUSTRIES INC	12/30/08	01/02/09	7.0671	41,694.58
BUY	1,450.0000	MATRIX INITIATIVES INC	09/08/08	09/11/08	17.7067	(25,689.22)
BUY	1,425.0000	MATRIX INITIATIVES INC	09/09/08	09/12/08	17.2591	(24,608.47)
SALE	175.0000	MATRIX INITIATIVES INC	10/22/08	10/27/08	18.0000	3,148.23
SALE	400.0000	MATRIX INITIATIVES INC	11/12/08	11/17/08	18.0070	7,198.75
SALE	125.0000	MATRIX INITIATIVES INC	11/13/08	11/17/08	18.2500	2,279.98
BUY	100.0000	MATRIX INITIATIVES INC	12/01/08	12/03/08	15.0400	(1,505.00)
SALE	400.0000	MATRIX INITIATIVES INC	12/08/08	12/11/08	16.2854	6,502.12
SALE	1,875.0000	MATRIX INITIATIVES INC	12/22/08	12/24/08	15.7135	29,443.89
BUY	225.0000	MAXIMUS INC	11/24/08	11/28/08	29.7817	(6,703.14)
BUY	125.0000	MAXIMUS INC	11/26/08	12/02/08	31.1785	(3,898.56)
BUY	125.0000	MAXIMUS INC	12/02/08	12/05/08	30.9500	(3,870.00)
SALE	475.0000	MAXIMUS INC	12/22/08	12/24/08	34.8789	16,562.63
BUY	900.0000	MEDTOX SCIENTIFIC NEW	09/08/08	09/11/08	16.5525	(14,906.25)
BUY	950.0000	MEDTOX SCIENTIFIC NEW	09/09/08	09/12/08	16.8510	(16,017.95)
BUY	250.0000	MEDTOX SCIENTIFIC NEW	09/26/08	09/26/08	14.9000	(3,727.50)
BUY	250.0000	MEDTOX SCIENTIFIC NEW	09/29/08	10/01/08	13.0228	(3,258.20)
BUY	550.0000	MEDTOX SCIENTIFIC NEW	09/29/08	10/02/08	11.4121	(6,282.16)
BUY	50.0000	MEDTOX SCIENTIFIC NEW	10/02/08	10/03/08	12.2900	(615.00)
BUY	575.0000	MEDTOX SCIENTIFIC NEW	10/13/08	10/16/08	10.1036	(5,815.32)
BUY	300.0000	MEDTOX SCIENTIFIC NEW	10/16/08	10/21/08	9.0716	(2,724.48)
BUY	425.0000	MEDTOX SCIENTIFIC NEW	10/30/08	11/04/08	9.2818	(3,957.52)
BUY	575.0000	MEDTOX SCIENTIFIC NEW	10/31/08	11/05/08	9.6618	(5,561.29)
BUY	250.0000	MEDTOX SCIENTIFIC NEW	11/07/08	11/12/08	9.6400	(2,412.50)
BUY	150.0000	MEDTOX SCIENTIFIC NEW	11/13/08	11/18/08	9.9000	(1,486.50)
BUY	125.0000	MEDTOX SCIENTIFIC NEW	12/01/08	12/03/08	8.6000	(1,076.25)
SALE	5,350.0000	MEDTOX SCIENTIFIC NEW	12/31/08	01/05/09	7.7206	41,144.47
BUY	1,050.0000	MOVADO GROUP INC	09/25/08	09/29/08	23.1817	(24,382.79)
BUY	175.0000	MOVADO GROUP INC	10/02/08	10/03/08	21.9443	(3,842.00)
BUY	275.0000	MOVADO GROUP INC	10/13/08	10/16/08	16.1772	(4,451.48)

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INVESTMENT ACTIVITY (continued)

Investment Activity for 2008 - Stocks (continued)						
Activity	Quantity	Security Description	Trade Date	Settle Date	Price	Net Amount
BUY	225.0000	MOVADO GROUP INC	10/20/08	10/23/08	15.7731	(3,551.20)
SALE	225.0000	MOVADO GROUP INC	11/11/08	11/14/08	12.5083	2,812.10
SALE	225.0000	MOVADO GROUP INC	11/14/08	11/19/08	12.4607	2,801.39
SALE	650.0000	MOVADO GROUP INC	11/26/08	12/02/08	13.1035	8,510.72
SALE	625.0000	MOVADO GROUP INC	12/01/08	12/03/08	13.4852	8,421.95
BUY	7,350.0000	NAVIOS MARITIME F	09/08/08	09/11/08	8.5200	(62,695.50)
BUY	8,850.0000	NAVIOS MARITIME F	09/09/08	09/12/08	7.6171	(67,499.83)
BUY	875.0000	NAVIOS MARITIME F	09/22/08	09/24/08	7.5926	(6,678.53)
BUY	1,150.0000	NAVIOS MARITIME F	09/29/08	10/01/08	5.6246	(6,479.79)
BUY	1,400.0000	NAVIOS MARITIME F	10/02/08	10/03/08	5.1106	(7,210.84)
BUY	1,600.0000	NAVIOS MARITIME F	10/03/08	10/08/08	4.5882	(7,405.12)
BUY	725.0000	NAVIOS MARITIME F	10/07/08	10/10/08	4.0131	(2,916.75)
SALE	6,825.0000	NAVIOS MARITIME F	11/07/08	11/12/08	2.3197	15,763.61
SALE	3,550.0000	NAVIOS MARITIME F	11/18/08	11/21/08	1.6284	5,745.28
SALE	5,925.0000	NAVIOS MARITIME F	11/20/08	11/25/08	1.2634	7,426.35
SALE	2,900.0000	NAVIOS MARITIME F	12/18/08	12/23/08	4.0375	11,621.68
SALE	2,750.0000	NAVIOS MARITIME F	12/18/08	12/23/08	3.5510	9,682.69
BUY	500.0000	O REILLY AUTOMOTIVE INC	11/21/08	11/26/08	22.8871	(11,448.55)
BUY	75.0000	O REILLY AUTOMOTIVE INC	11/26/08	12/02/08	25.7450	(1,931.63)
SALE	575.0000	O REILLY AUTOMOTIVE INC	12/18/08	12/23/08	30.7109	17,641.42
BUY	825.0000	OIL STATES INTERNATIONAL	10/30/08	11/04/08	22.2359	(18,369.37)
SALE	825.0000	OIL STATES INTERNATIONAL	12/19/08	12/22/08	20.0000	16,491.65
BUY	4,200.0000	ON SEMICONDUCTOR CORP	09/08/08	09/11/08	7.8495	(33,009.90)
BUY	4,175.0000	ON SEMICONDUCTOR CORP	09/09/08	09/12/08	7.7137	(32,246.45)
BUY	1,100.0000	ON SEMICONDUCTOR CORP	10/03/08	10/08/08	5.6800	(6,259.00)
BUY	925.0000	ON SEMICONDUCTOR CORP	10/13/08	10/16/08	4.4980	(4,169.90)
BUY	450.0000	ON SEMICONDUCTOR CORP	10/17/08	10/22/08	5.1359	(2,315.66)
BUY	750.0000	ON SEMICONDUCTOR CORP	11/07/08	11/13/08	4.9627	(3,729.53)
SALE	4,750.0000	ON SEMICONDUCTOR CORP	11/14/08	11/18/08	3.7446	17,644.25
SALE	2,050.0000	ON SEMICONDUCTOR CORP	11/21/08	11/25/08	2.5883	5,285.49
SALE	4,800.0000	ON SEMICONDUCTOR CORP	12/18/08	12/23/08	3.3983	16,263.74
BUY	400.0000	OSHKOSH CORP	09/08/08	09/11/08	14.5455	(5,822.20)
BUY	400.0000	OSHKOSH CORP	09/09/08	09/12/08	14.2145	(5,689.80)
SALE	800.0000	OSHKOSH CORP	09/15/08	09/18/08	12.3870	9,901.54
BUY	525.0000	OXFORD INDUSTRIES INC	09/08/08	09/11/08	24.6576	(12,950.49)
BUY	525.0000	OXFORD INDUSTRIES INC	09/09/08	09/12/08	23.9925	(12,601.31)
SALE	550.0000	OXFORD INDUSTRIES INC	11/07/08	11/12/08	12.3102	6,763.07
SALE	500.0000	OXFORD INDUSTRIES INC	11/07/08	11/13/08	11.8726	5,931.26
BUY	2,500.0000	O2MICRO INTL LTD ADR F	09/08/08	09/11/08	4.4417	(11,129.25)
BUY	2,625.0000	O2MICRO INTL LTD ADR F	09/26/08	09/25/08	4.0535	(10,666.69)

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INVESTMENT ACTIVITY (continued)

Investment Activity for 2008 - Stocks (continued)

Activity	Quantity	Security Description	Trade Date	Settle Date	Price	Net Amount
SALE	3,675.0000	O2MICRO INTL LTD ADR F	11/03/08	11/06/08	3.1027	11,292.10
SALE	1,450.0000	O2MICRO INTL LTD ADR F	11/04/08	11/07/08	3.0935	4,471.05
BUY	600.0000	PARAMETRIC TECH CORP NEW	12/08/08	12/11/08	12.0946	(7,274.76)
SALE	600.0000	PARAMETRIC TECH CORP NEW	12/19/08	12/22/08	11.2900	6,767.96
BUY	1,750.0000	PAREXEL INTL CORP	11/05/08	11/10/08	10.3970	(18,247.25)
BUY	200.0000	PAREXEL INTL CORP	11/07/08	11/13/08	8.8269	(1,767.38)
BUY	275.0000	PAREXEL INTL CORP	11/11/08	11/14/08	8.0636	(2,220.24)
BUY	50.0000	PAREXEL INTL CORP	11/25/08	12/01/08	7.7144	(386.22)
BUY	500.0000	PAREXEL INTL CORP	12/05/08	12/10/08	8.0345	(4,022.25)
SALE	2,775.0000	PAREXEL INTL CORP	12/18/08	12/23/08	8.1931	22,652.47
BUY	1,125.0000	PEROT SYSTEMS CORP CL A	12/08/08	12/11/08	12.9136	(14,561.55)
BUY	125.0000	PEROT SYSTEMS CORP CL A	12/10/08	12/15/08	12.7720	(1,597.75)
SALE	1,250.0000	PEROT SYSTEMS CORP CL A	12/18/08	12/23/08	13.0828	16,315.90
BUY	1,125.0000	PNM RESOURCES INC	09/26/08	09/19/08	10.7607	(12,117.04)
BUY	1,000.0000	PNM RESOURCES INC	10/02/08	10/03/08	10.1665	(10,176.50)
BUY	175.0000	PNM RESOURCES INC	10/15/08	10/17/08	10.2865	(1,801.89)
BUY	575.0000	PNM RESOURCES INC	10/16/08	10/21/08	9.1004	(5,238.48)
BUY	325.0000	PNM RESOURCES INC	10/31/08	11/05/08	9.6962	(3,154.52)
SALE	250.0000	PNM RESOURCES INC	11/26/08	12/02/08	9.9047	2,473.65
SALE	350.0000	PNM RESOURCES INC	12/03/08	12/08/08	9.4400	3,293.48
SALE	425.0000	PNM RESOURCES INC	12/08/08	12/11/08	10.3105	4,369.19
SALE	2,175.0000	PNM RESOURCES INC	12/18/08	12/23/08	10.3562	22,502.86
BUY	1,000.0000	PULASKI FINANCIAL CORP	09/08/08	09/11/08	9.9885	(9,998.50)
BUY	1,025.0000	PULASKI FINANCIAL CORP	09/09/08	09/12/08	9.8980	(10,155.70)
BUY	625.0000	PULASKI FINANCIAL CORP	09/12/08	09/17/08	9.7131	(6,076.94)
BUY	550.0000	PULASKI FINANCIAL CORP	09/22/08	09/24/08	10.6030	(5,837.15)
BUY	225.0000	PULASKI FINANCIAL CORP	09/26/08	09/26/08	9.1900	(2,070.00)
BUY	575.0000	PULASKI FINANCIAL CORP	10/13/08	10/16/08	7.0719	(4,072.09)
BUY	375.0000	PULASKI FINANCIAL CORP	10/31/08	11/05/08	8.0000	(3,003.75)
BUY	150.0000	PULASKI FINANCIAL CORP	12/01/08	12/03/08	6.9884	(1,049.76)
SALE	4,525.0000	PULASKI FINANCIAL CORP	12/31/08	01/05/09	6.3185	28,455.29
BUY	925.0000	RADISYS CORP	09/08/08	09/11/08	10.4445	(9,670.41)
BUY	900.0000	RADISYS CORP	09/09/08	09/12/08	10.4806	(9,441.54)
BUY	850.0000	RADISYS CORP	09/26/08	09/26/08	9.0600	(7,709.50)
BUY	425.0000	RADISYS CORP	10/06/08	10/09/08	6.8370	(2,909.98)
BUY	600.0000	RADISYS CORP	10/31/08	11/05/08	6.2703	(3,768.18)
BUY	450.0000	RADISYS CORP	11/13/08	11/18/08	7.2931	(3,286.40)
BUY	300.0000	RADISYS CORP	11/18/08	11/21/08	6.2698	(1,883.94)
BUY	525.0000	RADISYS CORP	11/21/08	11/26/08	4.7100	(2,478.00)
BUY	175.0000	RADISYS CORP	11/25/08	12/01/08	4.7447	(832.08)

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Activity	Quantity	Security Description	Trade Date	Settle Date	Price	Net Amount
SALE	725.0000	RADISYS CORP	12/04/08	12/09/08	6.2155	4,484.46
SALE	200.0000	RADISYS CORP	12/09/08	12/12/08	6.0161	1,201.21
SALE	350.0000	RADISYS CORP	12/10/08	12/15/08	6.0849	2,126.19
SALE	3,875.0000	RADISYS CORP	12/18/08	12/23/08	5.8682	22,700.40
BUY	500.0000	RC2 CORPORATION	09/08/08	09/11/08	25.6040	(12,807.00)
BUY	525.0000	RC2 CORPORATION	09/09/08	09/12/08	25.9312	(13,619.13)
BUY	150.0000	RC2 CORPORATION	10/15/08	10/17/08	14.6075	(2,192.63)
SALE	1,175.0000	RC2 CORPORATION	11/04/08	11/07/08	13.3031	15,619.30
BUY	1,300.0000	RENASANT CORPORATION	09/08/08	09/11/08	19.7584	(25,698.92)
BUY	1,300.0000	RENASANT CORPORATION	09/09/08	09/12/08	19.5340	(25,407.20)
SALE	1,300.0000	RENASANT CORPORATION	09/15/08	09/18/08	17.9642	23,340.32
SALE	325.0000	RENASANT CORPORATION	09/29/08	10/02/08	22.0652	7,167.89
SALE	450.0000	RENASANT CORPORATION	10/03/08	10/08/08	20.3800	9,166.44
SALE	525.0000	RENASANT CORPORATION	10/07/08	10/10/08	18.7314	9,828.68
BUY	1,225.0000	RTI BIOLOGICS INC	10/13/08	10/16/08	7.4805	(9,175.87)
BUY	675.0000	RTI BIOLOGICS INC	10/16/08	10/21/08	6.2981	(4,257.97)
SALE	1,900.0000	RTI BIOLOGICS INC	11/07/08	11/12/08	2.8590	5,375.06
BUY	275.0000	S C B T FINANCIAL CORP	10/21/08	10/24/08	32.4227	(8,918.99)
BUY	250.0000	S C B T FINANCIAL CORP	10/28/08	10/31/08	31.3797	(7,847.43)
BUY	100.0000	S C B T FINANCIAL CORP	11/17/08	11/20/08	31.8577	(3,186.77)
SALE	625.0000	S C B T FINANCIAL CORP	12/22/08	12/24/08	34.1503	21,337.57
BUY	750.0000	SAIA INC	09/08/08	09/11/08	17.9498	(13,469.85)
BUY	750.0000	SAIA INC	09/09/08	09/12/08	17.1224	(12,849.30)
SALE	1,500.0000	SAIA INC	10/07/08	10/10/08	9.9640	14,885.91
BUY	275.0000	SCHNITZER STL INDS CL A	11/26/08	12/02/08	26.0954	(7,178.99)
BUY	75.0000	SCHNITZER STL INDS CL A	12/10/08	12/15/08	35.1434	(2,636.51)
SALE	350.0000	SCHNITZER STL INDS CL A	12/19/08	12/22/08	38.3000	13,401.42
BUY	225.0000	SIRONA DENTAL SYSTEMS	09/08/08	09/11/08	26.8774	(6,049.67)
BUY	225.0000	SIRONA DENTAL SYSTEMS	09/09/08	09/12/08	26.4521	(5,953.97)
BUY	450.0000	SIRONA DENTAL SYSTEMS	10/10/08	10/14/08	18.0161	(8,111.75)
BUY	75.0000	SIRONA DENTAL SYSTEMS	10/15/08	10/17/08	18.2891	(1,372.43)
BUY	125.0000	SIRONA DENTAL SYSTEMS	10/17/08	10/22/08	16.1523	(2,020.29)
BUY	300.0000	SIRONA DENTAL SYSTEMS	11/14/08	11/19/08	13.0945	(3,931.35)
BUY	200.0000	SIRONA DENTAL SYSTEMS	11/21/08	11/26/08	9.9616	(1,994.32)
BUY	100.0000	SIRONA DENTAL SYSTEMS	12/04/08	12/09/08	12.0894	(1,209.94)
SALE	1,700.0000	SIRONA DENTAL SYSTEMS	12/18/08	12/23/08	10.5146	17,857.71
BUY	4,050.0000	SKYWORKS SOLUTIONS INC	09/09/08	09/11/08	8.3400	(33,817.50)
BUY	4,025.0000	SKYWORKS SOLUTIONS INC	09/09/08	09/12/08	8.1243	(32,740.56)
BUY	575.0000	SKYWORKS SOLUTIONS INC	10/07/08	10/10/08	7.1155	(4,097.16)
BUY	1,000.0000	SKYWORKS SOLUTIONS INC	11/07/08	11/13/08	6.2929	(6,302.90)

Keep this statement for your records.

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314 725 6001 NO. 3693 P. 15
P. 015/019

ARGENT CAPITAL MANAGEMENT
HEARTLAND TEAM 8772832723

As Amended
JUN 24 2010 11:28
JUN 24 2010 9:04AM

TAX YEAR 2008

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Date Prepared: February 12, 2009

Account Number: 8523
Taxpayer ID Number: 31-1593436

INVESTMENT ACTIVITY (continued)

Investment Activity for 2008 - Stocks (continued)

Activity	Quantity	Security Description	Trade Date	Settle Date	Price	Net Amount
BUY	525.0000	SKYWORKS SOLUTIONS INC	11/14/08	11/19/08	5.4073	(2,844.08)
BUY	375.0000	SKYWORKS SOLUTIONS INC	11/21/08	11/26/08	4.3054	(1,618.28)
SALE	3,800.0000	SKYWORKS SOLUTIONS INC	12/03/08	12/08/08	4.0877	15,419.17
SALE	6,750.0000	SKYWORKS SOLUTIONS INC	12/18/08	12/23/08	5.2818	35,449.45
BUY	1,700.0000	SMITH MICRO SOFTWARE INC	09/09/08	09/11/08	7.4770	(12,727.90)
BUY	1,700.0000	SMITH MICRO SOFTWARE INC	09/09/08	09/12/08	7.4560	(12,692.20)
SALE	800.0000	SMITH MICRO SOFTWARE INC	11/17/08	11/20/08	5.7824	4,617.89
SALE	1,175.0000	SMITH MICRO SOFTWARE INC	12/03/08	12/08/08	4.9972	5,836.42
SALE	1,425.0000	SMITH MICRO SOFTWARE INC	12/19/08	12/22/08	5.4375	7,734.14
BUY	2,300.0000	SPARTECH CORP	09/08/08	09/11/08	10.5649	(24,322.27)
BUY	2,300.0000	SPARTECH CORP	09/09/08	09/12/08	10.3430	(23,811.90)
BUY	500.0000	SPARTECH CORP	10/02/08	10/03/08	9.9160	(4,963.00)
SALE	1,475.0000	SPARTECH CORP	11/10/08	11/14/08	5.7164	8,416.89
SALE	950.0000	SPARTECH CORP	11/11/08	11/14/08	5.8522	5,550.05
SALE	750.0000	SPARTECH CORP	11/17/08	11/20/08	6.1101	4,575.04
SALE	575.0000	SPARTECH CORP	11/19/08	11/24/08	5.4308	3,116.94
SALE	1,350.0000	SPARTECH CORP	11/20/08	11/25/08	4.7073	6,341.32
BUY	500.0000	SRA INTERNATIONAL INC	12/08/08	12/11/08	15.8395	(7,934.75)
SALE	500.0000	SRA INTERNATIONAL INC	12/19/08	12/22/08	15.6700	7,829.95
BUY	1,100.0000	STAGE STORES INC NEW	09/09/08	09/11/08	15.5950	(17,165.50)
BUY	1,100.0000	STAGE STORES INC NEW	09/09/08	09/12/08	15.7430	(17,328.30)
SALE	575.0000	STAGE STORES INC NEW	09/29/08	10/02/08	14.2906	8,211.30
BUY	650.0000	STAGE STORES INC NEW	10/07/08	10/10/08	10.8674	(7,070.31)
BUY	575.0000	STAGE STORES INC NEW	10/13/08	10/16/08	9.2244	(5,309.78)
BUY	400.0000	STAGE STORES INC NEW	10/20/08	10/23/08	8.3176	(3,331.04)
BUY	325.0000	STAGE STORES INC NEW	10/31/08	11/05/08	7.7100	(2,509.00)
BUY	250.0000	STAGE STORES INC NEW	11/04/08	11/07/08	7.4573	(1,866.83)
BUY	1,100.0000	STAGE STORES INC NEW	11/07/08	11/12/08	6.4221	(7,075.31)
BUY	625.0000	STAGE STORES INC NEW	11/11/08	11/14/08	5.5279	(3,461.19)
BUY	700.0000	STAGE STORES INC NEW	11/13/08	11/18/08	5.4079	(3,792.53)
BUY	500.0000	STAGE STORES INC NEW	11/20/08	11/25/08	4.0459	(2,027.95)
BUY	200.0000	STAGE STORES INC NEW	11/21/08	11/26/08	3.8350	(769.00)
BUY	175.0000	STAGE STORES INC NEW	12/01/08	12/03/08	5.7800	(1,013.25)
BUY	200.0000	STAGE STORES INC NEW	12/05/08	12/10/08	5.4300	(1,088.00)
SALE	3,700.0000	STAGE STORES INC NEW	12/18/08	12/23/08	7.3135	27,022.79
SALE	3,625.0000	STAGE STORES INC NEW	12/22/08	12/24/08	7.3802	26,644.33
BUY	525.0000	STERLING BANCSHARES INC	10/15/08	10/17/08	9.8106	(5,155.82)
BUY	500.0000	STERLING BANCSHARES INC	10/15/08	10/20/08	9.3034	(4,656.70)
BUY	375.0000	STERLING BANCSHARES INC	10/16/08	10/21/08	9.5888	(3,599.55)
BUY	575.0000	STERLING BANCSHARES INC	10/20/08	10/23/08	9.3233	(5,366.65)

Keep this statement for your records.

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314 725 6001 P. 016/019
NO. 3693 P. 16

ARGENT CAPITAL MANAGEMENT
HEARTLAND TEAM 8772832723

JUN-24-2010 11:28
JUN 24 2010 9:04AM
As Amended

TAX YEAR 2008

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Date Prepared: February 12, 2009

Account Number: -8523
Taxpayer ID Number: 31-1593436

INVESTMENT ACTIVITY (continued)

Investment Activity for 2008 - Stocks (continued)

Activity	Quantity	Security Description	Trade Date	Settle Date	Price	Ner Amount
SALE	1,450.0000	STERLING BANCSHARES INC	10/28/08	10/31/08	7.6015	11,007.60
SALE	525.0000	STERLING BANCSHARES INC	10/29/08	11/03/08	7.4061	3,872.42
BUY	500.0000	STIFEL FINANCIAL CORP	09/29/08	09/29/08	45.0000	(22,500.00)
BUY	225.0000	STIFEL FINANCIAL CORP	10/09/08	10/14/08	43.8030	(9,857.93)
BUY	75.0000	STIFEL FINANCIAL CORP	10/17/08	10/22/08	45.0440	(3,379.05)
BUY	100.0000	STIFEL FINANCIAL CORP	11/17/08	11/20/08	38.2463	(3,825.63)
BUY	175.0000	STIFEL FINANCIAL CORP	11/18/08	11/21/08	37.2503	(6,520.56)
BUY	75.0000	STIFEL FINANCIAL CORP	11/21/08	11/26/08	32.3637	(2,428.03)
SALE	1,150.0000	STIFEL FINANCIAL CORP	12/18/08	12/23/08	47.0739	54,123.18
BUY	650.0000	SUPERIOR ENERGY SERVICES	09/09/08	09/11/08	38.5950	(25,093.25)
BUY	650.0000	SUPERIOR ENERGY SERVICES	09/09/08	09/12/08	35.4866	(23,072.79)
BUY	225.0000	SUPERIOR ENERGY SERVICES	09/23/08	09/19/08	32.0055	(7,203.49)
BUY	425.0000	SUPERIOR ENERGY SERVICES	10/03/08	10/08/08	26.7491	(11,372.62)
BUY	200.0000	SUPERIOR ENERGY SERVICES	10/07/08	10/10/08	20.8496	(4,171.92)
BUY	450.0000	SUPERIOR ENERGY SERVICES	10/31/08	11/05/08	20.6749	(9,308.21)
SALE	200.0000	SUPERIOR ENERGY SERVICES	11/11/08	11/14/08	18.1722	3,632.41
SALE	175.0000	SUPERIOR ENERGY SERVICES	11/14/08	11/19/08	16.8827	2,952.70
SALE	350.0000	SUPERIOR ENERGY SERVICES	12/03/08	12/08/08	14.8500	5,186.97
SALE	1,875.0000	SUPERIOR ENERGY SERVICES	12/18/08	12/23/08	15.7867	29,543.64
BUY	400.0000	SUSQUEHANNA BANCSHRS INC	09/09/08	09/11/08	17.6735	(7,073.40)
BUY	400.0000	SUSQUEHANNA BANCSHRS INC	09/09/08	09/12/08	17.9150	(7,170.00)
SALE	800.0000	SUSQUEHANNA BANCSHRS INC	09/15/08	09/18/08	18.0231	14,410.39
BUY	350.0000	T 3 ENERGY SERVICES INC	09/09/08	09/11/08	43.3126	(15,162.91)
BUY	375.0000	T 3 ENERGY SERVICES INC	09/09/08	09/12/08	40.5502	(15,210.08)
SALE	200.0000	T 3 ENERGY SERVICES INC	09/22/08	09/24/08	49.4069	9,873.32
BUY	115.0000	T 3 ENERGY SERVICES INC	10/09/08	10/15/08	22.7128	(2,613.12)
BUY	150.0000	T 3 ENERGY SERVICES INC	10/16/08	10/21/08	22.2436	(3,338.04)
SALE	150.0000	T 3 ENERGY SERVICES INC	11/11/08	11/14/08	17.0989	2,563.31
SALE	175.0000	T 3 ENERGY SERVICES INC	11/14/08	11/19/08	16.2975	2,850.29
SALE	465.0000	T 3 ENERGY SERVICES INC	11/18/08	11/21/08	13.5282	6,285.92
BUY	1,150.0000	TECHWELL INC	09/09/08	09/11/08	11.0257	(12,691.06)
BUY	1,125.0000	TECHWELL INC	09/09/08	09/12/08	10.8955	(12,268.69)
SALE	2,275.0000	TECHWELL INC	10/09/08	10/14/08	7.9052	17,893.22
BUY	450.0000	TEXAS CAPITAL BANCSHARES	10/13/08	10/16/08	19.0877	(8,593.97)
BUY	275.0000	TEXAS CAPITAL BANCSHARES	10/15/08	10/17/08	19.3647	(5,328.04)
BUY	225.0000	TEXAS CAPITAL BANCSHARES	10/16/08	10/21/08	19.1270	(4,305.83)
BUY	50.0000	TEXAS CAPITAL BANCSHARES	11/10/08	11/14/08	16.6562	(833.31)
SALE	500.0000	TEXAS CAPITAL BANCSHARES	12/01/08	12/03/08	15.7071	7,848.50
SALE	500.0000	TEXAS CAPITAL BANCSHARES	12/01/08	12/04/08	15.6436	7,816.75
BUY	425.0000	TRICO BANCSHS CHICO CA	10/31/08	11/05/08	21.2541	(9,037.25)

Keep this statement for your records.

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314 725 6001 NO. 3693 P. 17
P. 017/019

ARGENT CAPITAL MANAGEMENT
HEARTLAND TEAM 8772832723

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TAX YEAR 2008

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Date Prepared: February 12, 2009

Account Number: 8523
Taxpayer ID Number: 31-1593436

INVESTMENT ACTIVITY (continued)

Investment Activity for 2008 - Stocks (continued)						
Activity	Quantity	Security Description	Trade Date	Settle Date	Price	Ner Amount
BUY	125.0000	TRICO BANCSHS CHICO CA	11/24/08	11/28/08	21.8841	(2,736.76)
BUY	25.0000	TRICO BANCSHS CHICO CA	11/25/08	12/01/08	22.8131	(570.58)
BUY	75.0000	TRICO BANCSHS CHICO CA	11/26/08	12/02/08	23.4241	(1,757.56)
SALE	650.0000	TRICO BANCSHS CHICO CA	12/18/08	12/23/08	23.6708	15,379.43
BUY	325.0000	U R S CORP NEW	11/10/08	11/14/08	32.8195	(10,669.59)
BUY	250.0000	U R S CORP NEW	11/13/08	11/18/08	28.5538	(7,140.95)
BUY	75.0000	U R S CORP NEW	12/03/08	12/08/08	34.1477	(2,561.83)
SALE	175.0000	U R S CORP NEW	12/09/08	12/12/08	40.0815	7,012.48
SALE	475.0000	U R S CORP NEW	12/18/08	12/23/08	41.0974	19,516.41
BUY	250.0000	VERIGY LTD F	09/09/08	09/11/08	18.9836	(4,748.40)
BUY	250.0000	VERIGY LTD F	09/09/08	09/12/08	18.6518	(4,665.45)
SALE	500.0000	VERIGY LTD F	09/10/08	09/15/08	18.3243	9,157.09
BUY	1,800.0000	W S P HOLDINGS LTD ADR F	09/09/08	09/11/08	8.2520	(14,871.60)
BUY	1,900.0000	W S P HOLDINGS LTD ADR F	09/09/08	09/12/08	8.0750	(15,361.50)
SALE	1,325.0000	W S P HOLDINGS LTD ADR F	10/09/08	10/14/08	5.5334	7,278.71
SALE	425.0000	W S P HOLDINGS LTD ADR F	10/15/08	10/20/08	5.1737	2,194.56
SALE	1,950.0000	W S P HOLDINGS LTD ADR F	10/22/08	10/27/08	4.8045	9,349.22
BUY	1,500.0000	WASHINGTON FEDERAL INC	09/09/08	09/11/08	18.4188	(27,643.20)
BUY	1,550.0000	WASHINGTON FEDERAL INC	09/09/08	09/12/08	18.4284	(28,579.52)
SALE	1,725.0000	WASHINGTON FEDERAL INC	09/15/08	09/18/08	18.0816	31,173.33
SALE	550.0000	WASHINGTON FEDERAL INC	10/03/08	10/08/08	19.1700	10,537.94
SALE	225.0000	WASHINGTON FEDERAL INC	10/06/08	10/09/08	17.8617	4,016.61
SALE	550.0000	WASHINGTON FEDERAL INC	10/07/08	10/10/08	17.7110	9,735.49
BUY	225.0000	WATTS WATER TECH INC A	09/09/08	09/11/08	28.5754	(6,431.72)
BUY	225.0000	WATTS WATER TECH INC A	09/09/08	09/12/08	28.6304	(6,444.09)
SALE	275.0000	WATTS WATER TECH INC A	10/15/08	10/20/08	27.3000	7,504.70
SALE	175.0000	WATTS WATER TECH INC A	10/16/08	10/21/08	26.0788	4,562.01
BUY	4,500.0000	WESTFIELD FINL INC NEW	09/09/08	09/11/08	10.0727	(45,372.15)
BUY	4,475.0000	WESTFIELD FINL INC NEW	09/09/08	09/12/08	9.9543	(44,590.24)
SALE	1,225.0000	WESTFIELD FINL INC NEW	10/13/08	10/16/08	10.1735	12,425.72
SALE	500.0000	WESTFIELD FINL INC NEW	10/15/08	10/17/08	9.8933	4,931.62
SALE	450.0000	WESTFIELD FINL INC NEW	10/20/08	10/22/08	10.0000	4,486.47
SALE	1,725.0000	WESTFIELD FINL INC NEW	11/04/08	11/05/08	10.3828	17,836.39
SALE	1,125.0000	WESTFIELD FINL INC NEW	11/24/08	11/28/08	10.0288	11,271.08
SALE	875.0000	WESTFIELD FINL INC NEW	12/09/08	12/12/08	10.1100	8,837.45

Keep this statement for your records.

0018096 0110705

314 725 6001 P.018/019 NO. 3693 P. 18

ARGENT CAPITAL MANAGEMENT
HEARTLAND TEAM 8772832723

JUN-24-2010 11:28
JUN 24 2010 9:04AM
Depended

charles SCHWAB
INSTITUTIONAL

Account Summary

TAX YEAR 2008

Page 18

Date Prepared: February 12, 2009

Account Number: 8523
Taxpayer ID Number: 31-1593436

INVESTMENT ACTIVITY (continued)

Investment Activity for 2008 - Stocks (continued)

Activity	Quantity	Security Description	Trade Date	Settle Date	Price	Net Amount
SALE	3,075.0000	WESTFIELD FINL INC NEW	12/22/08	12/24/08	10.0809	30,906.34
Total Purchases/Adjustments - Stocks						\$ (3,761,888.39)
Total Proceeds/Adjustments - Stocks						\$ 2,861,227.14

Investment Activity for 2008 - Totals

Total Purchases/Adjustments (Not Reported to IRS):	\$ (3,761,888.39)
Total Proceeds/Adjustments (Not Reported to IRS):	\$ 2,861,227.14

Short Term Loss \$ < 900,661.25 >
990 PF, Part IV

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0015096 0118708

As Amended

JUN-24-2010 11:28
JUN. 24. 2010 9:04AM

ARGENT CAPITAL MANAGEMENT
HEARTLAND TEAM 8772832723

314 725 6001 P.019/019
NO. 3693 P. 19

Interco Charitable Trust
EIN # 31-1593436
Attachment to 2008 Form 990-PF

Statement Required by REG 53.4945-5(d)

INFORMATION WITH RESPECT TO EXPENDITURE RESPONSIBILITY GRANTS

- (1) Grantee: Furniture Brands Charitable Trust
- (2) Date Paid in Current Year: None
- (3) Total Paid:
\$5,000,000 on 4/26/07
- (4) Purpose of Grant: To fund the organization so they can make contributions to various 501(c)(3) organizations
- (5) Amount of Grant Spent by Grantee:
\$406,192 in 2007
\$274,320 in 2008
- (6) Diversion: To the knowledge of the foundation, and based on the report furnished by the grantee, no part has been used for other than its intended purpose.
- (7) Date of Report Received from Grantee:
12/31/08
- (8) Verification: Interco Charitable Trust reviewed the Grant Report on 12/31/08 but did not undertake any verification of the grantee's reports as there has not been any reason to doubt their accuracy or reliability (Reg 53.4945-5(c))

5/11/2008

**FURNITURE BRANDS CHARITABLE TRUST
CHARITABLE TRUST BUDGET
CALENDAR YEAR 2008**

	FBN	Brownhill	Lane	Laneventure	Thomasville	Virginia Ops	Henredon	Pearson	Hickory Chair	Drexel Heritage	Maitland- Smith	Total
2008 Budget	87,000	48,000	76,000	5,000	45,000	11,000	18,000	3,000	8,000	20,000	9,000	330,000
Multi-Year committed contributions	40,000											40,000
Employee Matching	1,520											1,520
Contributions Made-To-Date	27,800	48,000	76,000	5,000	45,000	11,000	18,000	3,000	8,000	20,000	9,000	270,800
Total	69,320	48,000	76,000	5,000	45,000	11,000	18,000	3,000	8,000	20,000	9,000	274,320
Balance available	17,680	0	0	0	0	0	0	0	0	0	0	55,680

As Amended

**Furniture Brands Charitable Trust
CALENDAR YEAR 2008**

Furniture Brands/Multi-Year Commitments

<u>Date</u>	<u>Organization</u>	<u>Amount</u>	<u>\$</u> 87,000
4/28/2008	Kids with Cancer	2,000	
	Anti-Defamation League	10,000	
	CDF/Future Focus 2010		
5/13/2008	(Tupelo Multi-Year 4/5-\$15,000/\$100,000)	15,000	
	City of Hope/NHFI	5,000	
7/1/2008	Jamie Holmes Memorial Fund	500	
10/15/2008	American Furniture Hall of Fame	10,000	
	Health Care Foundation of North Mississippi		
10/28/2008	(Tupelo Multi-Year 2/5-\$25,000/\$125,000)	25,000	
11/21/2008	March of Dimes (Chili Cookoff Match)	300	
12/15/2008	Marist	250	
	patrick H. Scholarship Fund	500	
	Spent	\$ 68,550	
	Balance	\$ 18,450	

As Amended

**Furniture Brands Charitable Trust
CALENDAR YEAR 2008**

Furniture Brands/Multi-Year Commitments

<u>Date</u>	<u>Organization</u>	<u>Amount</u>
4/28/2008	Metropolitan School (Beth Sweetman)	100
7/16/2008	St. Charles Football League (Becky Lindblom)	240
7/29/2008	St. Charles Football League (Becky Lindblom)	180
10/28/2008	Churchill-Capital Campaign (Steve Werdel)	500
10/28/2008	St. Dominic High School (Laura Hayden)	500
Spent		\$ 1,520

As Amended

**Furniture Brands Charitable Trust
CALENDAR YEAR 2008**

BROYHILL

\$ 48,000

<u>Date</u>	<u>Organization</u>	<u>Amount</u>
4/28/2008	AB WA - Caldwell Charter Chapter	\$ 100
	Lenoir Little League	450
	The Leukemia & Lymphoma Society	2,500
	YMCA Loudoun County	1,000
5/13/2008	Caldwell Community College & Technical Institute	10,000
	Caldwell County School	8,000
	Project Graduation/Caldwell County Schools	300
7/3/2008	Caldwell County D.A.R.E.	600
8/26/2008	American Red Cross	200
	Baton Elementary School PTO	100
	Bethel Colony of Mercy	200
	Caldwell Arts Council	200
	Caldwell County Dept. of Social Services	2,500
	Caldwell County EMS	200
	Caldwell Hospice & Palliative Care, Inc.	500
	Caldwell County Sheriff's Department	500
	Caldwell Friends, Inc.	200
	Caldwell House, Inc.	200
	Caldwell Memorial Hospital Foundation	5,000
	Collettsville Fire Department	200
	Collettsville School PTA	100
	Communities In Schools Program	500
	Davenport A+ School PTA	100
	Dudley Shoals Elementary School PTO	100
	Fire Marshall/Emergency Management	200
	Gamewell Elementary School PTO	100
	Gamewell Fire Department	200
	Gamewell Middle School PTO	100
	Gateway School	100
	Granite Falls Elementary School PTO	100
	Granite Falls Fire Department	200
	Granite Falls Middle School PTA	100
	Granite Falls Police Department	200
	Happy Valley Elementary School PTA	100
	Hibriten High School Athletic Boosters Club	500
	Hibriten High School Band	100
	Hibriten High School Chorus	100
	Hibriten High School PTO	100
	Horizons Elementary School	100
	Hudson Elementary School PTO	100
	Hudson Fire Department	200
	Hudson Middle School PTO	100
	Hudson Police Department	200
	Hudson Rescue Squad	200
	Kings Creek Accelerated School PTA	100
	Kings Creek Fire Department	200

5/11/2009

As Amended

<u>Date</u>	<u>Organization</u>	<u>Amount</u>
	Lenoir-Caldwell County Crimestoppers, Inc.	200
	Lenoir Fire Department	500
	Lenoir Park & Recreation Dept.	100
	Lenoir Police Department	500
	Lenoir Rescue Squad	200
	Little River Fire Department	200
	Lower Creek Elementary School PTA	100
	North Catawba Fire Department	200
	Oak Hill Elementary School PTA	100
	Optimist Club of Lenoir - LL Baseball/Horse Show	400
	Patterson Fire Department	200
	Piedmont Educational Foundation	2,500
	Sawmills Accelerated School PTO	100
	Sawmills Fire Department	200
	Shelter Home of Caldwell County, Inc.	500
	South Caldwell High School Athletic Boosters Club	500
	South Caldwell High School Band	100
	South Caldwell High School Chorus	100
	South Caldwell High School PTA	100
	United Way of Caldwell County	500
	Valmead Elementary School PTO	100
	Valmead Fire Department	200
	West Caldwell High School	500
	West Caldwell High School Athletic Boosters Club	500
	West Caldwell High School Band	100
	West Caldwell High School Chorus	100
	West Caldwell High School PTO	100
	West Lenoir School of Technology PTA	100
	Whitnel Elementary School PTA	100
	Wig Bank of Caldwell County	200
	William Lenoir Middle School PTO	100
11/21/2008	Yadkin Valley Fire Dept	100
	Lovelady Rescue Squad	100
	Grace Chapel Fire Dept.	100
	Rhodhiss Fire Dept.	100
	Rhodhiss Police Dept.	100
	Caldwell County Department of Social Services	950
	Total Spent	\$ 48,000
	Balance	\$ -

5/11/2009

As Amended

**Furniture Brands Charitable Trust
CALENDAR YEAR 2008**

LANE

\$ 76,000

<u>Date</u>	<u>Organization</u>	<u>Amount</u>
	CDF/Future Focus 2010 (4/5 Commitment/combined with Discretionary)	\$ 5,000
5/13/2008	CREATE, Inc. - Gardner Simmons Home for Girls	2,500
8/13/2008	CREATE, Inc. - Tupelo Community Theater	2,500
	Sanctuary Hospice House	1,000
	Komen North MS Race for the Cure	500
	National Merit Scholarship Corporation	11,360
9/30/2008	Juvenile Diabetes Foundation (Royal)	2,000
	American Cancer Society (Royal)	2,000
11/18/2008	Aberdeen City Schools	1,250
	Alpha House Home for Boys	750
	Amory City Schools	1,250
	CREATE, Inc.	1,140
	Lee Co. Schools	10,000
	Lee Co. Sheriff's Dept.	500
	Mississippi State University	2,500
	Monroe County Schools	1,250
	Pontotoc City Schools	2,500
	Pontotoc County Schools	2,500
	Regional Rehab Center	2,000
	Tupelo Public School District	17,500
	City of Tupelo	3,000
	Yoconoa Area Council	3,000
	Total Spent	\$ 76,000
	Balance	\$ -

5/11/2009

As Amended

**Furniture Brands Charitable Trust
CALENDAR YEAR 2008**

Laneventure

Date
8/26/2008

Organization
Catawba Science Center Capital Fund

Amount
\$ 5,000

\$ 5,000

Spent
Balance

\$ 5,000
\$ -

As Amended

Furniture Brands Charitable Trust
CALENDAR YEAR 2008

THOMASVILLE

\$ 45,000

Date

5/13/2008

Organization

City of Thomasville
Davidson Vision

Amount

\$ 20,000
25,000

Spent
Balance

\$ 45,000
\$ -

5/11/2009

As Amended

**Furniture Brands Charitable Trust
CALENDAR YEAR 2008**

Virginia Ops

\$ 11,000

Date

Organization

Amount

11/21/2008

Liberty Godparent Foundation

\$ 3,667

St. Jude's Childrens Research Hospital

3,667

Friends of Soucnting-Blue Ridge Mountains Council

3,667

Spent

\$ 11,000

Balance

\$ -

As Amended

**Furniture Brands Charitable Trust
CALENDAR YEAR 2008**

Pearson

Date
4/28/2008

Organization
United Way of Greater High Point

	<u>\$ 3,000</u>
<u>Amount</u>	
\$ 3,000	
\$ 3,000	
\$ -	

Total Spent
Balance

As Amended

**Furniture Brands Charitable Trust
CALENDAR YEAR 2008**

Henredon

\$ 18,000

<u>Date</u>	<u>Organization</u>	<u>Amount</u>
10/28/2008	Burke United Way	\$ 9,000
	appalachian Family Innovations	1,000
	Burke Arts Council	500
	Western Piedmont Community College	1,000
	Freedom High School	500
	East Burke High School	500
	High Point United Way	1,500
	Burke CountyRed Cross	1,000
	Mt. Airy United Way	3,000

Total Spent	\$ 18,000
Balance	\$ -

As Amended

**Furniture Brands Charitable Trust
CALENDAR YEAR 2008**

Hickory Chair

\$ 8,000

Date
5/13/2008

Organization
Catawba Valley Community College
Catawba Science Center
Hickory High School
St. Stephens High School
Newton-Conover High School
Bunker Hill High School
Fred T. Foard High School
Maiden High School
Alexander High School
South Caldwell High School
East Burke High School

Amount
\$ 2,800
2,500
300
300
300
300
300
300
300
300
300
300

Total Spent
Balance

\$ 8,000
\$ -

As Amended

**Furniture Brands Charitable Trust
CALENDAR YEAR 2008**

HDM/Drexel Heritage

<u>Date</u>	<u>Organization</u>	<u>Amount</u>
10/28/2008	Burke United Way	\$ 10,500
	Appalachian Family Innovations	1,000
	Burke Arts Council	500
	Western Piedmont community College	1,000
	Burke County Red Cross	1,000
	High Point United Way	3,000
	Catawaba County United Way	3,000
	Total Spent	\$ 20,000
	Balance	\$ -

As Amended

**Furniture Brands Charitable Trust
CALENDAR YEAR 2008**

Maitland-Smith

\$ 9,000

<u>Date</u>	<u>Organization</u>	<u>Amount</u>
7/16/2008	Juvenile Diabetes Research Foundation	\$ 3,361
12/19/2008	Special Olympics of NC	2,500
	ANCOP	1,500
	The ARC of High Point	<u>\$1,639</u>
	Total Spent	\$ 9,000
	Balance	\$ 0

As Amended

INTERCO CHARITABLE TRUST
ATTACHMENT TO FORM 990-PF, PART XV, LINE 3
December 31, 2008

Recipient	Relationship	Foundation Status	Purpose of Grant	Amount
Missouri Botanical Garden P.O. Box 299 St. Louis, MO 63166- 0299	None	Public	Exempt Purpose	\$500.00
The Muny Forest Park St. Louis, MO 63112	None	Public	Exempt Purpose	\$500.00
University of Missouri-St. Louis 1 University Blvd St. Louis, MO 63121	None	Public	Exempt Purpose	\$18,980.72
University of Missouri-St. Louis 1 University Blvd St. Louis, MO 63121	None	Public	Exempt Purpose	\$2,000.00
AmeriCorps Partnership For Youth 1315 Ann Ave. St. Louis, MO 63104	None	Public	Exempt Purpose	\$25,000.00
St. Louis Variety Club 2200 Westport Plaza Drive St. Louis, MO 63146	None	Public	Exempt Purpose	\$10,000.00
Missouri Historical Society P.O. Box 11940 St. Louis, MO 63112-0040	None	Public	Exempt Purpose	\$2,500.00
St. Louis Variety Club 2200 Westport Plaza Drive St. Louis, MO 63146	None	Public	Exempt Purpose	\$1,000.00
Donald Danforth Plant Science Center 6425 Forsyth Blvd. Campus Box 1044 St. Louis, MO 63105	None	Public	Exempt Purpose	\$5,000.00
Washington University Campus Box 2555 7425 Forsyth Blvd., Suite 2555 St. Louis, MO 63105-2161	None	Public	Exempt Purpose	\$6,250.00
Mathews - Dickey Boys & Girls Club 4245 N. Kingshighway Blvd. St. Louis, MO 63115	None	Public	Exempt Purpose	\$100,000.00
Loyola Academy 3854 Washington Ave. St. Louis, MO 63108	None	Public	Exempt Purpose	\$25,000.00
St. Patrick Center 800 N. Tucker Blvd. St. Louis, MO 63101	None	Public	Exempt Purpose	\$50,000.00
Forest Park Forever P.O. Box 790064 St. Louis, MO 63179	None	Public	Exempt Purpose	\$50,000.00

As Amended

Cornell University
505 Morris Avenue
Springfield, NJ 07081

None Public Exempt Purpose \$5,000.00

Overlook Hospital Foundation
36 Upper Overlook Road
PO Box 220
Summit, NJ 07902

None Public Exempt Purposes \$5,000.00

Jupiter Medical Center
1210 S. Old Dixie Hwy
Jupiter, FL 33458

None Public Exempt Purposes \$5,000.00

Jewish Federation
6505 Wilshire Blvd
Los Angeles, CA 90048

None Public Exempt Purposes \$20,000.00

Youth & Family Center
2929 N. 20Th Street
St. Louis, MO 63107

None Public Exempt Purpose \$20,000.00

St. Louis Symphony Orchestra
Powell Symphony Hall
718 N. Grand Blvd.
St. Louis, MO 63103

None Public Exempt Purpose \$10,000.00

St. Louis Zoo
One Government Drive
St. Louis, MO 63110

None Public Exempt Purpose \$10,000.00

Missouri Botanical Garden
P.O. Box 299
St. Louis, MO 63166- 0299

None Public Exempt Purpose \$20,000.00

Today & Tomorrow
20 Archbishop May Dr.
St. Louis, MO 63119-5004

None Public Exempt Purpose \$30,000.00

Platte Valley Community Center
P.O. Box 128
Saratoga, WY 82331

None Public Exempt Purpose \$5,000.00

Chaminade College Preparatory
425 S. Lindbergh Blvd.
St. Louis, MO 63131-2729

None Public Exempt Purpose \$13,650.00

The Salvation Army (Salvation Tree Of Lights)
1130 Hampton Avenue
St. Louis, MO 63139

None Public Exempt Purpose \$1,000.00

Grand Center, INC.
634 N. Grand Blvd., Suite 10A
St. Louis, MO 63103

None Public Exempt Purpose \$50,000.00

Donald Danforth Plant Science Center
6425 Forsyth Blvd.
Campus Box 1044
St. Louis, MO 63105

None Public Exempt Purpose \$50,000.00

St. Louis Art Museum
One Fine Arts Drive
St. Louis, MO 63110-1380

None Public Exempt Purpose \$50,000.00

As Amended

Fontbonne University
6800 Wydown Blvd.
St. Louis, MO 63105-3098

None Public Exempt Purpose \$25,000.00

Arts & Education Council of Greater St. Louis
3547 Olive Street
St. Louis, MO 63103-1014

None Public Exempt Purpose \$10,000.00

City Academy
4175 N. Kingshighway Blvd.
St. Louis, MO 63115

None Public Exempt Purpose \$31,500.00

University of Missouri Press
2910 LeMone Blvd.
Columbia, MO 65201

None Public Exempt Purpose \$4,000.00

Junior Achievement
17339 N. Outer Forty Road
Chesterfield, MO 63005-1358

None Public Exempt Purpose \$20,000.00

Raymond F Kravis Center
701 Okeechobee Blvd.
West Palm Beach, FL 33401

None Public Exempt Purpose \$10,000.00

Damon Runyon Cancer Research Foundation
675 Third Ave., 25TH Floor
New York, NY 10017

None Public Exempt Purpose \$10,000.00

Juvenile Diabetes Assosication
120 Wall Street, 19th Floor
New York, NY 10005

None Public Exempt Purpose \$10,000.00

Florida State University
505 Morris Avenue
Springfield, NJ 07081

None Public Exempt Purpose \$10,000.00

Cornell University
505 Morris Avenue
Springfield, NJ 07081

None Public Exempt Purpose \$10,000.00

St. Louis Children's Hospital
One Children's Place
St. Louis, MO 63110-1077

None Public Exempt Purpose \$20,000.00

Crossroads College Preparatory
500 DeBaliviere Ave.
St. Louis, MO 63112

None Public Exempt Purpose \$23,566.00

Ursuline Academy
341 S. Sappington Road
Kirkwood, MO 63122

None Public Exempt Purpose \$9,950.00

St. Louis Art Museum
One Fine Arts Drive
St. Louis, MO 63110-1380

None Public Exempt Purpose \$50,000.00

West Virginia University Foundation
P.O. Box 4533
Morgantown, WV 26504

None Public Exempt Purpose \$5,000.00

Independence Center
4380 W. Pine Blvd
St. Louis, MO 63108-2206

None Public Exempt Purpose \$5,000.00

As Amended

Edgewood Children's Center
330 N. Gore Ave.
Webster Groves, MO 63119-1699

None Public Exempt Purpose \$5,000.00

St. Louis University
P.O. Box 8005
St. Louis, MO 63156

None Public Exempt Purpose \$5,000.00

St. Louis Symphony
718 North Grand Blvd.
St. Louis, MO 63103

None Public Exempt Purpose \$10,000.00

Siteman Cancer Center
4444 Forest Park Ave.
St. Louis, MO 63108

None Public Exempt Purpose \$5,000.00

Donald Danforth Plant Science Center
6425 Forsyth Blvd.
Campus Box 1044
St. Louis, MO 63105

None Public Exempt Purpose \$5,000.00

Missouri Botanical Garden
P.O. Box 299
St. Louis, MO 63166-0299

None Public Exempt Purpose \$5,000.00

St. Louis Art Museum
One Fine Arts Drive
St. Louis, MO 63110-1380

None Public Exempt Purpose \$15,000.00

The Muny
Forest Park
St. Louis, MO 63112

None Public Exempt Purpose \$5,000.00

University of Missouri-St. Louis
1 University Blvd
St. Louis, MO 63121

None Public Exempt Purpose \$2,000.00

University of Missouri-St. Louis
1 University Blvd
St. Louis, MO 63121

None Public Exempt Purpose \$22,168.34

Forest Park Forever
5595 Grand Drive In Forest Park
St. Louis, MO 63112

None Public Exempt Purpose \$10,000.00

Ranken Technical College
4431 Finney Avenue
St. Louis, MO 63113

None Public Exempt Purpose \$25,000.00

Girl's Inc.
3801 Nelson Drive
St. Louis, MO 63121

None Public Exempt Purpose \$13,000.00

St. Louis University
P.O. Box 8005
St. Louis, MO 63156

None Public Exempt Purpose \$50,000.00

Godfrey P. Padberg Fellowship Fund
101 Market St., Suite 650
St. Louis, MO 63105

None Public Exempt Purpose \$10,000.00

The Muny
Forest Park

None Public Exempt Purpose \$10,000.00

As Amended

St. Louis, MO 63112

YMCA

1528 Locust Street
St. Louis, MO 63103

Florida State University
505 Morris Avenue
Springfield, NJ 07081

Roosevelt High School
3230 Hartford St
St. Louis, MO 63118

St. Louis Symphony Orchestra
Powell Symphony Hall
718 N. Grand Blvd.
St. Louis, MO 63103

Carmelite Monastery
9150 Clayton Road
St. Louis, MO 63124

Child Center Of Our Lady
20 S. Central Ave., Suite 305
St. Louis, MO 63105

Donald Danforth Plant Science Center
7425 Forsyth Blvd.
Campus Box 1044
St. Louis, MO 63105

The AKC Museum of the Dog
1721 S. Mason Road
St. Louis, MO 63131

Forest Park Forever
Dennis & Judith Jones Visitor & Education Center
5595 Grand Drive in Forest Park
St. Louis, MO 63112

Foundation For Special Education
20 S. Central Ave , Suite 305
St. Louis, MO 63105

Humane Society Of Missouri
1201 Macklind Avenue
St. Louis, MO 63110

Missouri Historical Society
P.O. Box 11940
St. Louis, MO 63112-0040

Missouri Botanical Garden
P.O. Box 299
St. Louis, MO 63166-0299

Myeloma Institute
20 S. Central Ave., Suite 305
St. Louis, MO 63105

The Muny
Forest Park
St. Louis, MO 63112

None Public Exempt Purpose \$5,000.00

None Public Exempt Purpose \$10,000.00

None Public Exempt Purpose \$500.00

None Public Exempt Purpose \$5,000.00

None Public Exempt Purpose \$1,000.00

None Public Exempt Purpose \$1,000.00

None Public Exempt Purpose \$5,000.00

None Public Exempt Purpose \$2,000.00

None Public Exempt Purpose \$5,000.00

None Public Exempt Purpose \$1,000.00

None Public Exempt Purpose \$3,000.00

None Public Exempt Purpose \$3,000.00

None Public Exempt Purpose \$1,200.00

None Public Exempt Purpose \$3,000.00

None Public Exempt Purpose \$3,000.00

As Amended

Newman Center (At Washington University)
6352 Forsyth Blvd.
St. Louis, MO 63105-2269

None Public Exempt Purpose \$500.00

St. Louis Art Museum
One Fine Arts Drive
St. Louis, MO 63110-1380

None Public Exempt Purpose \$2,000.00

St. Louis Public Library Foundation
1301 Olive St.
St. Louis, MO 63103

None Public Exempt Purpose \$3,000.00

St. Louis Symphony Orchestra
Powell Symphony Hall
718 N. Grand Blvd.
St. Louis, MO 63103

None Public Exempt Purpose \$2,500.00

St. Louis University
P.O. Box 8005
St. Louis, MO 63156

None Public Exempt Purpose \$1,000.00

St. Louis Zoo
One Government Drive
St. Louis, MO 63110

None Public Exempt Purpose \$2,500.00

Washington University
Campus Box 1192
One Brookings Drive
St. Louis, MO 63130-4899

None Public Exempt Purpose \$3,125.00

Forest Park Forever
Dennis & Judith Jones Visitor & Education Center
5595 Grand Drive in Forest Park
St. Louis, MO 63112

None Public Exempt Purpose \$5,000.00

Washington University
Campus Box 1192
One Brookings Drive
St. Louis, MO 63130-4899

None Public Exempt Purpose \$3,125.00

City Academy
4175 N. Kingshighway Blvd
St. Louis, MO 63115

None Public Exempt Purpose \$500.00

St. Louis Art Museum
One Fine Arts Drive
St. Louis, MO 63110-1380

None Public Exempt Purpose \$3,500.00

St. Louis Symphony
718 North Grand Blvd.
St. Louis, MO 63103

None Public Exempt Purpose \$500.00

Washington University
Campus Box 1192
One Brookings Drive
St. Louis, MO 63130-4899

None Public Exempt Purpose \$10,000.00

Washington University
Campus Box 1192
One Brookings Drive
St. Louis, MO 63130-4899

None Public Exempt Purpose \$10,000.00

Washington University

None Public Exempt Purpose \$100,000.00

As Amended

Campus Box 1192
One Brookings Drive
St. Louis, MO 63130-4899

Herbert Hoover Boys & Girls Club
2901 N. Grand Ave.
St. Louis, MO 63107

Paraquad
5240 Oakland Ave.
St. Louis, MO 63110

Central Institute For The Deaf
4560 Clayton Avenue
St. Louis, MO 63110

St. Louis Art Museum
One Fine Arts Drive
St. Louis, MO 63110-1380

Edgewood Children's Center
330 N. Gore Ave.
Webster Groves, MO 63119-1699

Emergency Children's Home (ECHO)
3033 North Euclid Ave.
St. Louis, MO 63115-1608

None	Public	Exempt Purpose	\$40,000.00
None	Public	Exempt Purpose	\$15,000.00
None	Public	Exempt Purpose	\$10,000.00
None	Public	Exempt Purpose	\$10,000.00
None	Public	Exempt Purpose	\$10,000.00
None	Public	Exempt Purpose	\$5,000.00

TOTAL (CHARITABLE CONTRIBUTIONS & SCHOLARSHIPS AWARDS)

\$1,328,515.06

TOTAL SCHOLARSHIPS AWARDED

\$45,149.08

TOTAL CHARITABLE CONTRIBUTIONS

\$1,283,366.00

As Amended

Smith Barney Reserved Client Statement

December 1 - December 31, 2008

Ref: 00007533 00057262

AT SMITH BARNEY



U.S. BANK, N.A. ATAL TTEES

Account number 387-70344

Common stocks & options

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value
1,314.5889	COVIDIEN LTD	COV		30,023.18		\$ 36.24	\$ 47,840.70
104.8672			03/30/05	4,548.57	43.346	36.24	3,804.01
711.0276			04/27/05	28,268.12	39.77	36.24	25,767.64
3.7488			04/28/05	147.99	39.489	36.24	135.86
263.6675			05/17/05	9,627.30	36.524	36.24	9,555.31
2,398				42,692.98	39.314		94,803.82
8,475	SEAGATE TECHNOLOGY	STX	07/21/06	147,247.33	22.74	4.43	28,684.25
1,825	-USD		05/08/07	40,859.38	22.388	4.43	8,084.75
8,300				188,108.71	22.883		36,769.00
1,314.5889	TYCO INTL LTD	TYC		44,271.64		21.80	28,385.12
104.8672	(NEW)		03/30/05	5,590.09	53.272	21.60	2,267.29
711.0276			04/27/05	34,742.08	48.877	21.60	15,358.20
3.7488			04/28/05	181.87	48.53	21.60	80.97
263.6675			05/17/05	11,831.72	44.887	21.60	5,695.22
2,398				52,345.78	48.318		61,798.80
1,314.5889	TYCO ELECTRONICS LTD	TEL		33,164.02		16.21	21,309.49
104.8672			03/30/05	4,187.55	39.906	16.21	1,701.52
711.0276			04/27/05	28,025.39	36.613	16.21	11,525.76
3.7488			04/28/05	136.25	36.355	16.21	60.77
263.6675			05/17/05	8,893.18	33.625	16.21	4,274.05
899			11/07/07	29,656.84	32.888	16.21	14,572.79
681			11/08/07	22,498.20	33.037	16.21	11,039.01
3,978				91,367.41	34.305		64,483.39
10,400	WEATHERFORD INTL LTD NEW (BERMUDA)	WFT	01/04/05	130,488.66	12.545	10.82	112,838.00
1,935	AMAZON COM INC	AMZN	04/27/05	60,533.38	31.26	51.28	98,228.80
1,980			08/08/06	65,834.80	33.25	51.28	101,534.40
40			08/09/06	1,353.54	33.84	51.28	2,051.20
455			08/01/08	11,852.25	26.05	51.28	23,332.40
4,410				139,573.97	31.848		226,144.80
55	AMGEN INC	AMGN	01/04/05	3,508.30	63.79	57.75	3,178.25
700			05/23/06	48,887.89	67.13	57.75	40,425.00
165			02/01/07	11,468.14	69.50	57.75	9,528.75
1,050			03/30/07	58,589.16	55.769	57.75	60,837.50

citi smith barney



Smith Barney Reserved Client Statement

December 1 - December 31, 2008

AT SMITH BARNEY

Ref: 00007533 00057263

U.S. BANK, N.A. ATAL TTEES

Account number 397-70344

Common stocks & options continued

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value
1,340	AMGEN INC	AMGN	04/16/08	\$ 57,922.87	\$ 43.226	\$ 57.75	\$ 77,385.00
3,310				178,478.58	53.82		191,182.50
1,070	ANADARKO PETROLEUM CORP	APC	05/05/05	39,525.59	38.94	38.55	41,248.50
1,080			05/12/05	38,322.72	35.48	38.55	41,834.00
2,425			08/28/06	108,013.82	44.54	38.55	93,483.75
1,180			09/25/08	49,515.90	41.61	38.55	45,874.50
490			12/21/08	20,895.61	42.64	38.55	18,889.50
8,255				255,273.44	40.971		241,130.25
2,240	AUTODESK INC	ADSK	01/25/05	64,877.54	28.87	19.65	44,016.00
1,225			05/30/06	44,789.48	38.55	19.65	24,071.25
3,485				109,447.00	31.586		68,087.25
2,800	BED BATH & BEYOND	BBBY	01/13/05	118,387.85	40.82	25.42	73,718.00
125			02/10/05	4,877.86	38.02	25.42	3,177.50
1,355			03/08/08	38,087.10	28.093	25.42	34,444.10
4,380				161,312.81	36.829		111,338.60
854	BIOGEN IDEC INC	BIB	01/04/05	62,181.26	65.19	47.63	45,439.02
2,545			03/17/05	97,452.89	38.29	47.63	121,218.35
2,300			03/22/05	88,031.35	38.27	47.63	109,549.00
165			08/08/05	5,582.73	33.83	47.63	7,858.95
1,180			08/22/05	41,442.58	34.83	47.63	56,878.70
7,154				294,700.81	41.184		340,748.02
315	BROADCOM CORP CL A	BRM	07/14/06	8,844.80	28.08	16.97	5,345.55
2,625			07/21/06	60,698.30	23.12	16.97	44,546.25
1,480			11/07/07	48,389.44	33.15	16.97	24,776.20
4,400				117,840.34	26.805		74,888.00
1,332	CVS CAREMARK CORP	CVS	10/22/08	38,131.83	28.627	28.74	38,281.88
238			10/28/08	8,186.55	25.993	28.74	6,840.12
540			11/06/08	16,181.53	29.965	28.74	15,519.60
2,110				60,488.91	28.873		60,841.40
8,365	CABLEVISION SYSTEMS CORP CABLEVISION NY GROUP CL A	CVC	01/04/05	182,018.17	25.45	18.84	107,186.60
365	CELGENE CORP	CELG	12/02/08	18,070.18	49.507	55.28	20,177.20
370			12/03/08	18,843.22	51.197	55.28	20,453.80
735				37,013.38	60.358		40,830.80
8,700	CHARMING SHOPPES INC	CHRS	09/02/05	81,157.08	9.33	2.44	21,228.00

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Smith Barney Reserved Client Statement

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AT SMITH BARNEY

Ref: 00007533 00057264

U.S. BANK, N.A. ATAL TTEES

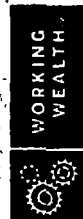
Account number 397-70344

Common stocks & options continued

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value
12,290	CISCO SYS INC	CSCO	02/10/05	247,675.08	17.59	\$ 16.30	\$ 200,327.00
1,180			02/10/05	20,758.20	17.59	16.30	19,234.00
13,470				20,758.20	17.59		219,561.00
4,120	COCA-COLA CO	KO	01/04/05	189,978.82	41.01	45.27	188,512.40
8,150	COMCAST CORP CL A - SPL	CMCSK	01/04/05	184,338.85	21.24	16.15	147,772.50
3,690			04/27/05	77,681.47	21.05	16.15	59,583.50
12,840				272,028.32	21.186		207,368.00
3,385	CREE INC	CREE	01/25/05	79,965.55	23.62	15.87	53,718.95
230			03/23/05	5,020.07	21.83	15.87	3,650.10
3,615				84,985.62	23.509		57,370.05
2,710	DELL INC	DELL	12/30/04	81,409.17	33.73	10.24	27,750.40
760			04/20/05	27,531.00	36.23	10.24	7,782.40
1,450			05/15/05	34,985.02	24.13	10.24	14,848.00
2,120			04/10/08	40,163.19	18.844	10.24	21,708.80
7,040				194,088.38	27.569		72,088.80
8,685	WALT DISNEY CO	DIS	02/23/05	188,662.27	28.221	22.69	151,682.65
475			05/17/05	12,737.51	26.815	22.69	10,777.75
85			08/01/05	2,304.48	27.111	22.69	1,928.65
7,245				203,704.26	28.117		164,388.05
137	DOLBY LABORATORIES INC	DLB	10/16/08	3,900.16	28.468	32.76	4,488.12
308	CLASS A		10/23/08	8,988.02	28.405	32.76	10,024.56
280			10/24/08	6,395.07	29.982	32.76	8,172.80
247			10/27/08	7,522.83	30.456	32.76	8,091.72
226			10/28/08	8,604.35	28.222	32.76	7,403.78
475			10/29/08	14,126.36	28.739	32.76	15,581.00
162			10/30/08	4,981.46	30.628	32.76	5,307.12
1,833				54,508.26	29.737		60,049.08
4,115	EBAY INC	EBAY	03/15/07	130,718.32	31.77	13.98	57,445.40
1,475	ELECTRONIC ARTS	ERTS	09/12/05	87,281.85	59.17	16.04	23,659.00
455			09/13/05	28,013.17	61.57	18.04	7,286.20
3,459			11/21/08	61,101.85	17.864	18.04	55,482.38
5,389				178,388.97	32.733		88,439.88
4,550	EXPEDIA INC	EXPE	01/04/05	105,110.20	23.10	8.24	37,482.00
325			02/01/05	6,863.78	21.43	8.24	2,678.00
625			03/28/05	11,973.97	19.16	8.24	5,150.00

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AT SMITH BARNEY

U.S. BANK, N.A. ATAL TTEES

Account number 397-70344

Common stocks & options continued

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value
2,580	EXPEDIA INC	EXPE	08/13/08	\$ 39,425.24	\$ 15.28	\$ 8.24	\$ 21,259.20
860			06/25/08	19,270.84	20.073	8.24	7,910.40
8,040				182,744.13	20.215		74,489.60
177	FIRST SOLAR INC	FSLR	12/02/08	20,178.94	113.894	137.86	24,418.92
148			12/03/08	19,314.01	123.743	137.86	20,418.08
325				38,490.96	118.434		44,837.00
765	FLUOR CORP NEW	FLR	11/19/08	25,428.14	33.239	44.87	34,325.55
840			11/20/08	25,584.30	30.489	44.87	37,680.80
1,606				61,022.44	31.79		72,018.35
3,495	FOREST LABORATORIES INC	FRX	01/04/05	150,285.00	43.00	25.47	89,017.65
755			03/29/05	27,591.25	36.54	25.47	19,229.85
265			04/18/05	9,167.09	34.59	25.47	6,749.55
4,516				187,043.34	41.427		114,987.06
2,145	GENENTECH INC	DNA	01/04/05	111,433.18	51.95	82.91	177,841.95
355			02/08/05	16,970.24	47.80	82.91	29,433.05
310			04/30/08	21,288.94	68.674	82.91	25,702.10
2,810				149,692.36	63.271		232,977.10
6,500	GENERAL ELECTRIC CO	GE	01/04/05	238,925.00	36.45	18.20	105,300.00
760			08/20/08	25,568.40	33.64	18.20	12,312.00
1,160			05/29/08	35,751.66	30.82	18.20	18,782.00
8,420				288,243.06	35.421		138,404.00
3,675	GENZYME CORP	GENZ	01/04/05	201,282.87	56.30	66.37	237,272.75
65	GOOGLE INC	GOOG	09/22/08	28,736.21	442.085	307.65	19,997.25
61	CLASS A		09/23/08	26,603.97	436.13	307.65	18,768.65
114			10/23/08	39,818.30	349.265	307.65	35,072.10
34			12/28/08	10,021.12	284.738	307.65	10,460.10
274				105,177.60	383.88		84,288.10
5,600	HOME DEPOT INC	HD	12/30/04	211,818.62	37.82	23.02	128,912.00
520			04/04/05	19,805.09	37.70	23.02	11,970.40
530			02/07/06	20,509.41	38.70	23.02	12,200.60
1,301			04/25/08	37,984.26	28.186	23.02	28,949.02
1,639			06/10/08	43,733.60	26.883	23.02	37,729.78
9,590				333,650.88	34.782		220,761.80
18,500	INTEL CORP	INTC	12/30/04	318,721.77	20.56	14.66	227,230.00
3,160	JOHNSON & JOHNSON	JNJ	12/30/04	179,201.62	58.71	59.63	189,062.80

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December 1 - December 31, 2008

Account number 397-70344

WORKING
WEALTH

AT SMITH BARNEY

Ref: 00007533 00057268

U.S. BANK, N.A. ATAL TTEES

Common stocks & options continued

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value
2,980	JUNIPER NETWORKS INC	JNPR	10/22/08	\$ 43,704.60	\$ 18.518	\$ 17.51	\$ 41,323.60
867			11/06/08	14,550.43	18.782	17.51	15,181.17
383			11/07/08	8,211.87	17.112	17.51	6,358.13
3,690				64,468.90	17.957		62,890.90
2,200	L 3 COMMUNICATIONS HLDGS INC	LLL	01/04/05	150,548.00	68.43	73.78	162,318.00
8	LIBERTY GLOBAL INC CLASS A	LBTA	04/03/06	168.59	20.81	15.92	127.36
1			04/03/06	20.81	20.81	15.92	15.92
1,826			07/21/06	37,980.80	20.80	15.92	29,069.92
1,838				38,170.20	20.801		28,213.20
4,625	LIBERTY MEDIA HLDG CORP	LINTA	01/04/05	98,621.78	21.32	3.12	14,430.00
250	INTERACTIVE SER A		02/18/05	5,113.72	20.45	3.12	780.00
775			04/29/05	15,401.80	19.87	3.12	2,418.00
5,680				119,137.40	21.086		17,828.00
825	LIBERTY MEDIA HLDG CORP CAP	LCAPA	01/04/05	10,873.21	11.754	4.71	4,358.75
50	SER A		02/16/05	563.80	11.276	4.71	235.50
155			04/29/05	1,698.08	10.955	4.71	730.05
899			08/04/08	13,457.76	14.969	4.71	4,234.29
2,029				26,682.85	13.108		9,568.69
3,700	LIBERTY MEDIA CORP SER A	LMDIA	01/04/05	61,074.27	16.508	17.48	64,678.00
200	LIBERTY ENTERTAINMENT		02/16/05	3,168.81	15.834	17.48	3,488.00
820			04/29/05	9,538.08	15.383	17.48	10,837.80
980			03/28/08	22,228.16	22.681	17.48	17,130.40
5,600				96,007.30	17.458		96,140.00
5,280	MICROSOFT CORP	MSFT	12/30/04	140,149.18	26.84	19.44	102,254.40
560			03/03/05	14,151.20	25.27	19.44	10,888.40
5,820				154,300.38	26.512		113,140.80
3,240	NASDAQ OMX GROUP INC	NDAQ	05/08/08	126,352.55	38.997	24.71	80,060.40
730			08/11/08	23,275.98	31.884	24.71	18,038.30
680			07/09/08	16,408.26	24.861	24.71	16,308.60
4,830				168,036.79	35.861		114,407.30
882	NATIONAL OILWELL VARCO INC	NOV	07/21/08	68,247.93	74.34	24.44	21,800.48
818			10/24/08	19,629.94	24.056	24.44	19,943.04
382			10/27/08	9,212.57	25.449	24.44	8,947.28
2,070				96,080.44	46.937		60,580.80

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AT SMITH BARNEY

Ref: 0007533 00057287

U.S. BANK, N.A. ATAL TTEES

Account number 397-70344

Common stocks & options continued

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value
5,327	NVIDIA CORP	NVDA	06/03/08	\$ 128,625.74	\$ 24.148	\$ 8.07	\$ 42,988.89
2,983			12/28/08	22,582.52	7.563	8.07	24,072.81
8,310				151,188.26	18.184		67,061.70
4,700	PALL CORP	PLL	01/07/05	132,024.41	28.09	28.43	133,621.00
410			02/16/05	10,866.80	26.50	28.43	11,656.30
5,110				142,891.21	27.863		145,277.30
3,040	PEPSICO INC	PEP	12/30/04	153,332.52	50.44	54.77	168,500.80
9,443	PFIZER INC	PFE	12/30/04	321,109.31	34.01	17.71	167,235.53
685			02/16/05	17,073.08	24.92	17.71	12,131.35
10,128				338,182.39	33.391		179,266.88
3,140	PROCTER & GAMBLE CO	PG	01/04/05	143,780.13	45.79	61.82	194,114.80
439	QUALCOMM INC	QCOM	10/06/08	17,504.47	39.873	35.83	15,729.37
161			10/07/08	6,612.87	41.073	35.83	5,768.63
520			10/10/08	19,698.95	37.882	35.83	18,631.60
1,130			10/17/08	44,892.19	39.727	35.83	40,487.80
2,260				88,708.48	39.426		80,617.50
164	ROCHE HLDG LTD SPON ADR	RHHBY	09/15/08	13,672.04	83.368	76.338	12,519.43
168			09/16/08	13,589.01	81.861	76.338	12,872.11
165			09/16/08	13,507.15	81.861	76.338	12,595.77
635			09/23/08	43,989.57	92.223	76.338	40,840.83
1,030				84,767.77	82.289		78,628.14
838	SANDISK CORP	SNDK	04/15/05	22,147.59	26.43	8.60	8,044.80
2,140			08/08/05	52,880.04	24.71	8.60	20,544.00
320			01/31/07	12,710.48	39.72	8.60	3,072.00
1,225			03/14/08	27,029.26	22.064	9.60	11,780.00
4,523				114,767.36	25.374		43,420.80
352	SEARS HOLDINGS CORPORATION	SHLD	01/03/08	37,181.80	105.63	38.87	13,682.24
273			01/04/08	28,046.57	102.734	38.87	10,611.51
1,275			03/17/08	119,683.09	93.853	38.87	49,559.25
260			05/22/08	23,372.86	89.896	38.87	10,108.20
2,160				209,264.42	98.419		83,889.20
6,170	TEXAS INSTRUMENTS INC	TXN	12/30/04	167,405.43	20.49	15.52	126,798.40
680			02/08/07	21,041.85	30.94	15.52	10,553.60
8,880				188,447.28	21.283		137,352.00

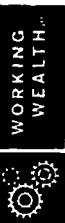
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AT SMITH BARNEY

Ref: 00007533 00057268

U.S. BANK, N.A. ATAL TTEES

Account number 397-70344

Common stocks & options *continued*

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value
4,040	TIME WARNER INC	TIME	01/04/05	\$ 77,495.69	\$ 19.18	\$ 10.06	\$ 40,842.40
1,050			02/08/05	18,848.86	17.95	10.06	10,563.00
85			04/06/06	1,422.45	16.73	10.06	855.10
1,650			08/17/06	27,043.50	16.39	10.06	16,599.00
1,755			06/17/06	26,352.38	15.015	10.06	17,655.30
8,990				151,162.68	17.918		88,314.80
5,790	UNITEDHEALTH GROUP INC	UNH	12/30/04	171,980.39	29.65	26.60	154,014.00
607			04/30/06	20,135.34	33.171	26.60	16,148.20
1,403			05/01/06	48,242.04	32.959	26.60	37,319.80
7,800				238,057.77	30.82		207,480.00
165	VERTEX PHARMACEUTICALS INC	VRTX	10/31/06	4,216.61	25.555	30.38	5,012.70
284			11/03/06	7,713.01	27.158	30.38	8,627.92
44			11/04/06	1,187.94	26.998	30.38	1,336.72
35			11/05/06	859.72	27.42	30.38	1,063.30
1,557			11/06/06	41,996.18	26.972	30.38	47,301.68
2,085				56,073.48	26.884		53,342.30
Total common stocks and options				1,878,573.95			\$ 8,770,291.43
Total portfolio value				\$ 8,590,890.55			\$ 8,676,587.34

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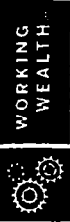
*Based on information supplied by client or other financial institution, not verified by us.

**Unrealized Gain/Loss is only calculated when an original cost basis is available.



Smith Barney Reserved Client Statement

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AT SMITH BARNEY

Ref: 00007534 00057277

U.S. BANK, N.A. ATAL TTEES

Account number 397-70345

Common stocks & options

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value
4,600	INGERSOLL RAND CO LTD CLASS A (BERMUDA)	IR	03/23/08	\$ 187,785.00	\$ 42.45	\$ 17.35	\$ 78,076.00
4,000	ABBOTT LABORATORIES	ABT	06/15/07	219,842.00	54.98	53.37	213,480.00
500			07/31/07	25,484.00	50.928	53.37	26,585.00
4,600				245,306.00	54.512		240,186.00
3,800	AMERICAN EXPRESS CO	AXP	01/24/08	188,830.00	52.35	18.55	70,480.00
1,080	APACHE CORP	APA		Please provide		74.53	80,492.40
1,000			01/25/08	52,200.00	52.20	74.53	74,530.00
2,080				52,200.00	52.20		155,022.40
500	APARTMENT INVESTMENT & MANAGEMENT CO CLASS A	AIV	10/27/08	5,018.74	9.86	11.55	5,878.96
700	APPLE INC	AAPL	10/21/05	38,969.00	55.07	85.35	59,745.00
800			10/03/08	59,848.00	74.81	85.35	68,280.00
1,600				98,817.00	68.878		128,025.00
4,000	CANADIAN NATURAL RES LTD	CNQ	01/13/05	86,780.80	21.59	39.98	159,920.00
8,000	CISCO SYS INC	CSCO	04/17/08	189,438.00	23.679	18.30	130,400.00
2,000	COCA-COLA CO	KO	03/04/05	87,128.50	43.56	45.27	90,540.00
700			10/21/05	29,421.00	42.03	45.27	31,688.00
500			01/24/06	20,450.00	40.90	45.27	22,635.00
800			07/18/07	42,848.00	53.56	45.27	36,216.00
4,000				179,947.50	44.982		181,080.00
2,000	COSTCO WHOLESALE CORP NEW	COST	10/28/08	104,853.40	52.426	52.50	106,000.00
3,500	FPL GROUP INC	FPL	01/25/08	217,893.90	62.195	50.33	176,165.00
3,000	GENERAL ELECTRIC CO	GE	01/13/05	108,280.00	35.43	18.20	48,600.00
500			03/04/05	17,860.00	35.92	18.20	8,100.00
1,800			10/21/05	60,588.00	33.66	16.20	29,160.00
5,300				184,838.00	34.875		85,980.00
2,500	GENZYME CORP	GENZ	06/17/08	168,867.00	67.554	68.37	169,925.00
2,500	JPMORGAN CHASE & CO	JPM	01/13/05	85,575.00	38.23	31.53	78,825.00
500			02/11/05	18,760.00	37.52	31.53	15,765.00
2,200			10/21/05	77,286.00	35.13	31.53	69,388.00
9,200				191,821.00	38.85		163,968.00
1,800	JOHNSON & JOHNSON	JNJ	10/28/08	109,232.82	60.684	59.83	107,884.00

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AT SMITH BARNEY

Ref: 0007534 00057278

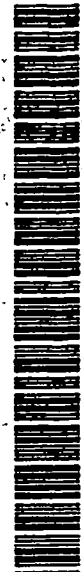
U.S. BANK, N.A ATAL TTEES

Account number 397-70345

Common stocks & options *continued*

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value
3,000	KOHL'S CORP	KSS	05/25/06	\$ 182,720.00	\$ 54.24	\$ 36.20	\$ 108,600.00
2,000			04/17/08	88,581.80	44.29	38.20	72,400.00
8,000				251,301.80	50.28		181,000.00
8,000	KRAFT FOODS INC CLASS A	KFT	08/12/07	207,060.00	34.51	28.85	161,100.00
1,000			07/31/07	32,978.00	32.978	26.85	26,850.00
7,000				240,038.00	34.291		187,950.00
2,500	MACK CALI REALTY CORP	CLI	07/20/07	107,840.00	43.138	24.50	61,250.00
2,500			08/08/07	100,333.00	40.133	24.50	61,250.00
5,000				208,173.00	41.635		122,500.00
4,000	MICROSOFT CORP	MSFT	01/13/05	108,480.00	28.82	19.44	77,760.00
2,000			10/03/06	54,940.00	27.47	19.44	38,880.00
8,000				181,420.00	28.903		118,840.00
2,000	NOVARTIS AG ADR	NVS	01/25/05	98,840.00	48.32	49.76	89,520.00
1,500			02/01/05	71,715.00	47.81	49.76	74,840.00
3,800				188,355.00	48.101		174,160.00
4,000	OCCIDENTAL PETROLEUM CORP-DEL	OXY	01/18/07	174,360.00	43.59	59.89	239,960.00
3,500	RALCORP HLDGS INC NEW	RAH	04/17/08	202,844.25	57.855	58.40	204,400.00
500			06/17/08	27,060.00	54.12	58.40	29,200.00
4,000				229,904.25	57.478		233,600.00
7,000	REGENERON PHARMACEUTICALS INC	REGN	10/31/08	140,454.30	20.08	18.38	128,520.00
2,000			03/05/07	37,420.00	18.71	18.36	36,720.00
1,000			07/31/07	15,428.00	15.428	18.36	18,360.00
10,000				183,300.30	19.33		183,800.00
8,000	SAIC INC	SAI	10/19/07	154,420.00	19.302	19.48	155,840.00
2,000			01/25/08	37,354.00	18.677	19.48	38,960.00
10,000				181,774.00	19.177		184,800.00
2,000	SEACOR HOLDINGS INC	CKH	08/08/07	170,747.00	85.373	68.65	133,300.00
4,000	THERMO FISHER SCIENTIFIC INC	TMO	10/08/05	124,840.00	31.21	34.07	136,280.00
10,000	UCBH HOLDINGS INC	UCBH	04/06/06	189,155.00	18.92	6.88	68,800.00
2,000			07/18/07	36,372.00	18.186	6.88	13,760.00
12,000				225,827.00	18.784		82,660.00
5,000	WAL-MART STORES INC	WMT	12/05/07	244,381.00	48.878	58.08	280,300.00
10,000	XEROX CORP	XRK	10/03/08	154,800.00	15.48	7.97	79,700.00
2,500			07/31/07	44,925.00	17.97	7.97	19,925.00

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As Amended

Smith Barney Reserved Client Statement

December 1 - December 31, 2008

Ref: 00007534 00057279

AT SMITH BARNEY

U.S. BANK, N.A. ATAL TTEES

Account number 397-70345-

Common stocks & options continued

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value
2,500	XEROX CORP	XRK	06/17/08	\$ 34,425.00	\$ 13.77	\$ 7.87	\$ 19,825.00
15,000				234,150.00	15.91		119,550.00
Total common stocks and options				\$ 268,575.00			\$ 139,375.00
Total portfolio value				\$ 270,410.20			\$ 5,573,777.04

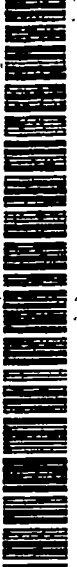
Form 990-PF Stmt 8

**Unrealized Gain/Loss is only calculated when an original cost basis is available.

*Based on information supplied by client or other financial institution, not verified by us.

p The cost basis information provided is an estimate. We have requested, and are awaiting receipt of, the final cost basis allocation information from the issuer.

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Smith Barney Reserved Client Statement

December 1 - December 31, 2008



AT SMITH BARNEY

Ref: 00007535 00057285

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U.S. BANK, N.A. ATAL TTEES

Account number 397-70475

Common stocks & options

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value
1,700	AFLAC INC	AFL	02/09/08	\$ 101,378.95	\$ 59.633	\$ 45.84	\$ 77,828.00
340			03/19/08	21,508.39	83.282	45.84	15,585.60
360			05/05/08	24,123.60	67.01	45.84	16,502.40
570			07/29/08	31,302.41	54.918	45.84	26,128.80
2,970				178,312.35	60.038		136,144.80

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As Amended

Smith Barney Reserved Client Statement

December 1 - December 31, 2008

WORKING
WEALTH

AT SMITH BARNEY

Ref: 00007535 00057286

U.S. BANK, N.A. ATAL TTEES

Account number 397-70475

Common stocks & options continued

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value
2,850	AT&T INC	T	11/15/07	\$ 113,228.23	\$ 39.728	\$ 28.50	\$ 81,225.00
620			11/16/07	24,987.40	40.27	28.50	17,570.00
630			11/27/07	23,218.47	38.858	28.50	17,955.00
535			05/21/08	21,051.23	39.348	28.50	15,247.50
480			06/25/08	16,881.60	35.17	28.50	13,680.00
5,118				189,345.93	38.973		146,777.50
840	APACHE CORP	APA	08/20/08	94,419.36	112.404	74.53	62,605.20
155			09/02/08	16,482.70	106.34	74.53	11,552.15
886				110,802.08	111.459		74,157.35
485	APPLE INC	AAPL	07/27/05	20,342.45	43.75	85.35	39,687.75
210			02/08/07	18,063.53	86.02	85.35	17,823.50
225			08/19/07	27,733.50	123.28	85.35	19,203.75
120			08/27/07	14,385.20	119.86	85.35	10,242.00
105			02/21/08	12,876.15	122.63	85.35	8,961.75
150			04/21/08	24,674.34	164.495	85.35	12,802.50
215			10/08/08	19,737.00	91.80	85.35	18,350.25
1,490				137,922.17	92.488		127,171.50
1,805	CVS CAREMARK CORP	CVS	08/08/07	69,584.70	38.54	28.74	51,875.70
680			09/14/07	24,820.82	37.607	28.74	18,988.40
1,020			10/19/07	40,515.62	39.721	28.74	29,314.80
3,488				134,900.94	38.708		100,168.90
20	CATERPILLAR INC	CAT	08/19/07	1,647.00	82.35	44.67	893.40
185			08/27/07	14,744.50	78.70	44.67	8,263.95
515			09/25/07	39,263.60	76.24	44.67	23,005.05
280			01/30/08	19,157.60	68.42	44.67	12,507.60
1,000				74,812.70	74.813		44,870.00
775	CHEVRON CORP	CVX	09/06/06	51,084.20	65.92	73.97	57,328.75
390			01/30/07	26,349.91	72.69	73.97	28,848.30
85			08/11/07	6,886.90	81.14	73.97	6,287.45
95			08/19/07	7,804.95	83.21	73.97	7,027.15
100			08/27/07	8,180.00	81.80	73.97	7,397.00
440			07/03/07	37,488.00	85.20	73.97	32,548.80
410			07/13/07	36,360.71	83.562	73.97	30,327.70
2,986				179,263.67	77.675		169,761.15

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As Amended



Smith Barney Reserved Client Statement

December 1 - December 31, 2008

Ref: 00007533 00057287

AT SMITH BARNEY

U.S. BANK, N.A. ATAL TTEES

Account number 397-70475

Common stocks & options continued

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value
1,480	CISCO SYS INC	CSCO	09/14/06	\$ 33,635.37	\$ 22.73	\$ 16.30	\$ 24,124.00
1,845			11/03/08	39,114.32	23.78	18.30	26,813.50
1,025			02/08/07	28,830.28	28.13	16.30	16,707.50
380			06/11/07	10,043.40	26.43	18.30	6,194.00
415			08/19/07	11,208.15	27.01	18.30	6,784.50
425			08/27/07	11,432.50	26.90	16.30	6,927.50
1,175			09/25/07	38,081.75	32.41	18.30	19,152.50
400			02/21/08	9,420.00	23.55	16.30	6,520.00
8,945				181,768.77	26.172		113,203.50
1,200	CONOCOPHILLIPS	COP	08/20/08	98,587.04	80.489	51.80	62,160.00
605			08/21/08	50,638.50	83.70	51.80	31,339.00
1,805				147,225.54	81.565		93,489.00
860	EMC CORP-MASS	EMC	12/11/08	11,384.18	13.24	10.47	9,004.20
1,940			12/28/08	26,072.05	13.44	10.47	20,311.80
1,815			06/19/07	32,542.95	17.93	10.47	19,003.05
885			06/27/07	17,178.40	17.44	10.47	10,312.95
1,380			11/27/07	24,981.59	18.102	10.47	14,448.60
1,340			04/21/08	21,348.20	15.93	10.47	14,028.80
8,320				133,505.36	16.048		87,110.40
635	EMERSON ELECTRIC CO	EMR	09/27/07	33,551.82	52.837	38.61	23,247.35
680			10/09/07	36,869.60	54.22	38.61	24,894.80
785			10/24/07	39,768.10	50.66	38.61	28,738.85
460			11/01/07	23,897.00	51.85	38.61	18,840.60
2,660				134,088.32	52.377		83,721.80
1,200	EXPRESS SCRIPTS INC.COMMON	ESRX	11/13/08	70,088.76	58.407	54.98	65,976.00
250			11/26/08	13,908.80	55.635	54.98	13,745.00
1,450				83,997.56	67.929		78,721.00
370	FIRST SOLAR INC	FSLR	12/30/08	49,857.50	134.75	137.98	51,048.20
1,785	GENERAL DYNAMICS CORP	GD	12/30/08	99,289.65	55.624	57.59	102,798.16
150	GENERAL ELECTRIC CO	GE	08/19/07	5,724.00	38.16	16.20	2,430.00
370			06/27/07	13,958.40	37.72	16.20	5,994.00
1,085			02/01/08	37,914.00	35.60	16.20	17,253.00
675			03/18/08	23,998.98	35.509	16.20	10,935.00
655			04/22/08	21,156.50	30.30	16.20	10,611.00

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As Amended



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AT SMITH BARNEY

Ref: 00007535 00057288

U.S. BANK, N.A. ATAL TTEES

Account number 397-70475-

Common stocks & options continued

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value
610	GENERAL ELECTRIC CO	GE	05/05/08	\$ 20,233.70	\$ 33.17	\$ 18.20	\$ 9,882.00
3,595				122,863.58	34.88		67,105.00
1,710	GILEAD SCIENCES INC	GILD	12/27/08	56,301.49	32.925	51.14	87,449.40
300			12/27/08	9,882.09	32.94	51.14	15,342.00
700			01/04/07	22,353.21	31.935	51.14	35,798.00
410			02/28/07	14,587.87	35.605	51.14	20,987.40
280			08/11/07	11,524.60	39.74	51.14	14,830.80
300			08/19/07	12,068.00	40.22	51.14	15,342.00
305			08/27/07	11,876.70	38.94	51.14	15,597.70
4,015				138,901.76	34.521		208,327.10
815	GOLDMAN SACHS GROUP INC	GS	09/24/08	105,725.22	129.724	84.39	68,777.86
85	GOOGLE INC	GOOG	02/21/07	40,309.62	474.23	307.65	26,150.25
30	CLASS A		02/22/07	14,376.54	478.22	307.65	9,229.50
30			03/14/07	13,337.83	444.59	307.65	9,229.50
15			08/11/07	7,721.10	514.74	307.65	4,814.75
15			08/19/07	7,723.95	514.93	307.65	4,814.75
15			08/27/07	7,835.25	522.35	307.65	4,814.75
70			08/22/07	35,697.90	508.97	307.65	21,535.50
80			03/13/08	35,397.60	442.47	307.65	24,612.00
340				182,399.59	477.846		104,801.00
390	HEWLETT PACKARD CO	HPQ	08/17/07	16,371.85	47.107	38.29	14,153.10
725			09/27/07	38,474.75	50.31	38.29	26,310.25
1,020			10/24/07	51,896.27	50.878	38.29	37,015.80
315			02/21/08	14,898.49	47.298	38.29	11,431.35
2,450				121,841.38	49.85		88,910.50
815	HONEYWELL INTL INC	HON	01/04/06	30,509.69	37.44	32.83	26,758.45
375			02/20/07	18,033.15	48.09	32.83	12,311.25
355			02/21/07	17,122.80	48.23	32.83	11,854.85
330			08/11/07	18,813.30	57.01	32.83	10,833.80
380			08/19/07	20,790.00	57.75	32.83	11,818.80
375			08/27/07	20,898.75	55.97	32.83	12,311.25
395			03/18/08	22,103.21	55.957	32.83	12,987.85
405			04/18/08	24,624.00	60.80	32.83	13,298.15
3,410				172,985.00	50.728		111,950.30

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As Amended

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AT SMITH BARNEY

Ref: 0007535 00057289

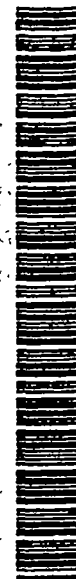
U.S. BANK, N.A. ATAL TTEES

Account number 397-70475-

Common stocks & options continued

Quantity	Description	Symbol	Data acquired	Cost	Share cost	Current price	Current value
685	INTEL CORP	INTC	08/14/07	\$ 16,700.85	\$ 24.03	\$ 14.66	\$ 10,188.70
1,870			09/25/07	43,286.40	25.82	14.66	24,482.20
1,475			10/17/07	39,055.94	26.478	14.66	21,623.50
3,840				89,043.19	26.782		56,284.40
980	INTL BUSINESS MACHINES CORP	IBM	02/01/08	105,583.24	107.738	84.16	82,476.80
185			04/18/08	24,387.20	124.86	84.16	16,411.20
145			07/18/08	18,778.05	128.49	84.16	12,203.20
215			10/09/08	19,656.74	91.436	84.16	18,094.40
1,835				188,386.23	109.697		129,185.60
2,665	JPMORGAN CHASE & CO	JPM	11/13/07	118,933.09	44.827	31.53	84,027.45
545			01/25/08	24,359.37	44.696	31.53	17,183.85
480			03/18/08	20,357.81	42.412	31.53	15,134.40
370			05/05/08	17,811.80	48.14	31.53	11,666.10
770			06/12/08	29,452.50	38.25	31.53	24,278.10
4,830				210,914.57	43.668		152,269.90
810	JOHNSON & JOHNSON	JNJ	01/07/08	54,074.14	68.758	59.83	48,462.30
405			01/09/08	27,821.00	68.20	59.83	24,231.15
790			08/11/08	51,531.70	65.23	59.83	47,265.70
280			07/29/08	19,165.72	68.449	59.83	16,752.40
220			08/12/08	15,783.00	71.85	59.83	13,162.60
2,505				188,155.56	67.128		148,874.15
875	MCDONALDS CORP	MCD	07/25/07	49,721.00	50.895	62.19	60,635.25
1,600			07/31/07	77,584.00	48.49	62.19	89,504.00
485			08/11/08	28,639.25	59.05	62.19	30,162.15
3,080				155,944.25	50.962		180,301.40
3,090	MICROSOFT CORP	MSFT	10/14/08	75,482.21	24.427	19.44	60,089.60
895			11/19/08	16,975.55	18.967	19.44	17,388.80
885			11/20/08	15,905.82	18.388	19.44	18,815.60
870			11/26/08	13,546.06	20.218	19.44	13,024.80
6,620				121,809.44	22.085		107,308.80
205	MONSANTO CO NEW	MON	12/15/08	10,403.07	50.75	70.35	14,421.75
285			03/05/07	14,592.74	51.20	70.35	20,049.75
180			06/11/07	10,835.00	60.75	70.35	12,663.00
200			06/19/07	13,418.00	67.09	70.35	14,070.00
200			06/27/07	13,180.00	65.90	70.35	14,070.00

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As Amended

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WORKING
WEALTH

AT SMITH BARNEY

Ref: 00007535 00057280

U.S. BANK, N.A. ATAL TTEES

Account number 397-70475

Common stocks & options continued

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value
285	MONSANTO CO NEW	MON	10/10/08	\$ 23,375.15	\$ 79.237	\$ 70.35	\$ 20,753.25
510			10/28/08	38,448.50	75.385	70.35	35,878.50
1,875				124,350.46	66.32		131,908.25
2,985	ORACLE CORP	ORCL	07/09/08	63,469.98	21.406	17.73	52,589.45
1,645			07/18/08	34,828.43	21.172	17.73	29,165.85
945			08/14/08	22,074.73	23.359	17.73	16,754.85
5,555				120,373.14	21.989		98,490.16
220	PEPSICO INC	PEP	01/30/07	14,283.88	64.93	54.77	12,049.40
80			06/11/07	5,288.60	66.12	54.77	4,381.60
80			06/19/07	5,942.70	66.03	54.77	4,929.30
90			06/27/07	5,797.80	64.42	54.77	4,925.30
1,100			07/25/07	75,185.00	68.35	54.77	60,247.00
205			02/21/08	14,671.85	71.57	54.77	11,227.85
350			04/28/08	24,027.50	68.65	54.77	19,169.50
560			05/21/08	38,080.00	68.00	54.77	30,671.20
2,695				183,278.13	68.007		147,606.16
4,665	PFIZER INC	PFE	10/08/08	84,386.73	18.082	17.71	82,617.16
445	PROCTER & GAMBLE CO	PG	10/19/07	31,710.70	71.26	61.82	27,509.90
325			01/09/08	23,842.52	72.746	61.82	20,091.50
370			06/11/08	24,505.00	66.50	61.82	22,873.40
525			07/29/08	34,003.83	64.769	61.82	32,455.50
340			07/30/08	22,524.66	68.249	61.82	21,018.80
245			08/12/08	17,225.95	70.31	61.82	15,145.90
2,260				153,712.66	68.317		139,066.00
1,550	QUEST DIAGNOSTICS INC	DGX	11/13/08	71,597.99	46.185	51.91	80,460.50
425	SCHLUMBERGER LTD	SLB	06/22/07	37,325.58	87.824	42.33	17,990.25
60			06/27/07	5,144.40	85.74	42.33	2,539.80
895			07/03/07	78,035.05	87.19	42.33	37,885.35
270			01/15/08	24,588.90	91.07	42.33	11,429.10
370			01/18/08	29,092.00	78.60	42.33	15,682.10
320			01/25/08	26,188.00	81.837	42.33	13,545.60
370			06/21/08	38,752.10	99.33	42.33	15,682.10
2,710				237,116.03	87.497		114,714.30
4,916	SCHWAB CHARLES CORP	SCHW	12/08/08	91,821.06	18.681	18.17	79,475.65

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U.S. BANK, N.A. ATAL TTEES

Account number 397-70475-

Common stocks & options continued

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value
2,485	TARGET CORP	TGT	01/25/08	\$ 130,951.82	\$ 52.485	\$ 34.53	\$ 88,152.35
420			05/07/08	22,800.20	53.81	34.53	14,502.60
490			10/10/08	18,281.90	37.31	34.53	16,919.70
595			11/26/08	19,759.47	33.209	34.53	20,545.35
4,000				181,583.39	47.888		138,120.00
820	US BANCORP DEL NEW	USB	02/04/08	30,571.80	33.23	25.01	23,009.20
1,075			02/07/08	34,928.54	32.489	25.01	26,885.75
895			05/05/08	34,258.88	34.429	25.01	24,884.95
870			08/12/08	30,477.40	31.42	25.01	24,259.70
580			08/25/08	17,188.02	30.853	25.01	14,005.80
735			07/18/08	18,148.18	24.891	25.01	18,382.35
5,255				185,548.80	31.503		131,427.85
1,330	UNION PACIFIC CORP	UNP	10/14/08	82,498.04	82.027	47.80	63,574.00
810			11/04/08	42,005.58	88.861	47.80	29,158.00
1,840				124,501.82	84.178		82,732.00
250	UNITED TECHNOLOGIES CORP	UTX	12/30/04	12,870.00	51.88	53.60	13,400.00
20			01/21/05	1,000.70	50.03	53.60	1,072.00
435			02/22/07	28,340.45	87.45	53.60	23,316.00
330			03/13/07	21,350.51	84.70	53.60	17,688.00
190			06/11/07	13,254.40	69.78	53.60	10,184.00
475			08/19/07	34,017.74	71.818	53.60	25,480.00
235			08/27/07	16,553.40	70.44	53.60	12,588.00
310			04/28/08	22,555.60	72.76	53.60	16,618.00
2,245				151,042.80	87.28		120,332.00
1,310	WAL-MART STORES INC	WMT	10/28/08	67,345.27	51.408	58.08	73,438.60
345			11/28/08	19,157.51	55.529	58.08	19,340.70
1,855				88,502.78	52.288		82,778.30
1,475	WELLS FARGO & CO NEW	WFC	03/19/08	48,655.88	31.831	28.48	43,483.00
880			04/18/08	20,898.40	30.73	28.48	20,048.40

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Ref: 00007SSS 00057282

U.S. BANK, N.A. ATAL TTEES

Account number 397-70475-

Common stocks & options continued

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value
680	WELLS FARGO & CO NEW	WFC	11/13/08	\$ 17,694.07	\$ 26.808	\$ 29.48	\$ 19,456.80
2,915				85,248.35	30.263		82,868.20
Total common stocks and options							\$ 1,373,607.15
Total portfolio value							\$ 1,373,607.15

990 PF Stmt 8

*Based on information supplied by client or other financial institution, not verified by us.

As Amended

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Smith Barney Reserved
Client Statement

AT SMITH BARNEY

December 1 - December 31, 2008

Ref: 00030012 00202932

U.S. BANK, N.A. ATAL TTEES Account number 397-71768.

Common stocks & options

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value
16	CREDICORP LTD -USD	BAP	11/14/08	\$ 654.52	\$ 40.907	\$ 49.96	\$ 799.36
6			11/17/08	239.34	39.889	49.96	299.76

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Smith Barney Reserved Client Statement

December 1 - December 31, 2008

Ref: 00030012 00202933

AT SMITH BARNEY

Account number 397-71768

U.S. BANK, N.A. ATAL TTEES

Common stocks & options *continued*

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value
9	CREDICORP LTD -USD	BAP	11/19/08	\$ 347.23	\$ 38.58	\$ 49.96	\$ 449.64
10			12/12/08	431.35	43.135	49.96	499.60
29			12/31/08	1,403.85	48.408	49.96	1,448.84
70				3,076.29	43.947		3,497.20
66	AFRICAN BANK INVESTMENTS	AFRVY	10/01/08	1,016.40	15.40	13.899	917.33
36	ADR		10/30/08	471.68	13.102	13.899	500.36
13			10/31/08	172.76	13.289	13.899	180.69
339			11/07/08	3,957.42	11.673	13.899	4,711.76
118			11/19/08	1,325.73	11.235	13.899	1,640.08
7			12/01/08	96.23	13.747	13.899	97.29
59			12/08/08	769.89	13.049	13.899	820.04
4			12/10/08	54.77	13.693	13.899	55.60
17			12/17/08	229.90	13.523	13.899	236.28
450			12/31/08	6,271.47	13.936	13.899	6,254.55
1,108				14,386.25	12.954		15,413.98
54	AMERICA MOVIL S.A.B DE CV	AMX	10/01/08	2,486.32	48.043	30.99	1,673.46
151	SER L SPONS ADR		11/07/08	4,831.25	31.995	30.99	4,679.49
10			12/01/08	289.13	28.912	30.99	309.90
144			12/31/08	4,401.12	30.563	30.99	4,482.56
359				12,007.82	33.448		11,125.41
28	ANGLOGOLD ASHANTI LTD	AU	12/09/08	662.49	23.66	27.71	775.88
26	ADR		12/11/08	681.78	26.222	27.71	720.46
19			12/12/08	509.04	26.791	27.71	526.49
8			12/17/08	217.08	27.135	27.71	221.68
60			12/31/08	1,594.52	26.575	27.71	1,662.60
141				3,664.91	25.982		3,907.11
2	BAIDU.COM SPONSORED ADR	BIDU	11/07/08	429.93	214.963	130.57	261.14
5			11/12/08	949.69	189.937	130.57	652.85
2			11/13/08	377.22	188.609	130.57	261.14
2			11/14/08	366.35	183.174	130.57	261.14
4			11/19/08	466.78	116.693	130.57	522.28
1			12/01/08	117.38	117.378	130.57	130.57
9			12/31/08	1,180.92	131.213	130.57	1,175.13
25				3,888.27	155.531		3,264.25

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December 1 - December 31, 2008

AT SMITH BARNEY

Ref: 00030012 00202934

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Account number 397-71768-

U.S. BANK, N.A. ATAL TTEES

Common stocks & options continued

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value
141	BANCO BRADESCO SPONS ADR (NEW)	BBD	11/07/08	\$ 1,560.59	\$ 11.068	\$ 9.87	\$ 1,391.67
59			11/19/08	533.26	9.038	9.87	582.33
142			12/31/08	1,382.28	9.734	9.87	1,401.54
342				3,476.13	10.184		3,376.54
37	BANCO ITAU HOLDING	ITU	10/01/08	610.46	16.498	11.60	429.20
80	FINANCEIRA S.A SPONS ADR		11/07/08	933.56	11.669	11.60	928.00
43			12/09/08	519.18	12.074	11.60	498.80
48			12/17/08	609.24	12.692	11.60	556.80
4			12/30/08	45.40	11.35	11.60	46.40
162			12/31/08	1,868.57	11.534	11.60	1,879.20
374				4,588.41	12.283		4,338.40
4	BANCO SANTANDER-CHILE-CLP ADR	SAN	10/02/08	166.17	41.541	35.03	140.12
6			10/08/08	197.42	32.903	35.03	210.18
10			10/15/08	339.81	33.981	35.03	350.30
5			10/21/08	159.83	31.966	35.03	175.15
50			11/07/08	1,755.50	35.11	35.03	1,751.50
47			12/09/08	1,571.25	33.43	35.03	1,646.41
86			12/31/08	2,961.12	34.431	35.03	3,012.58
208				7,151.10	34.38		7,288.24
32	BANCOLOMBIA SA	CIB	11/28/08	646.04	20.188	23.35	747.20
29	BANCOLOMBIA C-COP		12/31/08	672.20	23.179	23.35	677.15
81				1,318.24	21.81		1,424.35
8	BRASIL TELECOM PARTICIPACO SA SPONSORED ADR	BRP	10/01/08	394.96	49.37	38.63	309.04
38			11/07/08	1,254.76	33.02	38.63	1,467.94
11			11/13/08	333.70	30.336	38.63	424.93
28			12/31/08	1,108.29	39.581	38.63	1,081.64
85				3,081.71	36.373		3,283.55
9	CNOOC LTD SPONS ADR	CEO	10/01/08	1,022.94	113.66	95.24	857.18
4			10/14/08	357.20	89.299	95.24	380.96
34			11/07/08	2,579.24	75.86	95.24	3,238.16
22			11/12/08	1,655.19	75.235	95.24	2,095.28
29			12/04/08	2,116.07	72.968	95.24	2,761.96
64			12/31/08	6,051.28	94.551	95.24	6,095.36
182				13,781.92	86.074		15,428.88

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December 1 - December 31, 2008

Ref: 00030012 00202935

AT SMITH BARNEY

Account number 397-71768-

U.S. BANK, N.A. ATAL TTEES

Common stocks & options continued

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value
75	CHINA LIFE INSURANCE CO	LFC	10/01/08	\$ 4,187.50	\$ 55.833	\$ 46.40	\$ 3,480.00
1	LTD-SPONSORED ADR		10/08/08	51.01	51.014	46.40	46.40
264			11/07/08	10,620.72	40.23	46.40	12,249.60
49			11/28/08	1,899.52	38.765	46.40	2,273.60
261			12/31/08	12,108.76	46.393	46.40	12,110.40
860				28,887.51	44.412		30,180.00
292	CHINA MOBILE LTD	CHL	11/07/08	12,459.09	42.668	50.85	14,848.20
5	SPONSORED ADR		11/17/08	219.16	43.831	50.85	254.25
193			12/31/08	9,797.72	50.765	50.85	9,814.05
490				22,475.87	45.889		24,918.50
31	CHUNGHWA TELECOM CO LTD	CHT	10/01/08	605.27	19.60	15.60	483.60
85	SPONS ADR		11/07/08	1,253.95	14.809	15.60	1,326.00
99			12/31/08	1,533.74	15.492	15.60	1,544.40
215				3,392.96	15.781		3,354.00
12	COMPANHIA ENERGETICA DE	CIG	10/14/08	193.06	16.088	13.74	164.88
15	MINAS SP ADR		10/15/08	225.48	15.032	13.74	206.10
170			11/07/08	2,634.98	15.499	13.74	2,335.80
28			12/09/08	408.85	14.601	13.74	384.72
157			12/31/08	2,152.28	13.708	13.74	2,157.18
382				5,614.85	14.898		5,248.68
5	COMPANHIA DE BEBIDAS DAS	ABV	10/09/08	208.34	41.667	44.31	221.55
5	AMERS SPONS ADR		10/14/08	236.54	47.307	44.31	221.55
1			10/15/08	45.01	45.014	44.31	44.31
3			10/29/08	139.23	46.409	44.31	132.93
1			10/30/08	43.24	43.242	44.31	44.31
43			11/07/08	2,000.79	46.53	44.31	1,905.33
2			11/13/08	90.35	45.173	44.31	88.62
7			11/19/08	303.04	43.291	44.31	310.17
41			12/31/08	1,826.91	44.558	44.31	1,816.71
108				4,893.45	45.31		4,785.48
152	COMPANHIA VALE DI RIO ADR	RIO	10/01/08	2,817.40	18.535	12.11	1,840.72
389	DOCE		11/07/08	4,943.02	12.707	12.11	4,710.79
40			12/09/08	431.90	10.797	12.11	484.40
422			12/31/08	5,060.29	11.991	12.11	5,110.42
1,003				13,252.61	13.213		12,146.33

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AT SMITH BARNEY

December 1 - December 31, 2008

Ref: 00030012 00202936

U.S. BANK, N.A. ATAL TTEES

Account number 397-71768-

Common stocks & options continued

Quantity	Description	Symbol	Date acquired	Cost	Share	Current price	Current value
40	COMPANIA DE MINAS	BVN	11/25/08	\$ 601.89	\$ 15.047	\$ 19.92	\$ 796.80
46	BUENAVENTURA S A SPONSORED ADR		12/01/08	686.09	14.914	19.92	916.32
21	REPSTG SER B SHS-USD		12/01/08	313.21	14.914	19.92	418.32
10			12/04/08	149.78	14.978	19.92	199.20
1			12/11/08	17.98	17.982	19.92	19.92
79			12/31/08	1,531.79	19.389	19.92	1,573.68
197				3,300.74	16.755		3,824.24
15	DESARROLLADORA HOMEX	HXM	10/01/08	647.40	43.16	22.83	342.45
49	S A DE C.V ADR-USD		11/07/08	1,089.76	22.24	22.83	1,118.67
47			12/31/08	1,020.88	21.72	22.83	1,073.01
111				2,758.04	24.847		2,534.13
131	FOMENTO ECONOMICO MEXICANO	FMX	11/07/08	3,586.51	27.378	30.13	3,947.03
90	S.A.B DE CV SPONS ADR		12/31/08	2,699.49	29.994	30.13	2,711.70
221				8,286.00	28.443		8,658.73
18	GAFISA S A SPON ADR-USD	GFA	10/01/08	428.04	23.78	9.26	166.68
51			11/07/08	595.76	11.76	9.26	472.26
68			11/13/08	522.23	7.679	9.26	629.68
75			12/31/08	672.43	8.965	9.26	694.50
212				2,222.46	10.483		1,963.12
533	GAZPROM OAO SPONS ADR	OGZPY	11/07/08	10,051.95	18.859	14.25	7,595.25
31			11/07/08	584.64	18.859	14.25	441.75
21			12/01/08	334.05	15.907	14.25	299.25
417			12/31/08	6,059.72	14.531	14.25	5,942.25
1,002				17,030.36	18.998		14,278.50
20	GERDAU SA SPONS ADR	GGB	10/01/08	216.38	10.818	6.60	132.00
27			10/20/08	187.41	6.941	6.60	178.20
353			11/07/08	2,248.08	6.368	6.60	2,329.80
28			11/19/08	142.32	5.082	6.60	184.80
235			12/31/08	1,538.47	6.546	6.60	1,551.00
683				4,332.66	6.535		4,375.80
74	GOLD FIELDS LTD SPONS ADR	GFI	12/15/08	716.96	9.888	9.93	734.82
33			12/17/08	322.37	9.768	9.93	327.69
60			12/18/08	517.12	8.618	9.93	595.80
85			12/31/08	820.89	9.657	9.93	844.05
252				2,377.34	9.434		2,502.38

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December 1 - December 31, 2008

AT SMITH BARNEY

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Account number 397-71768-

U.S. BANK, N.A. ATAL TTEES

Common stocks & options continued

Quantity	Description	Symbol	Date acquired	Cost	Share	Current price	Current value
25	GRUPO TELEVIS SA DE CV	TV	10/01/08	\$ 542.00	\$ 21.68	\$ 14.94	\$ 373.50
15	SPON ADR		11/06/08	242.63	16.175	14.94	224.10
112			11/07/08	1,795.91	16.034	14.94	1,673.28
15			11/13/08	224.39	14.959	14.94	224.10
50			11/17/08	706.48	14.129	14.94	747.00
139			12/31/08	2,061.37	14.83	14.94	2,076.66
368				5,572.78	15.654		5,318.64
51	HENDERSON LAND DEV LTD	HLDCY	10/31/08	191.91	3.763	3.703	188.85
42	SPONS ADR -USD-		11/05/08	188.13	4.003	3.703	155.53
272			11/07/08	1,033.60	3.80	3.703	1,007.22
290			12/31/08	1,087.50	3.75	3.703	1,073.87
655				2,481.14	3.788		2,425.47
430	HON HAI PRECISION	HNHPF	10/16/08	2,367.84	5.506	3.87	1,664.10
1,550	GLOBAL DEPOSITORY RECPT REG S		12/10/08	6,430.64	4.148	3.87	5,998.50
1,980				8,798.48	4.444		7,662.60
54	HUANENG POWER INTL SP ADR	HNP	11/25/08	1,225.04	22.686	29.18	1,575.72
28			12/01/08	657.19	23.471	29.18	817.04
12			12/03/08	316.10	26.342	29.18	350.16
34			12/04/08	827.53	24.339	29.18	992.12
19			12/05/08	476.06	25.056	29.18	554.42
98			12/31/08	2,839.48	28.974	29.18	2,859.64
245				6,341.40	25.883		7,149.10
42	ICICI BANK LTD-SPONS ADR-	IBN	10/01/08	1,029.27	24.506	19.25	806.50
109	INR		11/07/08	1,962.93	18.008	19.25	2,098.25
131			12/31/08	2,445.35	18.666	19.25	2,521.75
282				5,437.55	19.282		5,428.50
169	IMPALA PLATINUM HOLDINGS	IMPUY	11/07/08	1,892.80	11.20	14.602	2,467.74
102	LTD SPONSORED ADR		12/31/08	1,505.57	14.76	14.602	1,489.40
271				3,398.37	12.54		3,957.14
7	KB FINANCIAL GROUP INC ADR	KB	10/01/08	324.91	46.415	26.20	183.40
2			10/13/08	82.99	41.493	26.20	52.40
4			10/28/08	100.73	25.181	26.20	104.80
34			11/07/08	794.92	23.38	26.20	890.80
4			11/17/08	89.93	22.481	26.20	104.80

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December 1 - December 31, 2008

Ref: 00030012 00202938

AT SMITH BARNEY

Account number 397-71768-

U.S. BANK, N.A. ATAL TTEES

Common stocks & options continued

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value
40	KB FINANCIAL GROUP INC ADR	KB	12/31/08	\$ 1,050.67	\$ 26.26	\$ 26.20	\$ 1,048.00
91				2,444.15	26.859		2,384.20
16	MOBILE TELESYSTEMS OJSC	MBT	10/01/08	868.48	54.28	26.68	426.88
120	SPON ADR		11/07/08	4,983.13	41.526	26.68	3,201.60
3			11/07/08	124.58	41.526	26.68	80.04
4			12/03/08	106.85	26.712	26.68	106.72
113			12/31/08	2,977.63	26.35	26.68	3,014.84
258				9,080.67	36.383		6,830.08
58	MTN GROUP LTD	MTNOY	10/01/08	788.80	13.60	11.736	680.69
168	SPONSORED ADR		11/07/08	1,806.00	10.75	11.736	1,971.65
143			12/31/08	1,708.85	11.95	11.736	1,678.25
369				4,303.65	11.883		4,330.59
7	LUKOIL OIL SPONS ADR	LUKOY	10/01/08	412.65	58.95	32.05	224.35
2			10/09/08	87.26	43.629	32.05	64.10
162			11/07/08	6,415.20	39.60	32.05	5,192.10
6			12/01/08	175.17	29.195	32.05	192.30
114			12/31/08	3,700.46	32.46	32.05	3,653.70
291				10,790.74	37.082		9,326.55
198	ROSNFT OIL CO OAO REGS		12/10/08	863.28	4.36	3.75	742.50
300	GLOBAL DEPOSITORY RECEIPT		12/11/08	1,269.81	4.232	3.75	1,125.00
200			12/12/08	796.14	3.98	3.75	750.00
698				2,929.23	4.197		2,617.50
123	VIMPEL COMMUNICATIONS SP	VIP	10/01/08	2,435.32	19.799	7.16	880.68
303	ADR		11/07/08	4,422.98	14.597	7.16	2,169.48
7			11/07/08	102.18	14.597	7.16	50.12
67			12/03/08	570.87	8.52	7.16	479.72
356			12/31/08	2,571.71	7.223	7.16	2,548.96
856				10,103.06	11.803		6,128.96
28	POSCO SPON ADR	PKX	10/01/08	2,543.48	90.838	75.25	2,107.00
73			11/07/08	4,371.77	59.887	75.25	5,493.25
2			11/17/08	107.65	53.823	75.25	150.50
75			12/31/08	5,657.30	75.43	75.25	5,643.75
178				12,680.20	71.237		13,394.50
7	PETROCHINA CO LTD ADR	PTR	12/09/08	620.49	88.641	88.98	622.86
14			12/10/08	1,303.74	93.124	88.98	1,245.72

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Account number 397-71768-

U.S. BANK, N.A. ATAL TTEES

Common stocks & options continued

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value
9	PETROCHINA CO LTD ADR	PTR	12/11/08	\$ 848.93	\$ 94.325	\$ 88.98	\$ 800.82
18			12/31/08	1,588.22	88.234	88.98	1,601.64
48				4,381.38	90.862		4,271.04
123	PETROLEO BRASILEIRO SA ADR	PBRA	10/01/08	4,411.40	35.865	20.41	2,510.43
12			10/15/08	273.03	22.752	20.41	244.92
384			11/07/08	8,416.90	21.919	20.41	7,837.44
315			12/31/08	6,304.25	20.013	20.41	6,429.15
834				19,405.58	23.288		17,021.84
8	PHILIPPINE LONG DISTANCE	PHI	11/03/08	337.42	42.177	46.95	375.60
25	TEL CO SPONS ADR -USD-		11/07/08	1,031.00	41.24	46.95	1,173.75
15			12/08/08	750.47	50.031	46.95	704.25
34			12/31/08	1,587.84	46.701	46.95	1,596.30
82				3,706.73	46.204		3,848.90
18	RELiance INDS LTD GLOBAL	RLNIY	10/16/08	1,003.80	55.766	51.40	925.20
53	DEP RCPTS RULE 144A		11/17/08	2,440.93	46.055	51.40	2,724.20
5			11/24/08	228.26	45.652	51.40	257.00
78				3,672.99	48.329		3,908.40
16	SAMSUNG ELECTRS LTD GDR	SSNHY	10/14/08	3,667.32	229.207	175.00	2,800.00
2	1995 REPSTG COM 144A		10/16/08	376.54	188.269	175.00	350.00
46			11/17/08	7,196.13	156.437	175.00	8,050.00
2			11/24/08	296.36	148.177	175.00	350.00
88				11,536.35	174.793		11,550.00
48	SASOL LTD SPONS ADR	SSL	12/01/08	1,261.93	26.29	30.33	1,455.84
42			12/10/08	1,258.22	29.957	30.33	1,273.86
2			12/11/08	60.81	30.405	30.33	60.66
27			12/15/08	779.07	28.854	30.33	818.91
4			12/17/08	122.69	30.673	30.33	121.32
76			12/31/08	2,301.90	30.288	30.33	2,305.08
199				5,784.82	29.068		6,035.87
44	SHINHAN FINANCIAL GRP CO	SHG	10/01/08	3,113.00	70.75	47.16	2,075.04
2	LTD ADR		10/28/08	92.76	46.379	47.16	94.32
149			11/07/08	7,904.46	53.05	47.16	7,026.84
5			12/30/08	229.50	45.90	47.16	235.80
152			12/31/08	7,048.18	46.369	47.16	7,168.32
352				18,387.90	52.238		16,600.32

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Ref: 00030012 00202940

AT SMITH BARNEY

Account number 397-71768-

U.S. BANK, N.A. ATAL TTEES

Common stocks & options continued

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value
551	SILICONWARE PRECISION INDS	SPIL	11/07/08	\$ 2,484.63	\$ 4.509	\$ 4.46	\$ 2,457.46
401	SPON ADR		12/31/08	1,812.40	4.519	4.46	1,788.46
952				4,297.03	4.514		4,245.92
28	SOUTHERN COPPER CORP DEL	PCU	10/01/08	518.74	18.526	16.06	449.68
9			10/20/08	110.98	12.331	16.06	144.54
98			11/07/08	1,397.33	14.258	16.06	1,573.88
75			12/31/08	1,200.35	16.004	16.06	1,204.50
210				3,227.40	16.389		3,372.60
9	STERLITE INDUSTRIES INDIA	SLT	10/01/08	80.28	8.92	5.52	49.68
22	LTD ADS		10/09/08	142.91	6.496	5.52	121.44
114			11/07/08	549.20	4.817	5.52	629.28
36			12/31/08	189.99	5.277	5.52	198.72
181				962.38	6.317		899.12
77	TAIWAN SEMICONDUCTOR MFG	TSM	10/01/08	712.24	9.249	7.90	608.30
213	CO LTD ADR		11/07/08	1,611.77	7.567	7.90	1,682.70
192			12/31/08	1,527.49	7.955	7.90	1,516.80
482				3,851.50	7.991		3,807.80
67	TATA MOTORS LTD	TTM	10/01/08	502.27	7.496	4.45	298.15
179	SPONS ADR		11/07/08	791.09	4.419	4.45	796.55
166			12/31/08	764.58	4.605	4.45	738.70
412				2,057.94	4.995		1,833.40
10	TEVA PHARMACEUTICAL INDS	TEVA	10/15/08	397.54	39.754	42.57	425.70
3	LTD ADR		11/06/08	120.37	40.121	42.57	127.71
36			11/07/08	1,510.92	41.97	42.57	1,532.52
3			12/11/08	128.91	42.97	42.57	127.71
38			12/31/08	1,614.86	42.496	42.57	1,617.66
80				3,772.60	41.918		3,831.30
76	TURKCELL ILETISM HIZMET	TKC	10/01/08	1,218.88	16.038	14.58	1,108.08
13	ADR		10/09/08	171.15	13.165	14.58	189.54
323			11/07/08	4,566.57	14.138	14.58	4,709.34
9			12/30/08	125.01	13.89	14.58	131.22
353			12/31/08	5,022.27	14.227	14.58	5,146.74
774				11,103.88	14.346		11,284.92
16	UNIBANCO UNIAO DE BANCOS	UBB	10/01/08	1,574.80	98.424	64.62	1,033.92
59	BRASILEIROS SA *UBB-USD		11/07/08	3,753.88	63.625	64.62	3,812.58

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AT SMITH BARNEY

Ref: 00030012 00202941

Account number 397-71768-

U.S. BANK, N.A. ATAL TTEES

Common stocks & options continued

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value
44	UNIBANCO UNIAO DE BANCOS	UBB	12/31/08	\$ 2,831.13	\$ 64.343	\$ 64.62	\$ 2,843.28
119	BRASILEIROS SA *UBB-USD			8,159.81	68.57		7,689.78
17	VIVO PARTICIPACOES SA ADR	VIV	10/23/08	152.32	8.96	12.54	213.18
149			11/07/08	1,526.80	10.247	12.54	1,868.46
34			11/19/08	338.19	9.946	12.54	426.36
145			12/31/08	1,817.18	12.532	12.54	1,818.30
345				3,834.49	11.114		4,326.30
264	YANZHOU COAL MINING CO LTD	YZC	11/07/08	1,337.95	5.068	7.52	1,985.28
186	SPONS ADR REPSTG H SHS		12/31/08	1,387.56	7.46	7.52	1,388.72
450				2,725.51	6.057		3,394.00
Total common stocks and options				\$ 382,403.31			\$ 374,157.02

Exchange traded & closed end funds

Citi Investment Research ratings may be shown for certain closed-end funds. All research ratings represent the "opinions" of the research provider and are not representations or guarantees of performance. Because the research report contains more complete information regarding the analyst's opinions, analysts, and rating, you should read the entire research report and not infer its contents from the rating. Citi Investment Research's closed-end fund recommendations include an investment rating and a risk rating. The Investment Rating code (1, 2, 3) is based upon Citi Investment Research's expectation of the security's performance relative to its peer group of closed-end funds. The Risk Rating (L, M, H or S) represents the fund's expected risk, taking into account the quality and liquidity of the underlying securities, financial leverage and foreign currency exposure. Please refer to the end of this statement for a guide describing Citi Investment Research ratings.

Closed end investment companies are grouped below by our portfolio designations. Gain/Loss is provided to assist in tax preparation. It is not intended to calculate investment returns or performance.

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value
8	IPATH MSCI INDIA ETN	INP	10/01/08	\$ 366.69	\$ 45.836	\$ 31.64	\$ 253.12
16	Equity portfolio		11/06/08	499.44	31.215	31.64	506.24
127			11/07/08	4,188.56	32.98	31.64	4,018.28
1			12/19/08	33.98	33.975	31.64	31.64
134			12/31/08	4,266.44	31.839	31.64	4,239.76
288				9,355.11	32.71		9,049.04
155	ISHARES MSCI SINGAPORE INDEX	ESW	11/07/08	1,128.40	7.28	7.05	1,092.75
115	FUND		12/31/08	812.15	7.062	7.05	810.75
270	Equity portfolio			1,940.55	7.187		1,903.50
103	ISHARES MSCI TURKEY	TUR	11/07/08	2,827.55	27.452	27.12	2,793.36
77	Equity portfolio		12/31/08	2,078.10	26.988	27.12	2,088.24
180				4,905.65	27.254		4,881.60

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U.S. BANK, N.A. ATAL TTEES

Exchange traded & closed end funds continued

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value
177	ISHARES INC MSCI TAIWAN	EWT	12/09/08	\$ 1,362.83	\$ 7.699	\$ 7.59	\$ 1,343.43
169	INDEX FD		12/11/08	1,387.19	8.208	7.59	1,282.71
220	Equity portfolio		12/31/08	1,669.69	7.589	7.59	1,669.80
568				4,419.71	7.809		4,295.94
29	ISHARES MSCI SOUTH KOREA	EWY	11/07/08	799.32	27.562	27.97	811.13
59	INDEX FUND		11/17/08	1,445.21	24.495	27.97	1,650.23
8	Equity portfolio		12/30/08	218.20	27.274	27.97	223.76
110			12/31/08	3,074.63	27.951	27.97	3,076.70
208				5,537.36	26.88		5,761.82
27	ISHARES INC MSCI SOUTH AFRICA	EZA	11/07/08	861.77	31.917	38.53	1,040.31
13	INDEX FD		11/24/08	415.97	31.997	38.53	500.89
35	Equity portfolio		12/31/08	1,331.63	38.046	38.53	1,348.55
75				2,609.37	34.792		2,889.76
161	ISHARES TRFSE XINHAU HK	FXI	10/01/08	5,488.37	34.089	29.09	4,683.49
1	CHINA 25 INDEX		10/08/08	28.71	28.713	29.09	29.09
12	Equity portfolio		10/09/08	336.83	28.069	29.09	349.08
12			10/16/08	323.98	26.998	29.09	349.08
51			10/24/08	1,107.71	21.719	29.09	1,483.59
8			11/06/08	188.47	23.559	29.09	232.72
756			11/07/08	18,605.08	24.609	29.09	21,992.04
19			11/07/08	467.59	24.609	29.09	552.71
716			12/31/08	20,693.33	28.901	29.09	20,828.44
1,738				47,240.07	27.212		50,500.24
Total closed end fund equity allocation							\$ 78,281.89
Total exchange traded funds and closed end funds							\$ 76,007.82

As Amended

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$\Sigma(A) = \$453,438.91$ 990 PF, Start 8



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U.S. BANK N.A. ATAL TRUSTEES Account number 397-71764

Common stocks & options

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value
78	BUNGE LIMITED	BG	09/30/08	\$ 5,017.43	\$ 64.326	\$ 51.77	\$ 4,038.06
56			11/07/08	2,359.70	42.137	51.77	2,899.12

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Account number 397-71764

U.S. BANK N.A. ATAL TRUSTEES

Common stocks & options continued

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value
8	BUNGE LIMITED	BG	11/25/08	\$ 309.25	\$ 38.656	\$ 51.77	\$ 414.16
127			12/31/08	6,528.98	51.409	51.77	6,574.79
289				14,215.38	52.845		13,928.13
39	FOSTER WHEELER LTD BERMUDA	FWLT	09/30/08	1,401.66	35.94	23.38	911.82
3	NEW		10/20/08	82.70	27.568	23.38	70.14
32			11/07/08	783.65	24.489	23.38	748.16
67			12/31/08	1,602.81	23.922	23.38	1,566.46
141				3,870.82	27.453		3,298.58
174	WEATHERFORD INTL LTD NEW	WFT	09/30/08	4,384.19	25.196	10.82	1,882.68
64	(BERMUDA)		10/02/08	1,283.89	20.06	10.82	692.48
223			11/07/08	3,213.03	14.408	10.82	2,412.86
51			12/03/08	504.92	9.90	10.82	551.82
387			12/31/08	4,186.57	10.818	10.82	4,187.34
889				13,572.60	15.097		9,727.18
40	TRANSOCEAN LTD SWITZERLAND	RIG	09/30/08	4,432.40	110.81	47.25	1,890.00
30	NEW		11/07/08	2,246.55	74.885	47.25	1,417.50
25			12/12/08	1,393.02	55.72	47.25	1,181.25
37			12/16/08	2,074.92	56.078	47.25	1,748.25
4			12/17/08	228.61	56.652	47.25	189.00
133			12/31/08	6,256.52	47.041	47.25	6,284.25
289				16,830.02	81.822		12,710.25
263	ACERGY S.A. ADR	ACGY	09/30/08	2,606.33	9.91	5.78	1,520.14
247			11/07/08	1,548.69	6.27	5.78	1,427.66
378			12/31/08	2,168.59	5.737	5.78	2,184.84
888				6,323.61	7.121		5,132.84
125	AGRIUM INC USD	AGU	09/30/08	7,193.76	57.55	34.13	4,266.25
95			11/07/08	3,526.02	37.116	34.13	3,242.35
12			11/18/08	370.69	30.89	34.13	409.56
194			12/31/08	6,558.85	33.908	34.13	6,621.22
428				17,849.32	41.43		14,539.38
169	ALCOA INC	AA	09/30/08	3,806.98	22.526	11.26	1,902.94
109			11/07/08	1,165.14	10.689	11.26	1,227.34
37			12/03/08	337.63	9.125	11.26	416.62
255			12/31/08	2,869.87	11.254	11.26	2,871.30
570				8,178.82	14.35		6,418.20

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U.S. BANK N.A. ATAL TRUSTEES

Common stocks & options continued

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value
155	ANGLO AMERICAN PLC ADR	AAUK	09/30/08	\$ 2,597.18	\$ 16,756	\$ 11.62	\$ 1,801.10
107			11/07/08	1,111.30	10,386	11.62	1,243.34
240			12/31/08	2,800.68	11,669	11.62	2,788.80
502				6,508.16	12,866		5,833.24
47	APACHE CORP	APA	09/30/08	4,934.06	104.98	74.53	3,502.91
36			11/07/08	2,707.80	75,216	74.53	2,683.08
75			12/31/08	5,606.07	74,747	74.53	5,589.75
158				13,247.93	83,848		11,775.74
99	ARCH COAL INC	ACI	09/30/08	3,191.07	32,233	16.29	1,612.71
72			11/07/08	1,248.48	17,34	16.29	1,172.88
27			11/24/08	364.72	13,508	16.29	439.83
60			12/12/08	974.24	16,237	16.29	977.40
232			12/31/08	3,800.25	16,38	16.29	3,779.28
490				9,578.76	19,548		7,982.10
54	BHP BILLITON LTD SPONS	BHP	09/30/08	2,808.81	52,015	42.90	2,316.60
39	ADR		11/07/08	1,435.59	36.81	42.90	1,673.10
84			12/31/08	3,603.85	42,903	42.90	3,603.60
177				7,848.25	44,34		7,593.30
41	BUCYRUS INTERNATIONAL INC	BUCY	09/30/08	1,782.68	43.48	18.52	759.32
4			10/20/08	104.07	26,018	18.52	74.08
37			11/07/08	833.95	22,539	18.52	685.24
78			12/31/08	1,440.04	18,462	18.52	1,444.56
160				4,160.74	26,005		2,963.20
64	CF INDUSTRIES HOLDINGS INC	CF	09/30/08	5,846.56	91,352	49.16	3,146.24
56			11/07/08	3,100.38	55,363	49.16	2,752.96
96			12/31/08	4,705.92	49,02	49.16	4,719.36
218				13,652.86	63,208		10,618.56
100	CAMECO CORP	CCJ	09/30/08	2,195.65	21,956	17.25	1,725.00
159			11/07/08	2,617.14	16,46	17.25	2,742.75
33			11/18/08	470.47	14,256	17.25	569.25
272			12/31/08	4,679.00	17,202	17.25	4,692.00
584				9,962.26	17,864		9,729.00
44	CENTURY ALUMINUM COMPANY	CENX	09/30/08	1,206.04	27.41	10.00	440.00
29			11/07/08	359.60	12,399	10.00	290.00

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U.S. BANK N.A. ATAL TRUSTEES Account number 397-71764-

Common stocks & options *continued*

Quantity	Description	Symbol	Date acquired	Cost	Share	Current price	Current value
56	CENTURY ALUMINUM COMPANY	CENX	12/31/08	\$ 554.84	\$ 9.907	\$ 10.00	\$ 560.00
129				2,120.48	16.438		1,290.00
30	CHESAPEAKE ENERGY CORP	CHK	10/31/08	655.27	21.842	16.17	485.10
20			11/07/08	444.17	22.208	16.17	323.40
55			12/31/08	880.14	16.002	16.17	889.35
105				1,979.58	18.853		1,897.86
74	CHICAGO BRIDGE&IRON NV SHS	CBI	09/30/08	1,409.92	19.053	10.05	743.70
15			10/20/08	195.97	13.064	10.05	150.75
60			11/07/08	547.65	9.127	10.05	603.00
149			12/31/08	1,481.22	9.941	10.05	1,497.45
298				3,834.76	12.197		2,994.90
49	CLIFFS NATURAL RESOURCES	CLF	09/30/08	2,598.47	53.03	25.61	1,254.89
35			10/01/08	1,872.54	47.786	25.61	896.35
73			11/07/08	1,797.58	24.624	25.61	1,869.53
3			12/03/08	57.93	19.309	25.61	76.83
131			12/31/08	3,403.83	25.983	25.61	3,354.91
291				9,530.35	32.75		7,452.51
53	COMPANHIA VALE DI RIO ADR	RIO	09/30/08	994.62	18.766	12.11	641.83
38	DOCE		11/07/08	471.52	12.408	12.11	460.18
84			12/31/08	1,010.10	12.025	12.11	1,017.24
176				2,476.24	14.15		2,119.25
49	CONSOL ENERGY INC	CNX	09/30/08	2,198.14	44.86	28.58	1,400.42
40			11/07/08	1,025.08	25.627	28.58	1,143.20
69			12/31/08	1,999.97	28.985	28.58	1,972.02
158				5,223.19	33.058		4,515.64
47	DRIL QUIP INC	DRO	09/30/08	2,051.24	43.643	20.51	963.97
52			11/07/08	1,152.11	22.156	20.51	1,066.52
1			11/18/08	17.65	17.65	20.51	20.51
91			12/31/08	1,831.70	20.128	20.51	1,866.41
181				6,052.70	28.454		3,917.41
57	FREEPORT MCMORAN COPPER & GOLD	FCX	09/30/08	3,211.18	56.336	24.44	1,393.08
45	CL B		11/07/08	1,216.68	27.037	24.44	1,099.80
91			12/31/08	2,201.21	24.189	24.44	2,224.04
193				6,829.07	34.348		4,718.92

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AT SMITH BARNEY

Account number 397-71764

U.S. BANK N.A. ATAL TRUSTEES

Common stocks & options continued

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value
78	GAZPROM DAO SPONS ADR	OGZPY	09/30/08	\$ 2,449.20	\$ 31.40	\$ 14.25	\$ 1,111.50
59			11/07/08	1,109.20	18.80	14.25	840.75
127			12/31/08	1,832.61	14.43	14.25	1,809.75
264				5,391.01	20.42		3,782.00
201	GERDAU SA SPONS ADR	GGB	09/30/08	2,200.75	10.949	6.60	1,326.60
163			11/07/08	1,023.40	6.278	6.60	1,075.80
339			12/31/08	2,231.16	6.581	6.60	2,237.40
703				5,455.31	7.76		4,639.80
97	GOLDCORP INC NEW	GG	11/19/08	1,983.18	20.445	31.53	3,058.41
7			11/24/08	179.71	25.672	31.53	220.71
99			12/31/08	3,095.36	31.266	31.53	3,121.47
203				5,258.25	25.903		6,400.59
2,538	GREAT BASIN GOLD LTD	GBG	09/30/08	5,014.33	1.975	1.28	3,248.64
1,472	Exchange rate: .8190679		11/07/08	1,764.93	1.199	1.28	1,884.16
4,010	Shares traded in: Canadian dollars			6,779.28	1.691		5,132.80
45	HESS CORP	HES	12/17/08	2,235.51	49.677	53.64	2,413.80
15			12/30/08	797.54	53.169	53.64	804.60
57			12/31/08	3,106.67	54.503	53.64	3,057.48
35			12/31/08	1,919.93	54.855	53.64	1,877.40
152				8,059.65	53.024		8,153.28
168	KINROSS GOLD CORP-CAD	KGC	11/19/08	1,986.53	11.824	18.42	3,094.56
57	(NEW)		11/21/08	723.64	12.695	18.42	1,049.94
22			11/24/08	317.34	14.424	18.42	406.24
45			12/01/08	656.96	14.599	18.42	828.90
9			12/03/08	129.40	14.377	18.42	165.78
286			12/31/08	5,162.16	18.049	18.42	5,268.12
587				8,976.03	15.291		10,812.54
61	MCDERMOTT INTERNATIONAL INC	MDR	09/30/08	1,601.25	26.25	9.88	602.68
2			10/20/08	37.40	18.698	9.88	19.76
49			11/07/08	505.14	10.309	9.88	484.12
97			12/31/08	969.34	9.993	9.88	958.36
209				3,113.13	14.895		2,064.92
14	MONSANTO CO NEW	MON	10/30/08	1,229.92	87.851	70.35	984.90
26			11/07/08	2,298.25	88.394	70.35	1,829.10
6			11/25/08	440.00	73.332	70.35	422.10

citi smith barney

As Amended



Smith Barney Reserved Client Statement

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Ref: 0030008 00202884

AT SMITH BARNEY

December 1 - December 31, 2008

U.S. BANK N.A. ATAL TRUSTEES Account number 397-71764

Common stocks & options continued

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value
3	MONSANTO CO NEW	MON	12/10/08	\$ 241.49	\$ 80.497	\$ 70.35	\$ 211.05
10			12/12/08	718.54	71.853	70.35	703.50
26			12/16/08	1,928.42	74.093	70.35	1,829.10
5			12/17/08	375.85	75.17	70.35	351.75
84			12/31/08	5,897.52	70.208	70.35	5,909.40
174				13,127.99	75.448		12,240.90
57	MOSAIC COMPANY	MOS	09/30/08	3,990.37	70.006	34.60	1,972.20
48			11/07/08	1,676.57	34.928	34.60	1,660.80
20			11/18/08	639.38	31.868	34.60	692.00
20			11/28/08	585.20	29.259	34.60	692.00
131			12/31/08	4,582.48	34.98	34.60	4,532.60
278				11,474.00	41.672		9,549.60
36	NATIONAL OILWELL VARCO INC	NOV	09/30/08	1,796.04	49.89	24.44	879.84
34			10/02/08	1,413.28	41.567	24.44	830.96
51			11/07/08	1,441.76	28.269	24.44	1,246.44
49			11/21/08	921.16	18.799	24.44	1,197.56
153			12/31/08	3,810.82	24.907	24.44	3,739.32
323				9,383.06	29.05		7,894.12
41	NEWMONT MINING CORP	NEM	09/30/08	1,589.16	38.76	40.70	1,668.70
30			11/07/08	768.00	25.60	40.70	1,221.00
18			11/21/08	479.05	26.613	40.70	732.60
12			12/01/08	376.47	31.372	40.70	488.40
90			12/31/08	3,607.67	40.085	40.70	3,663.00
191				6,820.35	36.708		7,773.70
158	NEXEN INC	NXY	09/30/08	3,613.14	22.868	17.58	2,777.64
118			11/07/08	1,845.05	15.636	17.58	2,074.44
237			12/31/08	4,090.15	17.258	17.58	4,166.46
513				9,548.34	18.613		9,018.54
464	NORSK HYDRO A S SPONS ADR	NHYDY	09/30/08	3,106.80	6.70	3.97	1,842.08
331			11/07/08	1,290.90	3.90	3.97	1,314.07
589			12/31/08	2,797.13	4.059	3.97	2,735.33
1,484				7,186.83	4.85		5,891.48
21	NUCOR CORP	NUE	09/30/08	832.42	39.639	46.20	970.20
87			11/07/08	2,887.66	33.191	46.20	4,019.40

As Amended

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Smith Barney Reserved Client Statement

AT SMITH BARNEY

December 1 - December 31, 2008

Ref: 00030008 00202885

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U.S. BANK N.A. ATAL TRUSTEES Account number 397-71764-

Common stocks & options continued

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value
161	NUCOR CORP	NUE	12/31/08	\$ 7,536.64	\$ 46.811	\$ 46.20	\$ 7,438.20
289				11,256.72	41.847		12,427.80
35	OCCIDENTAL PETROLEUM CORP-DEL	OXY	09/30/08	2,466.80	70.48	59.99	2,099.65
34			11/07/08	1,762.87	51.849	59.99	2,039.66
57			12/31/08	3,432.46	60.218	59.99	3,419.43
128				7,662.13	60.811		7,566.74
85	PEABODY ENERGY CORP	BTU	09/30/08	3,791.85	44.61	22.75	1,933.75
69			11/07/08	1,941.66	28.14	22.75	1,569.75
139			12/31/08	3,203.39	23.046	22.75	3,162.25
293				8,936.90	30.501		8,665.75
57	PETROLEO BRASILEIRO SA ADR	PBRA	09/30/08	2,054.85	36.05	20.41	1,163.37
63			11/07/08	1,326.68	21.058	20.41	1,285.83
108			12/31/08	2,182.40	20.207	20.41	2,204.28
228				5,563.93	24.403		4,653.48
40	POTASH CORP SASK INC-	POT	09/30/08	5,368.80	134.22	73.22	2,928.80
34			11/07/08	2,697.56	79.34	73.22	2,489.48
13			11/28/08	796.28	61.252	73.22	951.86
78			12/31/08	5,784.31	74.157	73.22	5,711.16
165				14,648.95	88.769		12,081.30
10	RIO TINTO PLC-GBP	RTP	09/30/08	2,488.60	248.86	88.91	889.10
10			11/07/08	1,605.40	160.54	88.91	889.10
18			12/31/08	1,602.07	89.004	88.91	1,600.38
38				5,696.07	149.887		3,378.56
22	SADIA SA ADR	SDA	09/30/08	194.92	8.86	4.90	107.80
120	REPSTG PFD SHS		11/07/08	728.47	6.07	4.90	588.00
121			12/31/08	593.51	4.905	4.90	592.90
263				1,616.90	5.768		1,288.70
46	SCHNITZER STEEL INDS INC CLA A	SCHN	09/30/08	1,796.76	39.06	37.65	1,731.90
35			11/07/08	878.57	25.102	37.65	1,317.75
4			12/03/08	98.61	24.653	37.65	150.60
72			12/31/08	2,714.44	37.70	37.65	2,710.80
157				5,488.38	34.958		5,911.05
152	SIMS METAL MANAGEMENT LTD	SMS	09/30/08	3,410.36	22.436	12.42	1,887.84
125	SPONSORED ADR		11/07/08	1,235.71	9.885	12.42	1,552.50

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Smith Barney Reserved Client Statement

December 1 - December 31, 2008

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Account number 397-71764

U.S. BANK N.A. ATAL TRUSTEES

Common stocks & options continued

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value
237	SIMS METAL MANAGEMENT LTD	SMS	12/31/08	\$ 2,926.10	\$ 12.346	\$ 12.42	\$ 2,943.54
514	SPONSORED ADR			7,572.17	14.732		6,383.88
30	SOUTHWESTERN ENERGY CO	SWN	09/30/08	921.80	30.726	28.97	869.10
121	DEL		11/07/08	4,030.75	33.312	28.97	3,505.37
152			12/31/08	4,431.42	29.154	28.97	4,403.44
303				9,383.97	30.97		8,777.91
90	STATOILHYDRO ASA SPONS	STO	09/30/08	2,148.30	23.87	16.66	1,499.40
71	ADR		11/07/08	1,389.29	19.567	16.66	1,182.86
1			11/25/08	16.77	16.769	16.66	16.66
142			12/31/08	2,369.33	16.685	16.66	2,365.72
304				5,923.69	19.488		5,064.64
84	T-3 ENERGY SVCS INC	TTES	09/30/08	3,222.99	38.368	9.44	792.96
67			11/07/08	1,300.50	19.41	9.44	632.48
131			12/31/08	1,203.56	9.187	9.44	1,236.64
282				5,727.05	20.309		2,682.08
103	TECK COMINCO LTD CL B SUB	TCK	09/30/08	2,999.36	29.12	4.92	506.76
84	VTG		11/07/08	821.65	9.781	4.92	413.28
152			12/31/08	753.01	4.954	4.92	747.84
339				4,574.02	13.493		1,667.88
69	TENARIS S A	TS	09/30/08	2,560.43	37.107	20.98	1,447.62
10	SPONSORED ADR		10/20/08	242.49	24.248	20.98	209.80
110			11/07/08	2,307.17	20.974	20.98	2,307.80
20			12/12/08	403.72	20.186	20.98	419.60
193			12/31/08	4,039.70	20.931	20.98	4,049.14
402				9,553.51	23.765		8,433.96
139	TERRA INDS INC	TRA	09/30/08	4,018.42	28.909	16.67	2,317.13
115			11/07/08	2,148.13	18.679	16.67	1,917.05
199			12/31/08	3,337.87	16.773	16.67	3,317.33
453				9,504.42	20.881		7,551.51
90	TOTAL S.A SPONS ADR	TOT	09/30/08	5,422.28	60.247	55.30	4,977.00
59			11/07/08	3,052.65	51.739	55.30	3,262.70
4			12/03/08	196.48	49.119	55.30	221.20
145			12/31/08	8,008.34	55.229	55.30	8,018.50
288				16,678.75	55.972		16,479.40

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December 1 - December 31, 2008

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Account number 397-71764

U.S. BANK N.A. ATAL TRUSTEES

Common stocks & options continued

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value
68	ULTRA PETROLEUM CORP-CAD	UPL	09/30/08	\$ 3,832.86	\$ 56.365	\$ 34.51	\$ 2,346.68
67			11/07/08	3,152.35	47.05	34.51	2,312.17
123			12/31/08	4,201.89	34.161	34.51	4,244.73
258				11,187.10	43.381		8,903.58
26	UNITED STATES STEEL CORP NEW	X	09/30/08	2,033.46	78.21	37.20	967.20
1			10/01/08	72.45	72.447	37.20	37.20
23			11/07/08	743.59	32.33	37.20	855.60
37			12/31/08	1,430.79	38.67	37.20	1,376.40
87				4,280.28	49.189		3,238.40
85	VALERO ENERGY CORP-NEW	VLO	09/30/08	2,613.75	30.75	21.64	1,839.40
59			11/07/08	1,115.99	18.915	21.64	1,276.76
132			12/31/08	2,828.30	21.426	21.64	2,856.48
278				6,558.04	23.781		5,972.64
20	XTO ENERGY INC	XTO	10/31/08	681.49	34.074	35.27	705.40
12			11/07/08	426.00	35.50	35.27	423.24
28			11/17/08	957.28	34.188	35.27	987.56
60			12/31/08	2,098.17	34.969	35.27	2,116.20
120				4,162.94	34.891		4,232.40
360	YAMANA GOLD INC-CAD	AUY	09/30/08	3,002.18	8.339	7.72	2,779.20
217			11/07/08	1,027.82	4.736	7.72	1,675.24
144			11/19/08	592.36	4.113	7.72	1,111.68
18			12/03/08	93.59	5.199	7.72	138.96
695			12/31/08	5,320.85	7.655	7.72	5,365.40
1,434				10,036.80	8.999		11,070.48
Total common stocks and options:				\$ 448,542.82			\$ 398,898.41

As Amended

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Smith Barney Reserved Client Statement

December 1 - December 31, 2008

AT SMITH BARNEY

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U.S. BANK N.A.-ATLANTIC TRUSTEES Account number 397-71764-

Exchange traded & closed end funds

Citi Investment Research ratings may be shown for certain closed-end funds. All research ratings represent the "opinions" of the research provider and are not representations or guarantees of performance. Because the research report contains more complete information regarding the analyst's opinions, analysis, and rating, you should read the entire research report and not infer its contents from the rating. Citi Investment Research closed-end fund recommendations include an investment rating and a risk rating. The Investment Rating code (1,2,3) is based upon Citi Investment Research's expectation of the security's performance relative to its peer group of closed-end funds. The Risk Rating (L, M, H or S) represents the fund's expected risk, taking into account the quality and liquidity of the underlying securities, financial leverage and foreign currency exposure. Please refer to the end of this statement for a guide describing Citi Investment Research ratings.

Closed end investment companies are grouped below by our portfolio designations. Gain/Loss is provided to assist in tax preparation. It is not intended to calculate investment returns or performance.

Consulting Group Research ("CGR") rating codes (FL, AL or NL) may be shown for certain exchange-traded funds. Please refer to the "Guide to Investment Ratings" at the end of this statement for a description of these rating codes. All research ratings represent the "opinions" of Consulting Group Research and are not representations or guarantees of performance.

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value
75	IPATH DOW JONES AIG LIVESTOCK	COW	09/30/08	\$ 3,001.62	\$ 40.021	\$ 33.49	\$ 2,511.75
52	TOTAL RETURN SUB INDEX ETN		11/07/08	1,883.54	38.221	33.49	1,741.48
46	Equity portfolio		11/18/08	1,583.68	34.427	33.49	1,540.54
48			11/25/08	1,663.43	34.654	33.49	1,607.52
13			11/28/08	460.42	35.416	33.49	435.37
211			12/31/08	6,990.56	33.13	33.49	7,066.39
445				15,583.25	35.019		14,903.05
24	SPDR GOLD TR GOLD SHS	GLD	11/26/08	1,928.04	80.335	86.52	2,076.48
13	Equity portfolio		11/26/08	1,044.36	80.335	86.52	1,124.76
2	Rating: CG RESEARCH : AL		12/01/08	152.95	76.475	86.52	173.04
14			12/17/08	1,197.92	85.565	86.52	1,211.28
51			12/31/08	4,344.69	85.19	86.52	4,412.52
104				8,667.96	83.346		8,898.08
Total closed end fund equity allocation							\$ 23,901.13
Total exchange-traded funds and closed end funds							\$ 23,901.13

As Amended

citi smith barney

$\Sigma \textcircled{A} = \$ 412,587.54$ 990 PF, Stmt 8

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

2008

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

For calendar year 2008, or tax year beginning,

and ending

G Check all that apply: ☐ Initial return ☐ Final return ☐ Amended return ☐ Address change ☐ Name changeUse the IRS
label.
Otherwise,
print
or type.
See Specific
Instructions.

Name of foundation

INTERCO CHARITABLE TRUST

Number and street (or P.O. box number if mail is not delivered to street address)

13321 N. OUTER 40 RD., SUITE 100

Room/suite

City or town, state, and ZIP code

TOWN & COUNTRY, MO 63017-5945

A Employer identification number

31-1593436

B Telephone number

314-786-1200

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 ☐H Check type of organization: ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year

(from Part II, col. (c), line 16)

\$ 20,637,295. (Part I, column (d) must be on cash basis.)

J Accounting method: ☒ Cash ☐ Accrual☐ Other (specify)**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).)

	(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			N/A	
2 Check ☒ If the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	524,991.	524,991.		STATEMENT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	-3,153,472.			STATEMENT 1
b Gross sales price for all assets on line 6a	18,730,992.			
7 Capital gain net income (from Part IV, line 2)		0.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss)				
11 Other income	78,802.	78,802.		STATEMENT 3
12 Total. Add lines 1 through 11	-2,549,679.	603,793.		
13 Compensation of officers, directors, trustees, etc	133,917.	26,192.		107,725.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees				
b Accounting fees	STMT 4 11,750.	0.		11,750.
c Other professional fees	STMT 5 330,384.	330,384.		0.
17 Interest				
18 Taxes	STMT 6 1,060.	1,060.		0.
19 Depreciation and depletion				
20 Occupancy	18,000.	4,500.		13,500.
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses	STMT 7 5,015,770.	3,941.		11,828.
24 Total operating and administrative expenses. Add lines 13 through 23	5,510,881.	366,077.		144,803.
25 Contributions, gifts, grants paid	1,328,515.			1,328,515.
26 Total expenses and disbursements. Add lines 24 and 25	6,839,396.	366,077.		1,473,318.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-9,389,075.			
b Net investment income (if negative, enter -0-)		237,716.		
c Adjusted net income (if negative, enter -0-)			N/A	

LHA For Privacy Act and Paperwork Reduction Act Notice, see the instructions.

AS ORIGINALLY FILED

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	3,116,690.	4,653,550.	4,653,550.
	3 Accounts receivable			
	Less: allowance for doubtful accounts			
	4 Pledges receivable			
	Less: allowance for doubtful accounts			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable	500,000.		
	Less: allowance for doubtful accounts		500,000.	500,000.
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock	STMT 8		
	c Investments - corporate bonds	30,811,688.	19,325,875.	15,483,745.
Liabilities	11 Investments - land, buildings, and equipment; basis			
	Less: accumulated depreciation			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment; basis			
	Less: accumulated depreciation			
	15 Other assets (describe)			
	16 Total assets (to be completed by all filers)	33,928,378.	24,479,425.	20,637,295.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe) MARGIN PAYABLE	59,878.	0.	
	23 Total liabilities (add lines 17 through 22)	59,878.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	33,868,500.	24,479,425.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30 Total net assets or fund balances	33,868,500.	24,479,425.	
	31 Total liabilities and net assets/fund balances	33,928,378.	24,479,425.	

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 33,868,500.
2 Enter amount from Part I, line 27a	2 -9,389,075.
3 Other increases not included in line 2 (itemize)	3 0.
4 Add lines 1, 2, and 3	4 24,479,425.
5 Decreases not included in line 2 (itemize)	5 0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6 24,479,425.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a			
b SEE ATTACHED STATEMENT			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 18,730,992.		21,884,464.	-3,153,472.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			-3,153,472.

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	-3,153,472.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8 }	3	N/A

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 instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2007	1,914,894.	38,439,020.	.049816
2006	2,086,198.	42,073,986.	.049584
2005	1,899,410.	41,733,864.	.045512
2004	1,992,672.	40,485,233.	.049220
2003	2,049,932.	38,088,429.	.053820

2 Total of line 1, column (d)	2	.247952
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	.049590
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5	4	31,038,208.
5 Multiply line 4 by line 3	5	1,539,185.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,377.
7 Add lines 5 and 6	7	1,541,562.
8 Enter qualifying distributions from Part XII, line 4	8	1,473,318.

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.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling letter: _____ (attach copy of ruling letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	4,754.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	4,754.
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	4,754.
6 Credits/Payments:			
a 2008 estimated tax payments and 2007 overpayment credited to 2008	6a	25,013.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	25,013.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	20,259.	
11 Enter the amount of line 10 to be: Credited to 2009 estimated tax ☒ 20,259. Refunded ☐	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a 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
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? 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.		X
1c 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? If "Yes," attach a detailed description of the activities.		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? If "Yes," attach a conformed copy of the changes		X
4a 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? If "Yes," attach the statement required by General Instruction T.		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? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☒ MO		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2008 or the taxable year beginning in 2008 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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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 acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ▶ N/A				
14	The books are in care of ▶ THE FOUNDATION	Telephone no. ▶	314-786-1200	
Located at ▶ 13321 N. OUTER 40 RD., SUITE 100, TOWN COUNTRY, M		ZIP+4 ▶	63017-5945	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here	▶ ☐		
and enter the amount of tax-exempt interest received or accrued during the year		15	N/A	

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?		X
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2008?		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 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008?	☐ Yes ☒ No	
If "Yes," list the years ▶		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)		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.		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If "Yes," did it have excess business holdings in 2008 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 2008.)		N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2008?		X

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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)? ☐ 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 ☒ Nob 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)? ☐ N/AOrganizations 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 ☒ Nob Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No

If you answered "Yes" to 6b, also file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ Nob If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ N/A**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.

(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 9		133,917.	0.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

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

0

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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	27,914,679.
b Average of monthly cash balances	1b	3,596,192.
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	31,510,871.
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	31,510,871.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	472,663.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	31,038,208.
6 Minimum investment return. Enter 5% of line 5	6	1,551,910.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1 Minimum investment return from Part X, line 6	1	1,551,910.
2a Tax on investment income for 2008 from Part VI, line 5	2a	4,754.
b Income tax for 2008. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	4,754.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	1,547,156.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	1,547,156.
6 Deduction from distributable amount (see instructions)	6	0.
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,547,156.

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,473,318.
b Program-related investments - total from Part IX-B	1b	0.
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,473,318.
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	5	0.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,473,318.

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.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7				1,547,156.
2 Undistributed income, if any, as of the end of 2007				
a Enter amount for 2007 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2008:				
a From 2003				
b From 2004	91,707.			
c From 2005				
d From 2006	7,497.			
e From 2007	18,297.			
f Total of lines 3a through e	117,501.			
4 Qualifying distributions for 2008 from Part XII, line 4: ► \$	1,473,318.			
a Applied to 2007, but not more than line 2a			0.	
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 2008 distributable amount				1,473,318.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2008 (If an amount appears in column (d), the same amount must be shown in column (a).)	73,838.			73,838.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	43,663.			
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 2007. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2008. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2009				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2003 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a	43,663.			
10 Analysis of line 9:				
a Excess from 2004	17,869.			
b Excess from 2005				
c Excess from 2006	7,497.			
d Excess from 2007	18,297.			
e Excess from 2008				

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 VARIOUS 501(C)(3) ORGANIZATIONS-SEE STMT, SEE ATTACHED, SEE ATTACHED	NONE	PUBLIC CHARITIES	EXEMPT PURPOSE	1,328,515.
Total			3a	1,328,515.
b Approved for future payment NONE				

Total

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

Nonprofit Organizations		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of:			
(1) Cash		1a(1)	X
(2) Other assets		1a(2)	X
b Other transactions:			
(1) Sales of assets to a noncharitable exempt organization		1b(1)	X
(2) Purchases of assets from a noncharitable exempt organization		1b(2)	X
(3) Rental of facilities, equipment, or other assets		1b(3)	X
(4) Reimbursement arrangements		1b(4)	X
(5) Loans or loan guarantees		1b(5)	X
(6) Performance of services or membership or fundraising solicitations		1b(6)	X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees		1c	X
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.			

[illegible]

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

b If "Yes," complete the following schedule.		
(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.

Sign Here	Signature of officer or trustee		Date	Title		ADMINISTRATOR	
	Paid Preparer's Use Only	Preparer's signature	Date	Check if self-employed ☐	Preparer's identifying number		
Firm's name (or yours if self-employed), address, and ZIP code HUBER, RING, HELM & CO., P.C. 1600 S. BRENTWOOD, SUITE 600 ST. LOUIS, MO 63144		EIN		Phone no. (314) 962-0300			

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INTERCO CHARITABLE TRUST

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	SMITH BARNEY #70344-SEE STMT	P	VARIOUS	VARIOUS
b	SMITH BARNEY #70344-SEE STMT	P	VARIOUS	VARIOUS
c	SMITH BARNEY #70345-SEE STMT	P	VARIOUS	VARIOUS
d	SMITH BARNEY #70345-SEE STMT	P	VARIOUS	VARIOUS
e	SMITH BARNEY #70475-SEE STMT	P	VARIOUS	VARIOUS
f	SMITH BARNEY #70475-SEE STMT	P	VARIOUS	VARIOUS
g	STIFEL NICOLAUS #9539-SEE STMT	P	VARIOUS	VARIOUS
h	STIFEL NICOLAUS #9539-SEE STMT	P	VARIOUS	VARIOUS
i	797 SHS-NORTEL STOCK	P	06/16/08	07/24/08
j	APTMT INVEST & MGMT CO-CASH IN LIEU	P	VARIOUS	VARIOUS
k				
l				
m				
n				
o				

(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	157,119.		280,634.	-123,515.
b	1,813,242.		2,329,135.	-515,893.
c	585,767.		738,260.	-152,493.
d	1,435,649.		1,433,412.	2,237.
e	2,618,339.		3,388,085.	-769,746.
f	1,889,729.		2,156,182.	-266,453.
g	3,056,931.		3,752,264.	-695,333.
h	7,168,591.		7,806,491.	-637,900.
i	5,595.		1.	5,594.
j	30.			30.
k				
l				
m				
n				
o				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			-123,515.
b			-515,893.
c			-152,493.
d			2,237.
e			-769,746.
f			-266,453.
g			-695,333.
h			-637,900.
i			5,594.
j			30.
k			
l			
m			
n			
o			

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	-3,153,472.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SMITH BARNEY #70344-SEE STMT	PURCHASED	VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.
(F) GAIN OR LOSS			
157,119.	280,634.	0.	0.
			-123,515.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SMITH BARNEY #70344-SEE STMT	PURCHASED	VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.
(F) GAIN OR LOSS			
1,813,242.	2,329,135.	0.	0.
			-515,893.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SMITH BARNEY #70345-SEE STMT	PURCHASED	VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.
(F) GAIN OR LOSS			
585,767.	738,260.	0.	0.
			-152,493.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED VARIOUS	DATE SOLD VARIOUS
SMITH BARNEY #70345-SEE STMT	1,435,649.	1,433,412.	0.			

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
SMITH BARNEY #70475-SEE STMT	2,618,339.	3,388,085.	0.	0.	-769,746.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
SMITH BARNEY #70475-SEE STMT	1,889,729.	2,156,182.	0.	0.	-266,453.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED VARIOUS	DATE SOLD VARIOUS
STIFEL NICOLAUS #9539-SEE STMT	3,056,931.	3,752,264.	0.			

AS ORIGINALLY FILED

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED VARIOUS	DATE SOLD VARIOUS
STIFEL NICOLAUS #9539-SEE STMT	7,168,591.	7,806,491.	0.			

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
797 SHS-NORTEL STOCK	5,595.	1.	0.	0.	-637,900.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
APTMT INVEST & MGMT CO-CASH IN LIEU	30.	0.	0.	0.	30.

CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	-3,153,472.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
VARIOUS BROKERAGE ACCTS	524,991.	0.	524,991.
TOTAL TO FM 990-PF, PART I, LN 4	524,991.	0.	524,991.

FORM 990-PF	OTHER INCOME		STATEMENT	3
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	
VARIOUS BROKERAGE ACCTS	78,802.	78,802.		
TOTAL TO FORM 990-PF, PART I, LINE 11	78,802.	78,802.		

FORM 990-PF	ACCOUNTING FEES		STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROFESSIONAL FEES	11,750.	0.		11,750.
TO FORM 990-PF, PG 1, LN 16B	11,750.	0.		11,750.

FORM 990-PF	OTHER PROFESSIONAL FEES		STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MGMT FEES	330,384.	330,384.		0.
TO FORM 990-PF, PG 1, LN 16C	330,384.	330,384.		0.

FORM 990-PF	TAXES		STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAXES	1,060.	1,060.		0.
TO FORM 990-PF, PG 1, LN 18	1,060.	1,060.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADMINISTRATION EXPENSES	9,356.	2,339.		7,017.
MISCELLANEOUS EXPENSE	1,912.	477.		1,435.
EXPENDITURE RESPONSIBILITY				
GRANT-SEE STMT	5,000,000.	0.		0.
INSURANCE	4,502.	1,125.		3,376.
TO FORM 990-PF, PG 1, LN 23	5,015,770.	3,941.		11,828.

FORM 990-PF	CORPORATE STOCK		STATEMENT 8
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
SMITH BARNEY #70344 - SEE ATTACHED SCHEDULE	8,785,830.	6,770,291.	
SMITH BARNEY #70345 - SEE ATTACHED SCHEDULE	5,076,268.	4,339,847.	
SMITH BARNEY #70475 - SEE ATTACHED SCHEDULE	5,463,777.	4,373,607.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	19,325,875.	15,483,745.	

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 9

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
RICHARD B. LOYND 19 RANDALL DRIVE SHORT HILLS, NJ 07078	CO-TRUSTEE 1.00	4,000.	0.	0.
ROBERT H. QUENON 6 UPPER LADUE ROAD ST. LOUIS, MO 63124	CO-TRUSTEE 1.00	4,000.	0.	0.
DONALD E. LASATER # 8 WOODBRIDGE MANOR ROAD ST. LOUIS, MO 63141	CO-TRUSTEE 1.00	4,000.	0.	0.
LEE M. LIBERMAN 20 SOUTH CENTRAL AVE ST. LOUIS, MO 63105	CO-TRUSTEE 1.00	4,000.	0.	0.
MICHAEL R. LOYND 13321 N. OUTER 40 RD., SUITE 100 TOWN & COUNTRY, MO 63017-5945	ADMINISTRATOR 20.00	117,917.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		133,917.	0.	0.

AS ORIGINALLY FILED

Underpayment of Estimated Tax by Corporations

Department of the Treasury
Internal Revenue Service▶ See separate instructions.
▶ Attach to the corporation's tax return.

FORM 990-PF

2008

Name

INTERCO CHARITABLE TRUST

Employer identification number

31-1593436

Note: Generally, the corporation is not required to file Form 2220 (see Part II below for exceptions) because the IRS will figure any penalty owed and bill the corporation. However, the corporation may still use Form 2220 to figure the penalty. If so, enter the amount from page 2, line 38 on the estimated tax penalty line of the corporation's income tax return, but do not attach Form 2220.

Part I Required Annual Payment

1	Total tax (see instructions)	1	4,754.
2a	Personal holding company tax (Schedule PH (Form 1120), line 26) included on line 1	2a	
2b	Look-back interest included on line 1 under section 460(b)(2) for completed long-term contracts or section 167(g) for depreciation under the income forecast method	2b	
2c	Credit for federal tax paid on fuels (see instructions)	2c	
2d	Total. Add lines 2a through 2c	2d	
3	Subtract line 2d from line 1. If the result is less than \$500, do not complete or file this form. The corporation does not owe the penalty	3	4,754.
4	Enter the tax shown on the corporation's 2007 income tax return (see instructions). Caution: If the tax is zero or the tax year was for less than 12 months, skip this line and enter the amount from line 3 on line 5	4	12,677.
5	Required annual payment. Enter the smaller of line 3 or line 4. If the corporation is required to skip line 4, enter the amount from line 3	5	4,754.

Part II Reasons for Filing - Check the boxes below that apply. If any boxes are checked, the corporation must file Form 2220 even if it does not owe a penalty (see instructions).

- 6 ☐ The corporation is using the adjusted seasonal installment method.
- 7 ☐ The corporation is using the annualized income installment method.
- 8 ☒ The corporation is a "large corporation" figuring its first required installment based on the prior year's tax.

Part III Figuring the Underpayment

	(a)	(b)	(c)	(d)
9 Installment due dates. Enter in columns (a) through (d) the 15th day of the 4th (Form 990-PF filers: Use 5th month), 6th, 9th, and 12th months of the corporation's tax year	05/15/08	06/15/08	09/15/08	12/15/08
10 Required installments. If the box on line 6 and/or line 7 above is checked, enter the amounts from Sch A, line 38. If the box on line 8 (but not 6 or 7) is checked, see instructions for the amounts to enter. If none of these boxes are checked, enter 25% of line 5 above in each column.	1,189.	1,188.	1,189.	1,188.
11 Estimated tax paid or credited for each period (see instructions). For column (a) only, enter the amount from line 11 on line 15 Complete lines 12 through 18 of one column before going to the next column.	25,013.			
12 Enter amount, if any, from line 18 of the preceding column		23,824.	22,636.	21,447.
13 Add lines 11 and 12		23,824.	22,636.	21,447.
14 Add amounts on lines 16 and 17 of the preceding column				
15 Subtract line 14 from line 13. If zero or less, enter -0-	25,013.	23,824.	22,636.	21,447.
16 If the amount on line 15 is zero, subtract line 13 from line 14. Otherwise, enter -0-		0.	0.	
17 Underpayment. If line 15 is less than or equal to line 10, subtract line 15 from line 10. Then go to line 12 of the next column. Otherwise, go to line 18				
18 Overpayment. If line 10 is less than line 15, subtract line 10 from line 15. Then go to line 12 of the next column	23,824.	22,636.	21,447.	

Go to Part IV on page 2 to figure the penalty. Do not go to Part IV if there are no entries on line 17 - no penalty is owed.

JWA For Paperwork Reduction Act Notice, see separate instructions.

Form 2220 (2008)

Part IV Figuring the Penalty

	(a)	(b)	(c)	(d)
19 Enter the date of payment or the 15th day of the 3rd month after the close of the tax year, whichever is earlier (see instructions). (Form 990-PF and Form 990-T filers: Use 5th month instead of 3rd month.)	19			
20 Number of days from due date of installment on line 9 to the date shown on line 19	20			
21 Number of days on line 20 after 4/15/2008 and before 7/1/2008	21			
22 Underpayment on line 17 x $\frac{\text{Number of days on line 21} \times 6\%}{366}$	22	\$	\$	\$
23 Number of days on line 20 after 06/30/2008 and before 10/1/2008	23			
24 Underpayment on line 17 x $\frac{\text{Number of days on line 23} \times 5\%}{366}$	24	\$	\$	\$
25 Number of days on line 20 after 9/30/2008 and before 1/1/2009	25			
26 Underpayment on line 17 x $\frac{\text{Number of days on line 25} \times 6\%}{366}$	26	\$	\$	\$
27 Number of days on line 20 after 12/31/2008 and before 4/1/2009	27			
28 Underpayment on line 17 x $\frac{\text{Number of days on line 27} \times 5\%}{365}$	28	\$	\$	\$
29 Number of days on line 20 after 3/31/2009 and before 7/1/2009	29			
30 Underpayment on line 17 x $\frac{\text{Number of days on line 29} \times 6\%}{365}$	30	\$	\$	\$
31 Number of days on line 20 after 6/30/2009 and before 10/01/2009	31			
32 Underpayment on line 17 x $\frac{\text{Number of days on line 31} \times 6\%}{365}$	32	\$	\$	\$
33 Number of days on line 20 after 9/30/2009 and before 1/1/2010	33			
34 Underpayment on line 17 x $\frac{\text{Number of days on line 33} \times 6\%}{365}$	34	\$	\$	\$
35 Number of days on line 20 after 12/31/2009 and before 2/16/2010	35			
36 Underpayment on line 17 x $\frac{\text{Number of days on line 35} \times 6\%}{365}$	36	\$	\$	\$
37 Add lines 22, 24, 26, 28, 30, 32, 34, and 36	37	\$	\$	\$
38 Penalty. Add columns (a) through (d) of line 37. Enter the total here and on Form 1120; line 33; or the comparable line for other income tax returns	38	\$		0.

* Use the penalty interest rate for each calendar quarter, which the IRS will determine during the first month in the preceding quarter. These rates are published quarterly in an IRS News Release and in a revenue ruling in the Internal Revenue Bulletin. To obtain this information on the Internet, access the IRS website at www.irs.gov. You can also call 1-800-829-4933 to get interest rate information.

**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 ☒ **X**
- 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.**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.

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/efile and click on e-file for Charities & Nonprofits.

Type or print File by the due date for filing your return. See instructions	Name of Exempt Organization	Employer identification number
	INTERCO CHARITABLE TRUST	31-1593436
	Number, street, and room or suite no. If a P.O. box, see instructions. 13321 N. OUTER 40 RD., SUITE 100	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. TOWN & COUNTRY, MO 63017-5945	

Check type of return to be filed (file a separate application for each return):

- | | | |
|---|---|------------------------------------|
| ☐ Form 990 | ☐ Form 990-T (corporation) | ☐ Form 4720 |
| ☐ Form 990-BL | ☐ Form 990-T (sec. 401(a) or 408(a) trust) | ☐ Form 5227 |
| ☐ Form 990-EZ | ☐ Form 990-T (trust other than above) | ☐ Form 6069 |
| ☒ Form 990-PF | ☐ Form 1041-A | ☐ Form 8870 |

**THE FOUNDATION - 13321 N. OUTER 40 RD., SUITE 100 - TOWN
COUNTRY, MO 63017-5945**

- The books are in the care of ▶ **314-786-1200** Telephone No. ▶ **314-786-1200** 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 will cover.

- 1 I request an automatic 3-month (6-months for a corporation required to file Form 990-T) extension of time until **AUGUST 17, 2009**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
- ▶ ☒ calendar year **2008** or
- ▶ ☐ tax year beginning _____, and ending _____.

- 2 If this tax year 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	\$ 25,013.
b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$ 25,013.
c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, 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.

LHA For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev. 4-2009)

**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 ☒ **X**
 - 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.**

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.*

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (8 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/efile and click on e-file for Charities & Nonprofits.

Type or print	Name of Exempt Organization	Employer identification number
	INTERCO CHARITABLE TRUST	31-1593436
	Number, street, and room or suite no. If a P.O. box, see instructions. 13321 N, OUTER 40 RD., SUITE 100	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. TOWN & COUNTRY, MO 63017-5945	

Check type of return to be filed (file a separate application for each return):

- | | | |
|---|---|------------------------------------|
| ☐ Form 990 | ☐ Form 990-T (corporation) | ☐ Form 4720 |
| ☐ Form 990-BL | ☐ Form 990-T (sec. 401(a) or 408(a) trust) | ☐ Form 5227 |
| ☐ Form 990-EZ | ☐ Form 990-T (trust other than above) | ☐ Form 6069 |
| ☒ Form 990-PF | ☐ Form 1041-A | ☐ Form 8870 |

THE FOUNDATION - 13321 N, OUTER 40 RD., SUITE 100 - TOWN

- The books are in the care of ▶ **COUNTRY, MO 63017-5945**

Telephone No. ▶ **314-786-1200**

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 will cover.

- 1 I request an automatic 3-month (6-months for a corporation required to file Form 990-T) extension of time until **AUGUST 17, 2009**, to file the exempt organization return for the organization named above. The extension

is for the organization's return for:

▶ ☒ calendar year **2008** or▶ ☐ tax year beginning _____, and ending _____.

- 2 If this tax year 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	\$	25,013.
b	If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	25,013.
c	Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, 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.

LHA For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form 8868 (Rev. 4-2009)

citi smith barney

Smith Barney Reserved
Client Statement
2008 Year End Summary

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Ref: 00010244 00085921

U.S. BANK, N.A. ATAL TTEES
Account Number 397-70344

Details of Short Term Gain (Loss) 2008

This section shows your sales of securities during the year. The "Sale Proceeds" column excludes any accrued income you may have received. In addition, although cash in lieu less than \$20 is not included on Form 1099-B (if applicable), it is included in this section. Please note, this material is being prepared for informational purposes only and should not be used for tax preparation without the assistance of your tax advisor.

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000100	2,260	AMERICAN INTL GROUP INC	05/22/08	08/19/08	\$ 7,079.86	\$ 84,521.06	(\$ 77,441.20)	
125001700	1,375	MERRILL LYNCH & CO INC	02/22/08	09/15/08	27,515.93	70,047.73	(42,531.80)	
	600		04/17/08		12,008.85	27,625.20	(15,616.35)	
125002800	3,960	YAHOO INC	07/25/07	03/13/08	110,516.05	98,440.45		12,075.60
Total					\$ 157,116.79	\$ 280,634.44	(\$ 135,591.25)	\$ 12,075.60

990 PR Fact IV

Details of Long Term Gain (Loss) 2008

This section shows your sales of securities during the year. The "Sale Proceeds" column excludes any accrued income you may have received. In addition, although cash in lieu less than \$20 is not included on Form 1099-B (if applicable), it is included in this section. Please note, this material is being prepared for informational purposes only and should not be used for tax preparation without the assistance of your tax advisor.

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000100	1,755	AMERICAN INTL GROUP INC	Unavailable	08/19/08	\$ 5,487.86	73,645.91	(68,148.05)	
	530		03/22/05		1,680.32	29,983.69	(28,323.37)c	
	390		04/05/05		1,221.75	20,831.42	(19,709.67)c	
	185		05/17/05		610.87	10,334.98	(9,724.11)c	
125000200	2,900	AMGEN INC	01/04/05	11/08/08	168,818.37	184,982.88	(18,164.51)c	
125000300	870	AMGEN INC	01/04/05	12/02/08	52,899.83	61,873.58	(8,873.95)c	
125000400	2,146	BIODEN IDEC INC	01/04/05	06/03/08	132,068.46	139,887.74	(7,831.28)c	
125000500	630	COCA-COLA CO	01/04/05	12/02/08	27,772.76	25,839.01		1,933.75c
125000600	2,990	DELL INC	12/30/04	10/22/08	38,128.58	100,853.67	(64,725.11)c	
125000700	1,985	GRANT PRIDECO INC	07/21/08	04/22/08	112,363.28	75,539.18		36,824.10c
125000800	4,550	IAC INTERACTIVECORP-NEW	01/04/05	05/29/08	103,641.13	132,217.80	(28,576.67)c	
	325		02/01/05		7,402.94	8,759.72	(1,356.78)c	
	625		03/28/05		14,236.42	15,082.03	(825.61)c	
125000900	630	IMCLONE SYS INC	05/28/05	10/01/08	40,785.53	21,075.33		19,710.20c
125001000	531	IMCLONE SYS INC	05/28/05	10/08/08	36,875.02	18,432.55		18,442.47c
125001100	284	IMCLONE SYS INC	05/28/05	10/07/08	18,055.84	9,500.82		8,555.02c



citi smith barney

Smith Barney Reserved
Client Statement
2008 Year End Summary

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Ref: 00010244 00085922

U.S. BANK, N.A. ATALITIES

Account Number 397-70344

Details of Long Term Gain (Loss) 2008 continued

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125001200	397	IMCLONE SYS INC	05/29/05	10/08/08	\$ 26,615.13	\$ 13,280.80		\$ 13,334.33 c
125001300	356	IMCLONE SYS INC	05/29/05	10/09/08	23,855.99	11,909.23		11,946.76 c
125001400	163	IMCLONE SYS INC	05/29/05	10/13/08	10,821.70	5,452.82		5,468.88 c
	35		05/27/05		2,345.15	1,185.29		1,149.86 c
	25		06/01/05		1,875.11	838.88		836.23 c
125001500	840	JOHNSON & JOHNSON	12/30/04	10/28/08	39,153.19	36,284.00		2,859.19 c
125001600	3,200	LEHMAN BROTHERS HOLDINGS INC	01/04/05	08/15/08	694.71	136,208.00	(137,513.29) c	
	780		05/11/05		171.51	35,208.35	(35,036.84) c	
125001700	3,545	MERRILL LYNCH & CO INC	01/04/05	08/15/08	70,841.08	206,473.21	(135,532.13) c	
125001800	5,940	MICROSOFT CORP	12/30/04	10/22/08	130,588.38	158,287.33	(27,698.95) c	
125001900	13,200	MICRON TECHNOLOGY INC	01/04/05	03/28/08	72,600.52	152,592.00	(79,991.48) c	
	910		01/19/05		5,005.04	10,131.21	(5,126.17) c	
	840		04/04/05		4,620.03	8,488.62	(3,868.59) c	
125002000	2,884	MILLENNIUM PHARMACEUTICALS INC	05/03/06	04/10/08	73,215.75	26,584.63		46,631.12 c
125002100	1,811	MILLENNIUM PHARMACEUTICALS INC	05/03/06	04/11/08	44,127.48	18,080.41		26,047.07 c
125002200	.853	NATIONAL OILWELL VARCO INC	07/21/06	04/22/08	62.89	63.35	(.46) c	
		MERGER 04/22/08 38821G101000						
125002300	77	SANDISK CORP	04/15/05	08/17/08	1,827.85	2,035.04	(407.39) c	
125002400	8,210	TIME WARNER INC	01/04/05	10/23/08	75,842.41	157,485.04	(81,642.63) c	
125002500	1,680	WM WRIGLEY JR CO	02/25/05	04/28/08	129,376.91	89,968.02		39,410.89 c
125002600	570	WM WRIGLEY JR CO	02/25/05	05/02/08	43,270.33	30,524.18		12,746.15 c
125002700	430	WM WRIGLEY JR CO	02/25/05	05/05/08	32,623.31	23,027.02		9,596.29 c
	670		02/25/05		50,831.68	35,879.30		14,952.38 c
125002800	1,605	YAHOO INC	08/19/05	02/15/08	47,534.80	54,947.82	(7,413.22) c	
	1,075		10/11/05		31,837.82	36,590.00	(4,752.18) c	
	2,270		03/29/06		67,228.62	73,752.76	(6,523.14) c	
125002900	10	YAHOO INC	03/29/06	03/13/08	278.08	324.90	(45.82) c	
	2,410		05/12/08		67,258.50	74,628.54	(7,370.04) c	
Total					\$ 1,813,242.11	\$ 2,255,488.95	(\$ 721,191.39)	\$ 273,448.69

c Based on Information supplied by Client or other financial Institution, not verified by us.

990 PF Part IV # 2,329,134.96
73,645.91
(66,448.05)
(8,789,339.44)



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Client Statement
2008 Year End Summary

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Ref: 00010245 00085834

U.S. BANK, N.A. ATAL TRES

Account Number 397-70345

2008 YEAR END SUMMARY

Details of Short Term Gain (Loss) 2008

This section shows your sales of securities during the year. The "Sale Proceeds" column excludes any accrued income you may have received. In addition, although cash in lieu less than \$20 is not included on Form 1099-B (if applicable), it is included in this section. Please note, this material is being prepared for informational purposes only and should not be used for tax preparation without the assistance of your tax advisor.

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000300	175	APARTMENT INVESTMENT & MANAGEMENT CO CLASS A	12/31/07	10/28/08	\$ 1,751.25	\$ 6,774.25	(\$ 5,023.00)	
	287		07/28/08		2,671.81	9,417.09	(6,745.18)	
125001000	5,000	IDEARC INC	01/10/07	01/04/08	75,000.35	148,989.00	(71,988.65) ^c	
125001200	12,000	NEW YORK COMMUNITY BANCORP	07/20/07	07/17/08	212,551.21	207,817.20		4,734.01
	2,000		07/31/07		35,425.20	33,185.00		2,240.20
125001500	2,000	SEMPRA ENERGY	07/20/07	01/25/08	110,524.78	118,542.00	(8,017.22)	
125001600	4,200	XTO ENERGY INC	01/25/08	10/09/08	147,842.53	215,535.18	(67,692.65)	
Total					\$ 685,767.23	\$ 738,269.72	(\$ 159,468.70)	\$ 6,974.21

990PF Part IV

^c Based on information supplied by Client or other financial institution, not verified by us.



Ref: 00010245 00085835

U.S. BANK, N.A. ATAL TTEES
Account Number 387-70345-

Details of Long Term Gain (Loss) 2008

This section shows your sales of securities during the year. The "Sale Proceeds" column excludes any accrued income you may have received. In addition, although cash in lieu less than \$20 is not included on Form 1099-B (if applicable), it is included in this section. Please note, this material is being prepared for informational purposes only and should not be used for tax preparation without the assistance of your tax advisor.

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000100	1,500	AMERICAN INTL GROUP INC	01/13/05	09/12/08	\$ 19,013.74	\$ 89,540.00	(\$ 80,526.26) c	
	500		03/04/05		6,337.91	32,310.00	(25,972.09) c	
	800		11/18/05		10,140.88	53,176.00	(43,035.34) c	
	700		07/18/07		8,873.08	48,328.00	(39,454.91)	
125000200	850	APARTMENT INVESTMENT & MANAGEMENT CO CLASS A	01/24/08	10/09/08	19,377.08	35,058.25	(15,681.16) c	
125000300	3,150	APARTMENT INVESTMENT & MANAGEMENT CO CLASS A	01/24/08	10/28/08	31,522.49	129,821.75	(98,309.26) c	
125000400	800	APPLE INC	10/21/05	09/18/08	126,562.33	50,103.00		76,459.33 c
125000500	1,250	CBS CORP NEW CLASS B	01/13/05	10/28/08	9,885.82	37,504.22	(27,618.40) c	
	500		02/01/05		3,954.33	14,769.29	(10,834.96) c	
	1,250		10/21/05		9,885.82	30,001.39	(20,115.57) c	
	2,000		03/17/08		15,817.30	48,840.00	(33,022.70) c	
125000600	1,000	CANADIAN NATURAL RES LTD	01/13/05	04/17/08	84,152.52	21,690.20		62,462.32 c
125000700	2,500	DRESSER-RAND GROUP INC	04/28/08	08/20/08	89,831.69	61,690.00		28,141.69 c
125000800	1,500	DRESSER-RAND GROUP INC	04/28/08	08/25/08	58,999.53	37,014.00		21,985.53 c
	1,800		08/30/08		60,789.50	32,947.20		27,842.30 c
125000900	3,400	DRESSER-RAND GROUP INC	08/30/08	08/27/08	129,601.15	70,012.80		59,588.35 c
125001100	2,400	MURPHY OIL CORP	01/13/05	01/25/08	174,068.00	98,205.98		75,862.02 c
	1,800		10/20/05		190,549.50	77,778.00		112,771.50 c
125001300	2,000	PEPSICO INC	01/13/05	04/17/08	141,395.81	108,280.00		33,115.81 c
	1,000		01/24/05		70,887.80	53,300.00		17,587.80 c
125001400	3,000	ROCKWELL AUTOMATION INC	06/12/07	09/16/08	115,560.55	189,382.00	(83,801.45)	
125001500	2,000	SEMPRA ENERGY	01/24/08	01/25/08	110,524.78	95,560.00		14,964.78 c
Total					\$ 1,435,649.21	\$ 1,433,412.06	(\$ 478,462.10)	\$ 480,699.25

c Based on information supplied by Client or other financial institution, not verified by us.



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Ref: 00004627 00116134

U.S. BANK, N.A. ATAL TTEES
Account Number 397-70475

2008 YEAR END SUMMARY

Details of Short Term Gain (Loss) 2008

This section shows your sales of securities during the year. The "Sale Proceeds" column excludes any accrued income you may have received. In addition, although cash in lieu less than \$20 is not included on Form 1099-B (if applicable), it is included in this section. Please note, this material is being prepared for informational purposes only and should not be used for tax preparation without the assistance of your tax advisor.

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000100	645	AT&T INC	11/15/07	02/08/08	\$ 23,335.84	\$ 25,624.88	(\$ 2,289.04)	
125000200	425	ADOBE SYSTEMS INC (DE)	12/28/07	08/14/08	19,337.39	18,283.57		1,053.82
125000300	2,020	ADOBE SYSTEMS INC (DE)	12/28/07	11/19/08	44,884.97	88,848.28	(42,263.31)	
125000400	255	ADOBE SYSTEMS INC (DE)	12/28/07	11/20/08	5,627.82	10,876.14	(5,348.32)	
	745		01/15/08		18,442.05	28,384.50	(11,942.45)	
	480		02/21/08		10,583.54	16,842.14	(6,258.60)	
125000500	250	AMERICAN INTL GROUP INC	03/14/07	02/07/08	12,805.48	16,695.65	(3,890.17)	
	190		06/11/07		9,732.17	13,581.20	(3,849.03)	
	210		08/19/07		10,758.61	15,210.30	(4,451.69)	
	215		08/27/07		11,012.72	15,138.15	(4,125.43)	
	340		08/14/07		17,415.48	21,841.00	(4,225.54)	
125000600	2,680	BANK OF AMERICA CORP	07/21/08	11/13/08	43,358.81	76,549.80	(33,190.99)	
125000700	810	BANK OF AMERICA CORP	07/21/08	11/20/08	9,719.94	23,819.30	(14,100.36)	
	1,055		09/28/08		12,659.93	37,652.00	(24,992.07)	



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Ref: 00004827 00118035

U.S. BANK, N.A. ATAL TTEES

Account Number 397-70475

2 0 0 8 Y E A R E N D S U M M A R Y

Details of Short-Term Gain/(Loss) 2008

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000800	690	BEA SYSTEMS INC	03/08/07	01/25/08	\$ 12,743.75	\$ 7,626.57		\$ 5,117.18 c
	690		03/15/07		12,743.75	7,569.51		5,174.24 c
	755		03/20/07		13,944.24	8,686.86		5,257.38 c
	655		08/11/07		12,097.32	8,501.90		3,595.42
	655		08/19/07		12,097.32	8,757.35		3,339.97
	680		08/27/07		12,559.05	9,801.20		3,657.85
	1,595		08/14/07		29,459.37	18,883.84		10,575.53
125001200	1,010	CVS CAREMARK CORP	08/08/07	01/25/08	38,342.83	38,825.40	(2,582.77)	
125001700	4,180	CITIGROUP INC	11/14/07	03/19/08	87,282.07	153,206.81	(65,914.54)	
	720		11/16/07		15,035.95	24,688.80	(9,652.85)	
125001800	285	COVENTRY HEALTH CARE INC	02/20/07	01/28/08	15,873.83	18,823.40	(649.47) c	
	195		08/19/07		10,558.04	11,487.95	(808.91)	
	200		08/27/07		10,829.77	11,839.00	(1,009.23)	
125002000	1,585	COVENTRY HEALTH CARE INC	03/19/08	10/23/08	21,324.78	87,525.81	(48,201.12)	
	510		03/25/08		6,861.60	21,078.30	(14,216.70)	
	2,040		05/05/08		27,448.41	92,210.86	(64,762.45)	
125002400	200	DEERE & CO	02/21/08	10/23/08	6,315.20	17,408.00	(11,092.80)	
	270		03/13/08		8,525.53	22,720.50	(14,194.97)	
125002800	75	EXXON MOBIL CORP	08/11/07	05/05/08	6,726.71	6,219.00		507.71
	70		08/19/07		6,278.26	6,030.50		247.76
125003000	880	EXXON MOBIL CORP	01/04/08	08/20/08	68,784.37	82,088.80	(13,284.43)	
125003100	75	FEDEX CORP	08/11/07	08/11/08	6,552.44	8,169.75	(1,617.31)	
	85		08/19/07		7,426.10	9,187.00	(1,770.90)	
	85		08/27/07		7,426.11	9,396.75	(1,970.64)	
125003200	280	FIRST SOLAR INC	04/02/08	04/24/08	79,804.34	69,288.58		10,515.76
125003700	80	GOLDMAN SACHS GROUP INC	08/11/07	05/22/08	15,818.91	20,288.20	(4,447.28)	
	75		08/18/07		13,182.42	17,058.75	(3,876.33)	
125003800	25	GOLDMAN SACHS GROUP INC	08/18/07	08/11/08	4,038.33	5,886.25	(1,847.92)	
	95		08/19/07		15,345.87	21,549.80	(6,204.19)	
	105		08/27/07		16,961.01	22,413.30	(5,452.29)	
	175		07/03/07		28,288.34	38,559.50	(10,281.16)	
	375		08/08/07		60,575.02	73,170.00	(12,594.98)	
	180		11/28/07		29,078.02	40,438.80	(11,362.78)	
125004600	3,455	INTERNATIONAL GAME TECHNOLOGY	12/12/07	04/17/08	118,566.85	151,391.54	(31,824.69)	
	415		02/21/08		14,361.87	19,437.44	(5,075.57)	
125004700	680	JPMORGAN CHASE & CO	11/13/07	08/15/08	25,878.01	30,346.90	(4,668.89)	
125004800	500	JPMORGAN CHASE & CO	11/13/07	09/17/08	19,049.89	22,313.90	(3,264.01)	



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Ref: 00004627 00116036

U.S. BANK, N.A. ATAL-TEES

Account Number 397-70475

Details of Short Term Gain (Loss) 2008 continued

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125004900	405	JPMORGAN CHASE & CO	11/13/07	09/30/08	\$ 16,836.44	\$ 16,074.26		\$ 762.18
125005000	360	JOHNSON & JOHNSON	01/07/08	02/21/08	22,686.95	24,032.95	(1,346.00)	
125005100	520	JOHNSON & JOHNSON	01/07/08	03/18/08	33,882.82	34,714.27	(831.45)	
125005200	310	LEHMAN BROTHERS HOLDINGS INC	06/08/07	03/28/08	11,992.78	22,630.00	(10,637.22)	
	305		06/11/07		11,796.34	22,656.70	(11,057.36)	
	255		06/18/07		9,885.02	20,540.25	(10,655.23)	
	315		06/19/07		12,186.21	25,543.35	(13,357.14)	
	325		06/27/07		12,573.07	24,052.24	(11,478.17)	
	945		08/08/07		36,558.82	59,495.03	(22,936.41)	
125005300	840	MEMC ELECTRONIC MATERIALS INC	01/29/08	09/26/08	28,843.72	69,881.01	(42,937.29)	
	285		01/31/08		8,169.11	20,070.87	(11,901.58)	
125005400	20	MEMC ELECTRONIC MATERIALS INC	01/31/08	10/02/08	506.56	1,408.47	(801.91)	
	255		02/07/08		6,458.65	16,734.85	(12,276.20)	
	530		05/07/08		13,423.87	35,368.90	(21,943.03)	
	335		08/25/08		8,484.90	22,413.85	(13,928.95)	
125005500	110	MGM MIRAGE	08/27/07	08/10/08	4,896.37	9,167.40	(4,271.03)	
	445		12/28/07		19,808.04	37,919.92	(18,111.88)	
	285		01/30/08		12,888.05	20,488.65	(7,600.60)	
125005600	155	MASTERCARD INC	11/04/08	11/18/08	21,281.69	25,551.44	(4,269.75)	
125005700	315	MASTERCARD INC	11/04/08	11/20/08	40,355.68	51,927.12	(11,571.44)	
125005800	545	MCDONALDS CORP	07/25/07	09/25/08	30,348.69	27,792.76		2,555.93
125006100	2,285	MICROSOFT CORP	10/17/07	02/04/08	70,042.85	71,374.50	(1,331.65)	
125006200	820	MICROSOFT CORP	10/17/07	07/09/08	20,952.52	25,502.00	(4,549.48)	
125006300	1,835	MICROSOFT CORP	10/17/07	07/18/08	49,477.48	60,178.50	(10,701.02)	
	895		10/24/07		22,884.93	27,503.35	(4,618.42)	
	1,710		11/01/07		43,724.28	63,591.82	(19,867.54)	
125007100	845	NORDSTROM INC	11/13/07	11/13/08	10,168.09	29,283.22	(19,115.13)	
125007300	330	PFIZER INC	06/11/07	02/08/08	7,349.76	8,656.50	(1,306.74)	
	375		06/19/07		8,352.02	9,881.25	(1,529.23)	
	385		06/27/07		9,574.74	9,784.40	(209.66)	
125007400	80	PROCTER & GAMBLE CO	08/27/07	09/18/08	6,121.73	5,511.09		610.64
125007500	370	PROCTER & GAMBLE CO	08/27/07	03/19/08	25,318.81	22,656.69		2,662.12
	110		10/18/07		7,527.22	7,838.60	(311.38)	
125007600	765	UTS SPDR TRUST SER 1	04/24/08	05/22/08	106,689.80	105,952.50		737.30
125007700	930	SCHLUMBERGER LTD	08/22/07	04/02/08	28,691.94	28,382.22		309.72



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Ref: 00004827 00116037

U.S. BANK, N.A. ATAL TTEES
Account Number 387-70475-

Details of Short Term Gain (Loss) 2008 continued

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125007900	680	SUNPOWER CORP CL A	02/08/08	04/17/08	\$ 58,953.22	\$ 44,590.77		\$ 14,353.45
	220		02/21/08		19,073.10	15,593.86		3,479.24
	350		03/18/08		30,343.57	20,189.80		10,143.67
125008000	355	SUNPOWER CORP CL A	02/08/08	04/17/08	33,659.50	23,283.71		10,374.79
125008100	1,590	SUNTECH POWER HLDGS LTD ADR	04/02/08	04/24/08	68,983.67	70,993.68	(2,008.98)	
125008200	725	US BANCORP DEL NEW	02/04/08	09/15/08	24,388.86	24,091.75		297.11
125008300	385	US BANCORP DEL NEW	02/04/08	09/17/08	12,967.72	12,783.55		174.17
125008400	435	US BANCORP DEL NEW	02/04/08	09/28/08	17,354.80	16,448.85		905.75
125008500	590	US BANCORP DEL NEW	02/04/08	09/30/08	19,297.49	18,608.80		688.69
125008600	545	UNITEDHEALTH GROUP INC	02/20/07	01/25/08	27,156.88	28,415.12	(2,258.24) c	
	435		02/21/07		21,675.68	23,344.88	(1,669.20) c	
	270		06/11/07		13,453.87	14,353.90	(900.03)	
	535		09/27/07		26,658.59	27,397.35	(738.76)	
125008800	170	VALERO ENERGY CORP-NEW	04/30/07	01/04/08	10,637.89	12,226.08	(1,288.19) c	
	265		05/23/07		17,050.23	20,015.45	(2,965.22)	
	115		08/11/07		7,398.16	8,466.30	(1,067.14)	
	285		09/13/07		18,980.45	22,011.90	(3,031.45)	
	145		08/19/07		9,329.37	11,098.93	(1,768.93)	
	190		09/22/07		12,224.70	14,481.80	(2,257.10)	
125009000	140	VALERO ENERGY CORP-NEW	09/22/07	01/31/08	8,188.09	10,670.80	(2,482.71)	
	170		06/27/07		9,942.88	12,280.80	(2,338.12)	
	825		11/07/07		48,251.24	58,905.00	(10,653.76)	
125009100	1,070	WACHOVIA CORP 2ND NEW	02/07/08	03/12/08	31,492.00	37,209.38	(5,717.38)	
125009200	2,635	WACHOVIA CORP 2ND NEW	02/07/08	03/13/08	73,459.77	93,718.89	(20,259.12)	
	435		02/21/08		11,857.14	14,720.40	(2,863.26)	
125009300	595	WELLS FARGO & CO NEW	03/19/08	09/18/08	21,474.61	18,820.50		2,654.11
125009400	530	WELLS FARGO & CO NEW	03/19/08	09/28/08	18,535.16	16,784.48		1,770.68
125009500	540	WELLS FARGO & CO NEW	03/19/08	09/30/08	19,836.48	17,080.79		2,814.69
Total					\$ 2,618,338.71	\$ 3,388,086.40	(\$ 874,652.58)	\$ 104,908.87

990 PF-Part IV

c Based on information supplied by Client or other financial institution, not verified by us.



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Ref: 00004827 00116038

U.S. BANK, N.A. ATAL TTEES
Account Number 397-70475

Details of Long Term Gain (Loss) 2008

This section shows your sales of securities during the year. The "Sale Proceeds" column excludes any accrued income you may have received. In addition, although cash in lieu less than \$20 is not included on Form 1099-B (if applicable), it is included in this section. Please note, this material is being prepared for informational purposes only and should not be used for tax preparation without the assistance of your tax advisor.

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000500	270	AMERICAN INTL GROUP INC	11/10/06	02/07/08	\$ 13,829.92	\$ 18,830.34	(\$ 5,000.42) c	
	285		01/08/07		15,110.47	21,033.25	(5,922.78) c	
125000900	375	BEST BUY INC	08/31/08	07/29/08	14,910.29	17,559.40	(2,648.11) c	
	35		09/01/08		1,391.63	1,858.97	(267.34) c	
	20		09/01/08		785.21	948.43	(151.22) c	
125001000	675	BEST BUY INC	09/01/08	08/25/08	30,058.83	31,942.02	(1,883.09) c	
	40		11/08/08		1,781.27	2,109.85	(328.58) c	
125001100	1,075	BEST BUY INC	11/08/08	11/13/08	23,613.21	56,702.16	(33,088.95) c	
	470		01/30/07		10,323.06	23,373.06	(13,049.15) c	
	185		08/11/07		4,283.33	9,258.60	(4,975.27) c	
	450		08/27/07		9,884.60	20,550.02	(10,665.42) c	
125001300	325	CATERPILLAR INC	05/17/05	01/09/08	21,439.92	14,760.41		6,679.51 c
125001400	300	CATERPILLAR INC	05/17/05	09/04/08	19,197.19	13,825.00		5,372.19 c
125001600	290	CATERPILLAR INC	05/17/05	10/02/08	15,424.40	13,170.83		2,253.57 c
	385		02/21/07		20,477.23	26,175.65	(5,698.42) c	
	170		08/11/07		8,041.89	13,382.40	(4,340.51) c	
	160		08/19/07		8,510.02	13,178.00	(4,667.98) c	
125001600	845	CISCO SYS INC	08/14/08	08/25/08	21,074.60	19,203.98		1,870.62 c
125001800	1,325	COVENTRY HEALTH CARE INC	05/24/05	01/25/08	71,580.22	60,072.41		11,507.81 c
125001800	275	COVENTRY HEALTH CARE INC	05/24/05	01/28/08	14,880.95	12,487.86		2,423.09 c
	155		08/30/05		8,993.08	7,371.43		1,021.65 c
	455		01/08/07		24,637.75	22,837.19		1,700.56 c
125002100	240	DEERE & CO	11/03/08	05/05/08	20,030.28	18,288.64		9,741.64 c
125002200	385	DEERE & CO	11/03/08	09/04/08	24,254.86	16,504.70		7,750.16 c
125002300	635	DEERE & CO	11/03/08	10/02/08	26,550.21	27,222.04	(671.83) c	
	230		03/05/07		9,616.61	12,086.82	(2,470.21) c	
	60		05/03/07		2,508.69	3,200.33	(691.64) c	
125002400	280	DEERE & CO	05/03/07	10/23/08	8,841.28	14,834.90	(6,093.62) c	
	50		08/19/07		1,578.80	3,033.75	(1,454.95) c	
	170		08/27/07		5,367.92	10,087.80	(4,719.88) c	
125002500	1,525	EMC CORP-MASS	11/16/08	08/29/08	23,394.58	18,449.24		3,945.34 c



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Smith Barney Reserved Client Statement 2008 Year End Summary

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U.S. BANK, N.A. ATAL TTEES

Account Number 397-70475-

Details of Long Term Gain (Loss) 2008 continued

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125002600	2,235	EMC CORP-MASS	11/16/08	11/19/08	\$ 22,234.99	\$ 28,504.29	(\$ 6,269.30) ^c	
	175		12/11/08		1,741.00	2,318.55	(575.55) ^c	
125002700	1,580	EMERSON ELECTRIC CO	08/27/07	11/13/08	51,077.39	82,428.03	(31,348.64)	
125002800	105	EXXON MOBIL CORP	02/24/05	02/01/08	8,992.10	6,347.84		2,644.26 ^c
	725		08/07/05		62,080.31	41,831.32		20,158.99 ^c
125002800	75	EXXON MOBIL CORP	06/07/05	05/05/08	8,726.71	4,337.72		2,388.99 ^c
	200		06/22/05		17,937.90	11,937.22		6,000.68 ^c
125003000	20	EXXON MOBIL CORP	08/19/07	08/20/08	1,563.28	1,723.00	(159.72)	
	95		08/27/07		7,425.59	7,703.55	(277.96)	
125003100	435	FEDEX CORP	01/03/05	08/11/08	38,004.17	42,490.19	(4,486.02) ^c	
	20		01/21/05		1,747.32	1,805.00	(57.68) ^c	
	180		08/30/05		18,599.52	15,608.84		890.68 ^c
	200		10/25/05		17,473.18	18,192.00	(718.82) ^c	
	165		11/18/05		14,415.37	15,862.05	(1,546.68) ^c	
	15		03/09/07		1,310.49	1,725.20	(414.71) ^c	
125003300	1,075	GENERAL ELECTRIC CO	05/03/06	01/09/08	38,043.88	37,489.98		553.88 ^c
125003400	555	GENERAL ELECTRIC CO	05/03/06	05/21/08	17,280.76	19,355.29	(2,074.53) ^c	
	520		08/19/06		18,200.35	17,550.00		(1,349.65) ^c
125003500	450	GENERAL ELECTRIC CO	06/19/08	11/13/08	7,000.25	15,187.50	(8,187.25) ^c	
	1,700		11/18/08		26,445.39	61,209.01	(34,763.62) ^c	
	320		08/11/07		4,977.98	11,974.40	(6,996.44)	
	205		08/19/07		3,189.00	7,822.80	(4,633.80)	
125003600	510	GILEAD SCIENCES INC	12/27/08	02/07/08	22,583.57	16,799.55		5,784.02 ^c
125003700	40	GOLDMAN SACHS GROUP INC	03/09/07	05/22/08	7,030.83	8,021.61	(990.98) ^c	
	100		03/13/07		17,578.57	20,165.55	(2,586.98) ^c	
125003900	400	HEWLETT PACKARD CO	08/17/07	09/30/08	18,111.89	18,842.82	(731.03)	
125004000	1,450	HEWLETT PACKARD CO	08/17/07	11/13/08	42,983.70	68,305.58	(25,321.88)	
125004100	560	HONEYWELL INTL INC	12/22/05	01/09/08	31,937.32	21,249.98		10,687.34 ^c
125004200	675	HONEYWELL INTL INC	12/22/05	11/28/08	17,839.40	25,613.82	(7,780.42) ^c	
	230		01/04/08		6,078.56	8,610.10	(2,533.54) ^c	
125004300	1,950	INTEL CORP	12/28/06	01/25/08	40,050.80	39,827.58		223.02 ^c
125004400	720	INTEL CORP	12/28/06	08/29/08	16,527.07	14,705.57		1,821.50 ^c
	75		01/30/07		1,721.57	1,572.83		148.84 ^c
	215		01/30/07		4,935.17	4,511.09		424.08 ^c
125004500	1,095	INTEL CORP	01/30/07	11/13/08	14,667.88	22,875.07	(8,307.19) ^c	
	895		02/20/07		11,988.81	18,918.36	(6,927.55) ^c	
	375		08/11/07		5,023.25	8,227.50	(3,204.25)	



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Smith Barney Reserved Client Statement 2008 Year End Summary

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U.S. BANK, N.A. ATAL TTEES

Account Number 397-70475-

Details of Long Term Gain (Loss) 2008 continued

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
	410		08/19/07		\$ 5,482.08	\$ 9,901.50	(\$ 4,409.42)	
	425		08/27/07		5,683.01	9,915.25	(4,222.24)	
	260		08/14/07		3,482.79	6,247.80	(2,765.01)	
125005200	510	LEHMAN BROTHERS HOLDINGS INC	08/01/05	08/28/08	19,730.05	29,689.47	(9,959.42) c	
	175		02/08/07		8,710.12	14,734.85	(7,984.83) c	
	285		03/09/07		11,025.82	21,535.88	(10,510.28) c	
	255		03/14/07		9,865.02	18,121.19	(8,256.17) c	
125005500	740	MGM MIRAGE	01/04/06	08/10/08	32,939.21	26,833.07	6,106.14 c	
	425		01/30/06		18,917.79	15,991.48	2,926.31 c	
	355		06/09/07		15,801.92	22,860.90	(7,058.98) c	
125005900	325	MCDONALDS CORP	07/25/07	08/12/08	20,757.83	18,573.67	2,184.16	
125006000	320	MCDONALDS CORP	07/25/07	08/25/08	19,881.48	16,318.59	3,562.89	
125006400	240	MONSANTO CO NEW	11/22/06	02/08/08	25,879.82	11,875.66	14,004.16 c	
125006500	350	MONSANTO CO NEW	11/22/06	04/02/08	38,846.28	17,027.01	21,819.27 c	
125006600	210	MONSANTO CO NEW	11/22/06	04/21/08	26,854.92	10,216.21	16,638.71 c	
	20		12/05/06		2,557.81	989.24	1,568.57 c	
125006700	315	MONSANTO CO NEW	12/05/06	05/05/08	38,476.70	15,265.48	23,211.22 c	
	200		12/15/06		23,159.81	10,149.34	13,010.47 c	
125006800	170	MONSANTO CO NEW	12/15/06	06/06/08	23,379.98	8,626.84	14,753.14 c	
125006900	355	NORDSTROM INC	08/31/06	07/29/08	10,301.76	13,229.83	(2,928.07) c	
	355		09/01/06		10,301.76	13,427.24	(3,125.48) c	
	250		09/01/06		7,254.75	9,457.48	(2,202.73) c	
125007000	85	NORDSTROM INC	09/01/06	08/20/08	2,468.39	3,215.54	(747.15) c	
	785		11/21/06		22,798.28	39,087.02	(16,270.78) c	
125007100	415	NORDSTROM INC	11/21/06	11/13/08	4,983.79	20,653.28	(15,659.47) c	
	280		02/28/07		3,388.30	14,807.24	(11,418.94) c	
	238		03/09/07		2,839.84	12,181.98	(9,322.14) c	
	189		03/09/07		2,274.28	8,754.12	(6,479.84) c	
	555		03/14/07		6,878.44	28,108.25	(21,229.81) c	
	306		05/23/07		3,670.14	15,880.34	(12,210.20) c	
	475		05/31/07		5,715.78	24,633.50	(18,917.72) c	
	335		06/11/07		4,031.13	17,488.80	(13,457.67) c	
	355		08/18/07		4,271.80	18,325.10	(14,053.30) c	
	365		09/27/07		4,392.13	17,890.85	(13,498.72) c	
125007200	20	PEPSICO INC	01/30/07	11/26/08	1,074.60	1,288.87	(214.27) c	
	835		01/30/07		44,864.38	54,213.04	(9,348.66) c	



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Client Statement
2008 Year End Summary

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U.S. BANK, N.A. ATAL TTEES
Account Number 397-70475

Details of Long Term Gain (Loss) 2008 - continued

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125007300	2,835	PFIZER INC	08/01/08	02/08/08	\$ 65,368.48	\$ 78,884.84	(\$ 11,296.38) c	
	1,120		08/10/08		24,944.70	28,906.84	(3,961.94) c	
	475		12/27/08		10,578.23	12,417.26	(1,839.03) c	
125007400	260	PROCTER & GAMBLE CO	11/03/08	03/18/08	17,885.00	18,488.39		1,198.61 c
	375		12/27/08		25,507.22	24,171.22		1,336.00 c
125007800	465	SCHLUMBERGER LTD	08/22/07	08/25/08	47,704.08	40,838.58		8,865.50
125008600	140	UNITED TECHNOLOGIES CORP	12/30/04	01/09/08	10,041.40	7,263.20		2,778.20 c
	415		12/30/04		29,765.59	21,530.20		8,235.39 c
125008700	785	UNITED TECHNOLOGIES CORP	12/30/04	11/13/08	37,770.84	40,725.80	(2,954.96) c	
	145		12/30/04		8,978.78	7,522.80	(545.82) c	
125008800	5	UNITEDHEALTH GROUP INC	12/12/08	01/25/08	249.15	250.37	(1.22) c	
Total					\$ 1,889,728.85	\$ 2,158,182.04	(\$ 513,161.45)	\$ 245,708.26

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*Based on information supplied by Client or other financial institution, not verified by us.

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**STIFEL
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501 North Broadway
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2008 SUPPLEMENTAL INFORMATION

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FEDERAL ID. NO: 43-0538770

TAXPAYER ID: 31-1593436

**SUPPLEMENTAL INFORMATION AS OF 12/31 - COST BASIS TRANSACTIONS
FOR TAX YEAR 2008**

THE FOLLOWING IS BEING PROVIDED FOR YOUR INFORMATION ONLY AND WILL NOT BE FURNISHED TO THE
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STIFEL STRIVES TO PROVIDE RELIABLE AND ACCURATE COST BASIS INFORMATION TO OUR CUSTOMERS, WHICH
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AND/OR CAPITAL CHANGES. THE COST BASIS INFORMATION PROVIDED HEREIN IS FOR INFORMATIONAL PURPOSES
ONLY. PLEASE CONSULT WITH YOUR TAX ADVISOR REGARDING YOUR PARTICULAR SITUATION.

SHORT TERM CAPITAL GAIN/(LOSS)

DESCRIPTION	QUANTITY	DATE ACQUIRED	DATE SOLD	ORIGINAL COST BASIS	ADJUSTED COST BASIS	PROCEEDS	GAIN/(LOSS)
AMERISTAR CASINOS INC CUSIP: 03070Q101	5 200.00	02/14/08	08/19/08	\$111,272.52		\$77,486.55	(\$33,785.97)
AUTONATION INC CUSIP: 05329W102	7 700.00	12/20/07	08/19/08	\$115,970.85		\$84,527.20	(\$31,443.65)
AVID TECHNOLOGY INC CUSIP: 05367P100	1 800.00	02/01/08	08/19/08	\$35,876.12		\$41,970.04	\$6,291.92
AVID TECHNOLOGY INC CUSIP: 05367P100	1 100.00	03/03/08	08/19/08	\$26,262.00		\$26,948.38	(\$613.62)
AVID TECHNOLOGY INC CUSIP: 05367P100	1 200.00	08/13/07	08/19/08	\$31,384.12		\$27,980.03	(\$3,384.09)
BOYD GAMING CORP CUSIP: 103304101	1 200.00	02/29/08	08/19/08	\$25,865.00		\$13,038.28	(\$12,825.72)
BOYD GAMING CORP CUSIP: 103304101	2 100.00	02/08/08	08/19/08	\$54,912.44		\$22,818.70	(\$32,083.74)
BOYD GAMING CORP CUSIP: 103304101	4 600.00	10/03/07	08/19/08	\$203,805.06		\$49,989.84	(\$153,821.22)
CYMER INC CUSIP: 232572107	1 600.00	01/14/08	08/19/08	\$52,837.00		\$46,282.72	(\$4,354.28)
DUNDEE CORP CL A SUB VTG CUSIP: 264901109	1 600.00	02/28/08	08/19/08	\$28,445.00		\$21,072.52	(\$7,372.48)
DUNDEE CORP CL A SUB VTG CUSIP: 264901109	4 000.00	03/28/08	08/19/08	\$53,185.00		\$46,827.85	(\$6,357.15)
EASTMAN KODAK COMPANY CUSIP: 277481109	1 500.00	02/25/08	08/19/08	\$27,980.00		\$23,854.18	(\$4,325.82)
EASTMAN KODAK COMPANY CUSIP: 277481109	1 600.00	07/22/08	08/19/08	\$23,285.00		\$25,231.16	\$1,946.16
FIRST NIAGARA FINL GROUP CUSIP: 33582V108	2 300.00	02/25/08	07/29/08	\$27,720.00		\$31,191.79	\$3,471.79
GLACIER BANCORP INC NEW CUSIP: 37637Q105	5 800.00	09/18/07	08/19/08	\$122,095.00		\$123,380.42	\$1,285.42

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2008 SUPPLEMENTAL INFORMATION

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FEDERAL ID. NO: 43-0538770

TAXPAYER ID: 31-1593436

THE FOLLOWING IS BEING PROVIDED FOR YOUR INFORMATION ONLY AND WILL NOT BE FURNISHED TO THE INTERNAL REVENUE SERVICE.

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SHORT TERM CAPITAL GAIN/(LOSS)

DESCRIPTION	QUANTITY	DATE ACQUIRED	DATE SOLD	ORIGINAL COST BASIS	ADJUSTED COST BASIS	PROCEEDS	GAIN/(LOSS)
HEALTH MGMT ASSOC CL A CUSIP: 421833102	6 700.00	11/20/07	08/19/08	\$53,837.12		\$48,930.74	(\$4,906.38)
HEARST ARGYLE TELEVSN CUSIP: 422317107	1 200.00	09/28/07	08/19/08	\$31,077.80		\$24,551.45	(\$6,526.35)
HUNTINGTON BANCSHARES IN CUSIP: 446150104	2 000.00	08/10/07	01/29/08	\$34,028.80		\$25,446.93	(\$8,581.87)
INTERNATIONAL GAME TECHN CUSIP: 459902102	3 700.00	07/17/08	08/19/08	\$84,071.41		\$79,888.37	(\$4,183.04)
INTERNATIONAL GAME TECHN CUSIP: 459902102	4 300.00	08/19/08	08/19/08	\$120,505.62		\$92,843.19	(\$28,662.33)
INTERNATIONAL GAME TECHN CUSIP: 459902102	700.00	03/13/08	08/19/08	\$30,712.20		\$15,114.00	(\$15,598.20)
INTERNATIONAL GAME TECHN CUSIP: 459902102	2 200.00	09/24/07	08/19/08	\$83,608.84		\$47,501.17	(\$36,107.67)
MGM MIRAGE CUSIP: 552953101	1 600.00	02/20/08	08/19/08	\$103,764.52		\$44,468.74	(\$59,295.78)
MGM MIRAGE CUSIP: 552953101	900.00	01/25/08	08/19/08	\$64,327.24		\$25,012.52	(\$39,314.72)
MENTOR GRAPHICS CORP CUSIP: 587200106	5 000.00	02/11/08	08/19/08	\$38,788.60		\$52,557.93	\$13,771.43
MENTOR GRAPHICS CORP CUSIP: 587200106	2 800.00	02/28/08	08/19/08	\$27,725.00		\$29,432.45	\$1,707.45
MENTOR GRAPHICS CORP CUSIP: 587200106	5 900.00	01/31/08	08/19/08	\$47,009.12		\$62,018.38	\$15,009.24
MOTOROLA INCORPORATED CUSIP: 620076108	2 200.00	01/22/08	08/19/08	\$26,515.00		\$21,155.94	(\$5,359.06)
MOTOROLA INCORPORATED CUSIP: 620076108	4 100.00	01/23/08	08/19/08	\$41,288.28		\$39,426.88	(\$1,861.28)
MOTOROLA INCORPORATED CUSIP: 620076108	6 900.00	06/20/08	08/19/08	\$55,880.50		\$66,352.76	\$10,472.26
MOTOROLA INCORPORATED CUSIP: 620076108	4 600.00	03/18/08	08/19/08	\$49,995.72		\$44,235.15	(\$5,760.57)

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2008 SUPPLEMENTAL INFORMATION

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TAXPAYER ID: 31-1593436

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SHORT TERM CAPITAL GAIN/(LOSS)

DESCRIPTION	QUANTITY	DATE ACQUIRED	DATE SOLD	ORIGINAL COST BASIS	ADJUSTED COST BASIS	PROCEEDS	GAIN/(LOSS)
NORTHERN TRUST CORP CUSIP: 865859104	500.00	03/19/08	06/19/08	\$34,793.10		\$37,824.23	\$3,031.13
NOVELLUS SYSTEMS INC CUSIP: 870008101	4 700.00	01/14/08	08/19/08	\$111,909.18		\$102,577.86	(\$9,331.52)
NOVELLUS SYSTEMS INC CUSIP: 870008101	1 500.00	08/13/08	08/19/08	\$32,651.00		\$32,737.57	\$86.57
PROVIDENT FINL SVCS INC CUSIP: 743887105	4 100.00	12/31/07	08/19/08	\$59,948.84		\$61,088.00	\$1,137.36
RAYMOND JAMES FINANCIAL CUSIP: 754730109	6 200.00	01/24/08	08/19/08	\$163,554.18		\$189,771.02	\$26,216.84
SEACOAST BANKING CORP FL CUSIP: 811707308	10 400.00	02/28/08	08/19/08	\$107,053.24		\$91,846.50	(\$15,106.74)
SOTHEBYS CLASS A CUSIP: 835898107	3 900.00	04/03/08	08/19/08	\$108,769.06		\$99,723.45	(\$7,045.61)
SPRINT NEXTEL CORP SER 1 CUSIP: 852081100	2 800.00	12/18/07	08/19/08	\$36,383.86		\$23,347.49	(\$13,016.17)
SPRINT NEXTEL CORP SER 1 CUSIP: 852081100	2 100.00	12/19/07	08/19/08	\$28,318.88		\$18,857.59	(\$9,461.29)
SPRINT NEXTEL CORP SER 1 CUSIP: 852081100	3 800.00	12/03/07	08/19/08	\$80,122.14		\$34,123.26	(\$25,998.88)
SPRINT NEXTEL CORP SER 1 CUSIP: 852081100	3 100.00	02/25/08	08/19/08	\$27,595.00		\$27,837.40	\$242.40
SPRINT NEXTEL CORP SER 1 CUSIP: 852081100	3 400.00	02/28/08	08/19/08	\$27,749.34		\$30,531.34	\$2,782.00
SPRINT NEXTEL CORP SER 1 CUSIP: 852081100	2 200.00	01/18/08	08/19/08	\$26,398.84		\$19,755.57	(\$6,643.27)
SPRINT NEXTEL CORP SER 1 CUSIP: 852081100	5 000.00	01/18/08	08/19/08	\$44,837.00		\$44,899.03	\$62.03
SPRINT NEXTEL CORP SER 1 CUSIP: 852081100	5 400.00	01/18/08	08/19/08	\$48,485.90		\$48,480.95	\$2,005.05
SPRINT NEXTEL CORP SER 1 CUSIP: 852081100	2 400.00	01/08/08	08/19/08	\$29,415.80		\$21,551.53	(\$7,864.27)

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2008 SUPPLEMENTAL INFORMATION

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FEDERAL ID. NO: 43-0538770

TAXPAYER ID: 31-1593436

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SHORT TERM CAPITAL GAIN/(LOSS)

DESCRIPTION	QUANTITY	DATE ACQUIRED	DATE SOLD	ORIGINAL COST BASIS	ADJUSTED COST BASIS	PROCEEDS	GAIN/(LOSS)
SPRINT NEXTEL CORP SER 1 CUSIP: 852061100	5 100.00	03/18/08	08/19/08	\$29,375.80		\$45,787.08	\$16,421.16
STERLING FINL CORP WA CUSIP: 859319105	1 800.00	03/13/08	08/19/08	\$28,873.60		\$16,594.50	(\$10,279.10)
STERLING FINL CORP WA CUSIP: 859319105	4 600.00	09/18/07	08/19/08	\$123,250.04		\$42,408.18	(\$80,841.86)
TIBCO SOFTWARE INC CUSIP: 86632Q103	3 700.00	02/28/08	08/19/08	\$28,130.82		\$29,835.73	\$1,504.81
TRIUMPH GROUP INC CUSIP: 888818101	1 100.00	01/25/08	08/19/08	\$55,335.00		\$60,659.65	\$5,324.65
WEBSTER FINANCIAL CORP CUSIP: 847890109	1 200.00	01/24/08	06/11/08	\$34,883.00		\$24,373.34	(\$10,509.66)
WILEY JOHN & SONS CL A CUSIP: 888223208	1 700.00	02/15/08	08/19/08	\$68,176.99		\$79,455.80	\$13,278.91
XEROX CORP CUSIP: 984121103	2 800.00	08/28/07	07/24/08	\$44,889.75		\$35,488.83	(\$9,401.12)
XEROX CORP CUSIP: 984121103	1 800.00	02/27/08	07/30/08	\$27,263.48		\$23,636.84	(\$3,626.64)
XEROX CORP CUSIP: 984121103	2 900.00	03/18/08	07/30/08	\$43,332.74		\$38,081.59	(\$5,251.15)
XEROX CORP CUSIP: 984121103	1 900.00	11/21/07	07/30/08	\$30,748.05		\$24,950.00	(\$5,798.05)
XEROX CORP CUSIP: 984121103	4 600.00	08/28/07	07/30/08	\$79,384.83		\$60,406.26	(\$18,978.67)
ROYAL CARIBBEAN CRUISES CUSIP: V7780T103	2 000.00	08/28/07	08/19/08	\$76,095.00		\$54,103.79	(\$21,991.21)
ROYAL CARIBBEAN CRUISES CUSIP: V7780T103	900.00	02/29/08	08/19/08	\$32,817.81		\$24,348.70	(\$8,271.11)
ROYAL CARIBBEAN CRUISES CUSIP: V7780T103	1 800.00	01/22/08	08/19/08	\$55,343.72		\$43,283.03	(\$12,060.69)
ROYAL CARIBBEAN CRUISES CUSIP: V7780T103	4 100.00	07/28/08	08/19/08	\$108,083.43		\$110,912.80	\$4,849.37

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SHORT TERM CAPITAL GAIN/(LOSS)

DESCRIPTION	QUANTITY	DATE ACQUIRED	DATE SOLD	ORIGINAL COST BASIS	ADJUSTED COST BASIS	PROCEEDS	GAIN/(LOSS)
ROYAL CARIBBEAN CRUISES CUSIP: V7780T103	1 000.00	03/18/08	08/19/08	\$31,615.00		\$27,051.89	(\$4,563.11)
ROYAL CARIBBEAN CRUISES CUSIP: V7780T103	1 800.00	09/28/07	08/19/08	\$70,453.22		\$48,693.41	(\$21,759.81)
				\$3,752,264.20	\$3,762,264.20	\$3,056,830.21	(\$895,333.99)

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LONG TERM CAPITAL GAIN/(LOSS)

DESCRIPTION	QUANTITY	DATE ACQUIRED	DATE SOLD	ORIGINAL COST BASIS	ADJUSTED COST BASIS	PROCEEDS	GAIN/(LOSS)
AVID TECHNOLOGY INC CUSIP: 05367P100	3 100.00	12/27/08	08/19/08	\$116,734.28		\$72,281.74	(\$44,452.52)
BANK OF HAWAII CORP CUSIP: 062640109	2 100.00	02/02/05	08/19/08	\$102,332.86		\$109,732.37	\$7,399.41
BANK OF HAWAII CORP CUSIP: 062640109	2 100.00	02/23/05	08/19/08	\$95,345.00		\$108,732.39	\$14,387.39
BEA SYSTEMS INC CUSIP: 073325102	9 900.00	01/19/05	04/26/08	\$83,670.64		\$188,093.94	\$104,223.30
BEA SYSTEMS INC CUSIP: 073325102	2 700.00	02/17/05	05/01/08	\$21,865.28		\$52,312.50	\$30,447.22
BEA SYSTEMS INC CUSIP: 073325102	7 900.00	01/19/05	05/01/08	\$68,927.08		\$163,082.50	\$88,135.44
BEAR STEARNS COMPANY CUSIP: 073902108	1 700.00	08/01/05	03/19/08	\$174,426.00		\$10,186.51	(\$164,239.49)
BEAR STEARNS COMPANY CUSIP: 073902108	300.00	01/16/07	03/19/08	\$51,406.60		\$1,797.99	(\$49,608.61)
BEAR STEARNS COMPANY CUSIP: 073902108	700.00	01/24/08	03/19/08	\$85,035.00		\$4,195.27	(\$80,839.73)
BEAR STEARNS COMPANY CUSIP: 073902108	500.00	06/12/08	03/19/08	\$67,424.00		\$2,998.82	(\$64,425.18)
BEAR STEARNS COMPANY CUSIP: 073902108	400.00	09/29/05	03/19/08	\$41,985.00		\$2,387.28	(\$39,597.71)

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LONG TERM CAPITAL GAIN/(LOSS)

DESCRIPTION	QUANTITY	DATE ACQUIRED	DATE SOLD	ORIGINAL COST BASIS	ADJUSTED COST BASIS	PROCEEDS	GAIN/(LOSS)
BIO RAD LABS A CUSIP: 090572207	2 300.00	02/23/05	08/19/08	\$112,776.37		\$240,767.64	\$128,000.27
BOYD GAMING CORP CUSIP: 103304101	1 100.00	08/03/05	08/19/08	\$57,258.86		\$11,952.85	(\$45,306.01)
BROADRIDGE FINANCIAL CUSIP: 11133T103	1 250.00	03/21/05	08/19/08	\$21,724.52		\$23,282.36	\$1,557.84
CA INC CUSIP: 12673P105	800.00	04/20/05	08/19/08	\$21,591.00		\$18,889.87	(\$2,701.13)
CA INC CUSIP: 12673P105	1 100.00	04/22/05	08/19/08	\$29,815.00		\$25,973.58	(\$3,841.42)
CA INC CUSIP: 12673P105	800.00	04/26/05	08/19/08	\$21,895.00		\$18,889.87	(\$2,805.13)
CA INC CUSIP: 12673P105	1 900.00	04/29/05	08/19/08	\$50,843.30		\$44,863.46	(\$5,979.84)
CA INC CUSIP: 12673P105	1 100.00	06/08/05	08/19/08	\$29,780.00		\$25,973.64	(\$3,786.36)
CA INC CUSIP: 12673P105	12 000.00	03/11/05	08/19/08	\$336,605.00		\$283,348.19	(\$53,256.81)
CA INC CUSIP: 12673P105	4 200.00	03/17/05	08/19/08	\$117,227.00		\$89,171.86	(\$28,055.14)
CA INC CUSIP: 12673P105	3 900.00	03/18/05	08/19/08	\$107,840.00		\$92,086.18	(\$15,753.82)
CA INC CUSIP: 12673P105	4 000.00	03/31/05	08/19/08	\$107,980.20		\$94,449.39	(\$13,530.81)
CHITTENDEN CORP CUSIP: 170CSH985	2 000.00	01/18/05	01/08/08	\$53,801.60		\$71,272.00	\$17,370.40
CHITTENDEN CORP CUSIP: 170CSH985	1 800.00	01/19/05	01/08/08	\$48,895.00		\$64,144.80	\$15,449.80
DUNDEE CORP CL A SUB VTG CUSIP: 264901109	6 300.00	06/12/07	08/19/08	\$126,845.50		\$73,753.85	(\$53,091.65)
EASTMAN KODAK COMPANY CUSIP: 277481109	2 500.00	02/28/07	08/19/08	\$81,130.00		\$39,423.64	(\$41,706.36)

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LONG TERM CAPITAL GAIN/(LOSS)

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EASTMAN KODAK COMPANY CUSIP: 277481109	2 100.00	05/04/08	08/19/08	\$54,643.64		\$33,115.85	(\$21,527.79)
EASTMAN KODAK COMPANY CUSIP: 277481109	6 500.00	05/09/05	08/19/08	\$167,341.85		\$102,501.47	(\$64,840.38)
EASTMAN KODAK COMPANY CUSIP: 277481109	480.00	11/19/04	08/19/08	\$14,983.82		\$7,253.85	(\$7,729.97)
EASTMAN KODAK COMPANY CUSIP: 277481109	490.00	10/28/04	08/19/08	\$14,775.17		\$7,727.03	(\$7,048.14)
EASTMAN KODAK COMPANY CUSIP: 277481109	50.00	09/20/04	08/19/08	\$1,574.50		\$788.47	(\$786.03)
EASTMAN KODAK COMPANY CUSIP: 277481109	1 250.00	09/09/04	08/19/08	\$37,328.00		\$19,711.82	(\$17,616.18)
FIRST NIAGARA FINL GROUP CUSIP: 33582V108	8 000.00	11/16/08	07/29/08	\$119,692.20		\$108,493.18	(\$11,199.02)
FOREST CTY ENTRPRSE CL A CUSIP: 345550107	1 200.00	08/27/07	07/17/08	\$73,853.48		\$33,452.28	(\$40,401.21)
FOREST CTY ENTRPRSE CL A CUSIP: 345550107	500.00	06/28/07	07/17/08	\$30,738.90		\$13,938.45	(\$16,798.45)
FOREST CTY ENTRPRSE CL A CUSIP: 345550107	1 200.00	08/27/07	07/02/08	\$73,853.51		\$37,487.78	(\$36,365.73)
FOREST CITY ENTRPRS CVCLB CUSIP: 345550305	1 000.00	06/28/07	08/14/08	\$81,651.40		\$28,540.83	(\$53,110.57)
FULTON FINANCIAL CORP PA CUSIP: 360271100	8 300.00	05/29/07	08/19/08	\$124,730.76		\$87,020.51	(\$37,710.25)
HARRAHS ENTMTNT INC CUSIP: 413619107	1 500.00	01/20/05	01/29/08	\$97,415.00		\$135,000.00	\$37,585.00
HARRAHS ENTMTNT INC CUSIP: 413619107	800.00	07/05/05	01/29/08	\$58,385.84		\$72,000.00	\$13,614.16
HARRAHS ENTMTNT INC CUSIP: 413619107	1 000.00	06/28/06	01/29/08	\$70,235.00		\$90,000.00	\$19,765.00
HARRAHS ENTMTNT INC CUSIP: 413619107	1 900.00	10/27/05	01/29/08	\$111,882.82		\$171,000.00	\$59,117.18

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LONG TERM CAPITAL GAIN/(LOSS)

DESCRIPTION	QUANTITY	DATE ACQUIRED	DATE SOLD	ORIGINAL COST BASIS	ADJUSTED COST BASIS	PROCEEDS	GAIN/(LOSS)
HEARST ARGYLE TELEVSN CUSIP: 422317107	2 100.00	04/26/05	08/19/08	\$53,135.00		\$42,984.98	(\$10,170.02)
HEARST ARGYLE TELEVSN CUSIP: 422317107	5 200.00	08/03/06	08/19/08	\$108,420.84		\$108,369.49	(\$2,031.35)
HEARST ARGYLE TELEVSN CUSIP: 422317107	2 500.00	02/11/05	08/19/08	\$64,506.00		\$51,148.79	(\$13,357.21)
HEARST ARGYLE TELEVSN CUSIP: 422317107	310.00	09/14/04	08/19/08	\$7,891.10		\$6,342.45	(\$1,348.65)
HEARST ARGYLE TELEVSN CUSIP: 422317107	80.00	09/20/04	08/19/08	\$2,023.20		\$1,838.76	(\$386.44)
HEARST ARGYLE TELEVSN CUSIP: 422317107	1 550.00	09/09/04	08/19/08	\$38,599.03		\$31,712.25	(\$6,886.78)
HEWLETT-PACKARD COMPANY CUSIP: 428238103	3 800.00	02/18/05	08/19/08	\$79,644.84		\$185,484.78	\$85,820.14
HEWLETT-PACKARD COMPANY CUSIP: 428238103	5 100.00	01/11/05	08/19/08	\$101,848.00		\$222,071.15	\$120,423.15
HEWLETT-PACKARD COMPANY CUSIP: 428238103	6 100.00	01/03/05	08/19/08	\$128,447.00		\$289,814.51	\$138,187.51
HEWLETT-PACKARD COMPANY CUSIP: 428238103	1 000.00	01/07/05	08/19/08	\$20,885.00		\$43,543.36	\$22,678.36
HEWLETT-PACKARD COMPANY CUSIP: 428238103	3 000.00	03/17/05	08/19/08	\$61,205.00		\$130,830.09	\$89,425.09
HEWLETT-PACKARD COMPANY CUSIP: 428238103	100.00	03/18/05	08/19/08	\$2,889.00		\$4,354.36	\$2,265.36
HUNTINGTON BANCSHARES IN CUSIP: 446150104	4 282.00	01/28/05	01/28/08	\$96,559.10		\$54,481.86	(\$42,077.24)
INDEPENDENT BANK CORP MA CUSIP: 453836108	700.00	02/07/05	08/19/08	\$21,388.99		\$18,938.80	(\$2,428.09)
INDEPENDENT BANK CORP MA CUSIP: 453836108	3 000.00	02/08/05	08/19/08	\$93,091.40		\$81,188.78	(\$11,924.84)
INTERNATIONAL GAME TECHN CUSIP: 459802102	1 400.00	02/11/05	08/19/08	\$43,488.00		\$30,228.01	(\$13,280.99)

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INTERNATIONAL GAME TECHN CUSIP: 459902102	2 500.00	01/11/05	08/18/08	\$82,860.00		\$63,876.60	(\$28,983.40)
INTERNATIONAL GAME TECHN CUSIP: 459902102	2 200.00	01/21/05	08/19/08	\$85,829.00		\$47,501.17	(\$38,327.83)
INTERNATIONAL GAME TECHN CUSIP: 459902102	410.00	01/07/05	08/18/08	\$13,669.40		\$8,852.49	(\$4,816.91)
LEHMAN BROS HOLDINGS INC CUSIP: 524908100	1 400.00	06/13/06	01/18/08	\$88,873.19		\$75,197.08	(\$11,676.11)
LEHMAN BROS HOLDINGS INC CUSIP: 524908100	700.00	01/18/07	01/23/08	\$58,260.98		\$39,585.26	(\$18,675.70)
LEHMAN BROS HOLDINGS INC CUSIP: 524908100	800.00	06/13/06	01/23/08	\$49,641.81		\$45,240.32	(\$4,401.49)
MGM MIRAGE CUSIP: 552953101	2 400.00	12/28/08	08/19/08	\$136,925.00		\$88,700.06	(\$48,224.94)
MGM MIRAGE CUSIP: 552953101	3 230.00	02/23/05	08/19/08	\$121,208.98		\$89,767.15	(\$31,441.83)
MGM MIRAGE CUSIP: 552953101	700.00	07/18/07	08/19/08	\$80,805.00		\$19,454.18	(\$61,350.82)
MGM MIRAGE CUSIP: 552953101	1 500.00	08/20/07	08/19/08	\$120,395.00		\$41,887.53	(\$78,507.47)
MGM MIRAGE CUSIP: 552953101	1 200.00	05/11/07	08/19/08	\$75,853.00		\$33,350.02	(\$42,502.98)
MGM MIRAGE CUSIP: 552953101	1 770.00	02/23/05	02/26/08	\$88,421.02		\$141,800.00	\$53,378.98
MENTOR GRAPHICS CORP CUSIP: 587200106	8 600.00	05/29/07	08/19/08	\$125,135.00		\$90,399.64	(\$34,735.36)
MINE SAFETY APPLIANCE CUSIP: 602720104	2 800.00	03/01/05	08/19/08	\$112,201.00		\$103,459.42	(\$8,741.58)
MOTOROLA INCORPORATED CUSIP: 620076109	1 800.00	08/17/07	08/18/08	\$30,853.15		\$18,271.04	(\$12,582.11)
MOTOROLA INCORPORATED CUSIP: 620076109	4 100.00	08/09/07	08/18/08	\$69,810.00		\$39,428.88	(\$30,381.12)

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516
5/11/09**STIFEL
NICOLAUS**One Financial Plaza
501 North Broadway
St. Louis, MO 63102MICHAEL LOYND TRUST ADMIN
INTERCO CHARITABLE TR**2008 SUPPLEMENTAL INFORMATION**

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FEDERAL ID. NO: 43-0538770

TAXPAYER ID: 31-1593436

THE FOLLOWING IS BEING PROVIDED FOR YOUR INFORMATION ONLY AND WILL NOT BE FURNISHED TO THE
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STIFEL STRIVES TO PROVIDE RELIABLE AND ACCURATE COST BASIS INFORMATION TO OUR CUSTOMERS, WHICH
MAY INCLUDE INFORMATION RECEIVED FROM OUR CLIENTS OR THEIR PRIOR FIRM. BECAUSE THERE ARE EVENTS
WHICH MAY NECESSITATE ADJUSTMENTS, STIFEL CANNOT GUARANTEE THE ACCURACY OF THE COST BASIS
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YOUR TAX ADVISOR REGARDING YOUR PARTICULAR SITUATION.

LONG TERM CAPITAL GAIN(LOSS)

DESCRIPTION	QUANTITY	DATE ACQUIRED	DATE SOLD	ORIGINAL COST BASIS	ADJUSTED COST BASIS	PROCEEDS	GAIN/(LOSS)
MOTOROLA INCORPORATED CUSIP: 620076109	10 000.00	05/24/07	08/19/08	\$184,607.00		\$98,163.37	(\$86,443.63)
NORTHERN TRUST CORP CUSIP: 665859104	2 000.00	01/24/07	08/19/08	\$120,784.60		\$151,298.87	\$30,512.27
NORTHERN TRUST CORP CUSIP: 665859104	1 900.00	05/25/07	08/19/08	\$122,221.17		\$143,732.03	\$21,510.86
NOVELLUS SYSTEMS INC CUSIP: 670008101	4 400.00	08/15/07	08/19/08	\$113,217.00		\$96,030.15	(\$17,186.85)
PROVIDENT FINL SVCS INC CUSIP: 74388T105	1 500.00	01/03/05	08/19/08	\$28,951.70		\$22,348.53	(\$6,603.17)
PROVIDENT FINL SVCS INC CUSIP: 74388T105	2 800.00	01/03/05	07/29/08	\$55,973.30		\$42,105.05	(\$13,868.25)
RAYMOND JAMES FINANCIAL CUSIP: 754730109	3 800.00	08/24/06	08/19/08	\$105,845.00		\$116,311.28	\$10,466.28
SHUFFLE MASTER INC CUSIP: 826549108	5 000.00	02/27/07	08/19/08	\$103,211.00		\$24,245.88	(\$78,965.14)
SYMANTEC CORP CUSIP: 871503108	1 800.00	01/11/08	08/19/08	\$35,052.08		\$38,754.55	\$3,702.47
SYMANTEC CORP CUSIP: 871503108	4 700.00	01/04/06	08/19/08	\$81,987.57		\$101,182.44	\$19,204.87
SYMANTEC CORP CUSIP: 871503108	3 100.00	05/12/08	08/19/08	\$52,984.00		\$68,743.95	\$13,759.95
SYMANTEC CORP CUSIP: 871503108	1 800.00	05/15/08	08/19/08	\$30,491.06		\$38,754.57	\$8,263.51
SYMANTEC CORP CUSIP: 871503108	6 431.00	05/05/05	08/19/08	\$163,133.00		\$181,522.01	\$18,389.01
TIBCO SOFTWARE INC CUSIP: 88632Q103	8 500.00	04/19/07	08/19/08	\$61,365.00		\$52,082.74	(\$9,302.26)
TIBCO SOFTWARE INC CUSIP: 88632Q103	6 400.00	04/28/07	08/19/08	\$59,888.80		\$51,281.78	(\$8,704.82)
UNIVERSAL HLTH SVC CL B CUSIP: 913803100	2 800.00	08/10/05	08/19/08	\$147,481.00		\$177,488.00	\$30,005.00

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**STIFEL
NICOLAUS**One Financial Plaza
501 North Broadway
St. Louis, MO 63102MICHAEL LOYND TRUST ADMIN
INTERCO CHARITABLE TR

2008 SUPPLEMENTAL INFORMATION

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5/11/04

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FEDERAL ID. NO: 43-0538770

TAXPAYER ID: 31-1593436

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LONG TERM CAPITAL GAIN/(LOSS)

DESCRIPTION	QUANTITY	DATE ACQUIRED	DATE SOLD	ORIGINAL COST BASIS	ADJUSTED COST BASIS	PROCEEDS	GAIN/(LOSS)
VALLEY NATIONAL BANCORP CUSIP: 819794107	4 961.00	08/27/06	05/09/08	\$116,553.20		\$88,789.45	(\$27,763.75)
WEBSTER FINANCIAL CORP CUSIP: 947890109	1 000.00	02/02/05	06/11/08	\$44,273.33		\$20,311.10	(\$23,962.23)
WEBSTER FINANCIAL CORP CUSIP: 947890109	500.00	02/02/05	06/06/08	\$22,136.87		\$10,382.21	(\$11,754.66)
WEBSTER FINANCIAL CORP CUSIP: 947890109	900.00	01/07/05	06/06/08	\$43,349.00		\$18,657.88	(\$24,691.04)
WILEY JOHN & SONS CL A CUSIP: 968223208	3 200.00	02/08/05	08/19/08	\$110,557.00		\$149,564.00	\$39,007.00
WILEY JOHN & SONS CL A CUSIP: 968223206	900.00	07/23/07	08/19/08	\$41,495.00		\$42,064.87	\$569.87
WILEY JOHN & SONS CL A CUSIP: 968223208	1 300.00	07/24/07	08/19/08	\$57,807.87		\$60,760.37	\$3,152.50
WINDSTREAM CORP CUSIP: 97381W104	516.35	02/10/06	08/19/08	\$5,379.41		\$6,319.86	\$840.45
WINDSTREAM CORP CUSIP: 97381W104	2 481.42	02/08/05	08/19/08	\$24,208.06		\$30,371.56	\$6,163.51
WINDSTREAM CORP CUSIP: 97381W104	5 169.63	01/10/05	08/19/08	\$49,523.10		\$63,274.09	\$13,750.99
WINDSTREAM CORP CUSIP: 97381W104	413.57	01/28/05	08/19/08	\$3,982.63		\$5,061.82	\$1,079.20
WINDSTREAM CORP CUSIP: 97381W104	5 273.03	01/03/05	08/19/08	\$55,324.27		\$64,539.57	\$9,215.30
ROYAL CARIBBEAN CRUISES CUSIP: V7780T103	3 000.00	02/27/07	08/19/08	\$123,709.10		\$81,155.88	(\$42,553.22)
ROYAL CARIBBEAN CRUISES CUSIP: V7780T103	2 700.00	08/12/07	08/19/08	\$115,378.00		\$73,040.11	(\$42,337.89)

990 PF Part IV — \$7,808,480.78 \$7,808,480.78 \$7,168,591.88 (\$637,889.73)

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7400.105

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Interco Charitable Trust
EIN # 31-1593436
Attachment to 2008 Form 990-PF

Statement Required by REG 53.4945-5(d)

INFORMATION WITH RESPECT TO EXPENDITURE RESPONSIBILITY GRANTS

- (1) Grantee: Furniture Brands Charitable Trust
- (2) Date Paid in Current Year: \$2,500,000 paid on 8/26/08 and \$2,500,000 paid on 9/5/08
- (3) Total Paid:
 - \$5,000,000 on 4/26/07
 - \$2,500,000 on 8/26/08
 - \$2,500,000 on 9/5/08
- (4) Purpose of Grant: To fund the organization so they can make contributions to various 501(c)(3) organizations
- (5) Amount of Grant Spent by Grantee:
 - \$406,192 in 2007
 - \$274,320 in 2008
- (6) Diversion: To the knowledge of the foundation, and based on the report furnished by the grantee, no part has been used for other than its intended purpose.
- (7) Date of Report Received from Grantee:
 - 12/31/08
- (8) Verification: Interco Charitable Trust reviewed the Grant Report on 12/31/08 but did not undertake any verification of the grantee's reports as there has not been any reason to doubt their accuracy or reliability (Reg 53.4945-5(c))

5/11/2009

FURNITURE BRANDS CHARITABLE TRUST
CHARITABLE TRUST BUDGET
CALENDAR YEAR 2008

	FBN	Brynhill	Lane	Laneventure	Thomasville	Virginia Ops	Henredon	Pearson	Hickory Chair	Drexel Heritage	Maitland-Smith	Total
2008 Budget	87,000	48,000	76,000	5,000	45,000	11,000	18,000	3,000	8,000	20,000	9,000	330,000
Multi-Year committed contributions	40,000											40,000
Employee Matching	1,520											1,520
Contributions Made-To-Date	27,800	48,000	76,000	5,000	45,000	11,000	18,000	3,000	8,000	20,000	9,000	270,800
Total	69,320	48,000	76,000	5,000	45,000	11,000	18,000	3,000	8,000	20,000	9,000	274,320
Balance available	17,680	0	0	0	0	0	0	0	0	0	0	55,680

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**Furniture Brands Charitable Trust
CALENDAR YEAR 2008**

Furniture Brands/Multi-Year Commitments

<u>Date</u>	<u>Organization</u>	<u>Amount</u>	<u>\$</u> <u>87,000</u>
4/28/2008	Kids with Cancer	2,000	
	Anti-Defamation League	10,000	
	CDF/Future Focus 2010		
5/13/2008	(Tupelo Multi-Year 4/5-\$15,000/\$100,000)	15,000	
	City of Hope/NHFI	5,000	
7/1/2008	Jamie Holmes Memorial Fund	500	
10/15/2008	American Furniture Hall of Fame	10,000	
	Health Care Foundation of North Mississippi		
10/28/2008	(Tupelo Multi-Year 2/5-\$25,000/\$125,000)	25,000	
11/21/2008	March of Dimes (Chili Cookoff Match)	300	
12/15/2008	Marist	250	
	patrick H. Scholarship Fund	500	
	Spent	\$ 68,550	
	Balance	\$ 18,450	

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**Furniture Brands Charitable Trust
CALENDAR YEAR 2008**

Furniture Brands/Multi-Year Commitments

<u>Date</u>	<u>Organization</u>	<u>Amount</u>
4/28/2008	Metropolitan School (Beth Sweetman)	100
7/16/2008	St. Charles Football League (Becky Lindblom)	240
7/29/2008	St. Charles Football League (Becky Lindblom)	180
10/28/2008	Churchill-Capital Campaign (Steve Werdel)	500
10/28/2008	St. Dominic High School (Laura Hayden)	500
	Spent	\$ 1,520

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**Furniture Brands Charitable Trust
CALENDAR YEAR 2008**

BROYHILL

\$ 48,000

<u>Date</u>	<u>Organization</u>	<u>Amount</u>
4/28/2008	AB WA - Caldwell Charter Chapter	\$ 100
	Lenoir Little League	450
	The Leukemia & Lymphoma Society	2,500
	YMCA Loudoun County	1,000
5/13/2008	Caldwell Community College & Technical Institute	10,000
	Caldwell County School	8,000
	Project Graduation/Caldwell County Schools	300
7/3/2008	Caldwell County D.A.R.E.	600
8/26/2008	American Red Cross	200
	Baton Elementary School PTO	100
	Bethel Colony of Mercy	200
	Caldwell Arts Council	200
	Caldwell County Dept. of Social Services	2,500
	Caldwell County EMS	200
	Caldwell Hospice & Palliative Care, Inc.	500
	Caldwell County Sheriff's Department	500
	Caldwell Friends, Inc.	200
	Caldwell House, Inc.	200
	Caldwell Memorial Hospital Foundation	5,000
	Collettsville Fire Department	200
	Collettsville School PTA	100
	Communities in Schools Program	500
	Davenport A+ School PTA	100
	Dudley Shoals Elementary School PTO	100
	Fire Marshall/Emergency Management	200
	Gamewell Elementary School PTO	100
	Gamewell Fire Department	200
	Gamewell Middle School PTO	100
	Gateway School	100
	Granite Falls Elementary School PTO	100
	Granite Falls Fire Department	200
	Granite Falls Middle School PTA	100
	Granite Falls Police Department	200
	Happy Valley Elementary School PTA	100
	Hibriten High School Athletic Boosters Club	500
	Hibriten High School Band	100
	Hibriten High School Chorus	100
	Hibriten High School PTO	100
	Horizons Elementary School	100
	Hudson Elementary School PTO	100
	Hudson Fire Department	200
	Hudson Middle School PTO	100
	Hudson Police Department	200
	Hudson Rescue Squad	200
	Kings Creek Accelerated School PTA	100
	Kings Creek Fire Department	200

5/11/2009

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<u>Date</u>	<u>Organization</u>	<u>Amount</u>
	Lenoir-Caldwell County Crimestoppers, Inc.	200
	Lenoir Fire Department	500
	Lenoir Park & Recreation Dept.	100
	Lenoir Police Department	500
	Lenoir Rescue Squad	200
	Little River Fire Department	200
	Lower Creek Elementary School PTA	100
	North Catawba Fire Department	200
	Oak Hill Elementary School PTA	100
	Optimist Club of Lenoir - LL Baseball/Horse Show	400
	Patterson Fire Department	200
	Piedmont Educational Foundation	2,500
	Sawmills Accelerated School PTO	100
	Sawmills Fire Department	200
	Shelter Home of Caldwell County, Inc.	500
	South Caldwell High School Athletic Boosters Club	500
	South Caldwell High School Band	100
	South Caldwell High School Chorus	100
	South Caldwell High School PTA	100
	United Way of Caldwell County	500
	Valmead Elementary School PTO	100
	Valmead Fire Department	200
	West Caldwell High School	500
	West Caldwell High School Athletic Boosters Club	500
	West Caldwell High School Band	100
	West Caldwell High School Chorus	100
	West Caldwell High School PTO	100
	West Lenoir School of Technology PTA	100
	Whitnel Elementary School PTA	100
	Wig Bank of Caldwell County	200
	William Lenoir Middle School PTO	100
11/21/2008	Yadkin Valley Fire Dept	100
	Lovelady Rescue Squad	100
	Grace Chapel Fire Dept.	100
	Rhodhiss Fire Dept.	100
	Rhodhiss Police Dept.	100
	Caldwell County Department of Social Services	950
	Total Spent	\$ 48,000
	Balance	\$ -

5/11/2009

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**Furniture Brands Charitable Trust
CALENDAR YEAR 2008**

LANE

<u>Date</u>	<u>Organization</u>	<u>Amount</u>	<u>\$ 76,000</u>
	CDF/Future Focus 2010 <i>(4/5 Commitment/combined with Discretionary)</i>	\$ 5,000	
5/13/2008		2,500	
8/13/2008	CREATE, Inc. - Gardner Simmons Home for Girls	2,500	
	CREATE, Inc. - Tupelo Community Theater	1,000	
	Sanctuary Hospice House	500	
	Komen North MS Race for the Cure	11,360	
	National Merit Scholarship Corporation	2,000	
9/30/2008	Juvenile Diabetes Foundation (Royal)	2,000	
	American Cancer Society (Royal)	1,250	
11/18/2008	Aberdeen City Schools	750	
	Alpha House Home for Boys	1,250	
	Amory City Schools	1,140	
	CREATE, Inc.	10,000	
	Lee Co. Schools	500	
	Lee Co. Sheriff's Dept.	2,500	
	Mississippi State University	1,250	
	Monroe County Schools	2,500	
	Pontotoc City Schools	2,500	
	Pontotoc County Schools	2,000	
	Regional Rehab Center	17,500	
	Tupelo Public School District	3,000	
	City of Tupelo	3,000	
	Yoconoa Area Council		
	Total Spent	\$ 76,000	
	Balance	\$ -	

5/11/2009

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**Furniture Brands Charitable Trust
CALENDAR YEAR 2008**

Laneventure

<u>Date</u>	<u>Organization</u>	<u>Amount</u>
8/26/2008	Catawba Science Center Capital Fund	\$ 5,000
	Spent	\$ 5,000
	Balance	\$ -

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**Furniture Brands Charitable Trust
CALENDAR YEAR 2008**

THOMASVILLE

<u>Date</u>	<u>Organization</u>	<u>Amount</u>	<u>\$ 45,000</u>
5/13/2008	City of Thomasville	\$ 20,000	
	Davidson Vision	25,000	
	Spent	\$ 45,000	
	Balance	\$ -	

5/11/2009

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**Furniture Brands Charitable Trust
CALENDAR YEAR 2008**

Virginia Ops

\$ 11,000

<u>Date</u>	<u>Organization</u>	<u>Amount</u>
11/21/2008	Liberty Godparent Foundation	\$ 3,667
	St. Jude's Childrens Research Hospital	3,667
	Friends of Soucnting-Blue Ridge Mountains Council	3,667
	Spent	\$ 11,000
	Balance	\$ -

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**Furniture Brands Charitable Trust
CALENDAR YEAR 2008**

Pearson

<u>Date</u>	<u>Organization</u>	<u>Amount</u>	
4/28/2008	United Way of Greater High Point	\$ 3,000	<u>\$ 3,000</u>
	Total Spent	\$ 3,000	
	Balance	\$ -	

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**Furniture Brands Charitable Trust
CALENDAR YEAR 2008**

Hickory Chair

<u>Date</u>	<u>Organization</u>	<u>Amount</u>	<u>\$ 8,000</u>
5/13/2008	Catawba Valley Community College	\$ 2,800	
	Catawba Science Center	2,500	
	Hickory High School	300	
	St. Stephens High School	300	
	Newton-Conover High School	300	
	Bunker Hill High School	300	
	Fred T. Foard High School	300	
	Maiden High School	300	
	Alexander High School	300	
	South Caldwell High School	300	
	East Burke High School	300	
	Total Spent	\$ 8,000	
	Balance	\$ -	

**Furniture Brands Charitable Trust
CALENDAR YEAR 2008**

HDM/Drexel Heritage

<u>Date</u>	<u>Organization</u>	<u>Amount</u>	<u>\$ 20,000</u>
10/28/2008	Burke United Way	\$ 10,500	
	Appalachian Family Innovations	1,000	
	Burke Arts Council	500	
	Western Piedmont community College	1,000	
	Burke County Red Cross	1,000	
	High Point United Way	3,000	
	Catawaba County United Way	3,000	
	Total Spent	\$ 20,000	
	Balance	\$ -	

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**Furniture Brands Charitable Trust
CALENDAR YEAR 2008**

Maitland-Smith

<u>Date</u>	<u>Organization</u>	<u>Amount</u>	<u>\$ 9,000</u>
7/16/2008	Juvenile Diabetes Research Foundation	\$ 3,361	
12/19/2008	Special Olympics of NC	2,500	
	ANCOP	1,500	
	The ARC of High Point	<u>\$1,639</u>	
	Total Spent	\$ 9,000	
	Balance	\$ 0	

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INTERCO CHARITABLE TRUST
ATTACHMENT TO FORM 990-PF, PART XV, LINE 3
December 31, 2008

Recipient	Relationship	Foundation Status	Purpose of Grant	Amount
Missouri Botanical Garden P.O. Box 299 St. Louis, MO 63166- 0299	None	Public	Exempt Purpose	\$500.00
The Muny Forest Park St. Louis, MO 63112	None	Public	Exempt Purpose	\$500.00
University of Missouri-St. Louis 1 University Blvd St. Louis, MO 63121	None	Public	Exempt Purpose	\$18,980.72
University of Missouri-St. Louis 1 University Blvd St. Louis, MO 63121	None	Public	Exempt Purpose	\$2,000.00
AmenCorps Partnership For Youth 1315 Ann Ave. St. Louis, MO 63104	None	Public	Exempt Purpose	\$25,000.00
St. Louis Variety Club 2200 Westport Plaza Drive St. Louis, MO 63146	None	Public	Exempt Purpose	\$10,000.00
Missouri Historical Society P.O. Box 11940 St. Louis, MO 63112-0040	None	Public	Exempt Purpose	\$2,500.00
St. Louis Variety Club 2200 Westport Plaza Drive St. Louis, MO 63146	None	Public	Exempt Purpose	\$1,000.00
Donald Danforth Plant Science Center 6425 Forsyth Blvd. Campus Box 1044 St. Louis, MO 63105	None	Public	Exempt Purpose	\$5,000.00
Washington University Campus Box 2555 7425 Forsyth Blvd., Suite 2555 St. Louis, MO 63105-2161	None	Public	Exempt Purpose	\$6,250.00
Mathews - Dickey Boys & Girls Club 4245 N. Kingshighway Blvd St. Louis, MO 63115	None	Public	Exempt Purpose	\$100,000.00
Loyola Academy 3854 Washington Ave. St. Louis, MO 63108	None	Public	Exempt Purpose	\$25,000.00
St. Patrick Center 800 N. Tucker Blvd. St. Louis, MO 63101	None	Public	Exempt Purpose	\$50,000.00
Forest Park Forever P.O. Box 790064 St. Louis, MO 63179	None	Public	Exempt Purpose	\$50,000.00

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Cornell University 505 Morris Avenue Springfield, NJ 07081	None	Public	Exempt Purpose	\$5,000.00
Overlook Hospital Foundation 36 Upper Overlook Road PO Box 220 Summit, NJ 07902	None	Public	Exempt Purposes	\$5,000.00
Jupiter Medical Center 1210 S. Old Dixie Hwy Jupiter, FL 33458	None	Public	Exempt Purposes	\$5,000.00
Jewish Federation 6505 Wilshire Blvd Los Angeles, CA 90048	None	Public	Exempt Purposes	\$20,000.00
Youth & Family Center 2929 N. 20Th Street St. Louis, MO 63107	None	Public	Exempt Purpose	\$20,000.00
St. Louis Symphony Orchestra Powell Symphony Hall 718 N. Grand Blvd. St. Louis, MO 63103	None	Public	Exempt Purpose	\$10,000.00
St. Louis Zoo One Government Drive St. Louis, MO 63110	None	Public	Exempt Purpose	\$10,000.00
Missouri Botanical Garden P.O. Box 299 St. Louis, MO 63166-0299	None	Public	Exempt Purpose	\$20,000.00
Today & Tomorrow 20 Archbishop May Dr. St. Louis, MO 63119-5004	None	Public	Exempt Purpose	\$30,000.00
Platte Valley Community Center P.O. Box 128 Saratoga, WY 82331	None	Public	Exempt Purpose	\$5,000.00
Chaminade College Preparatory 425 S. Lindbergh Blvd. St. Louis, MO 63131-2729	None	Public	Exempt Purpose	\$13,650.00
The Salvation Army (Salvation Tree Of Lights) 1130 Hampton Avenue St. Louis, MO 63139	None	Public	Exempt Purpose	\$1,000.00
Grand Center, INC. 634 N. Grand Blvd., Suite 10A St. Louis, MO 63103	None	Public	Exempt Purpose	\$50,000.00
Donald Danforth Plant Science Center 6425 Forsyth Blvd. Campus Box 1044 St. Louis, MO 63105	None	Public	Exempt Purpose	\$50,000.00
St. Louis Art Museum One Fine Arts Drive St. Louis, MO 63110-1380	None	Public	Exempt Purpose	\$50,000.00

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Fontbonne University 6800 Wydown Blvd. St. Louis, MO 63105-3098	None	Public	Exempt Purpose	\$25,000.00
Arts & Education Council of Greater St. Louis 3547 Olive Street St. Louis, MO 63103-1014	None	Public	Exempt Purpose	\$10,000.00
City Academy 4175 N. Kingshighway Blvd St. Louis, MO 63115	None	Public	Exempt Purpose	\$31,500.00
University of Missouri Press 2910 LeMone Blvd. Columbia, MO 65201	None	Public	Exempt Purpose	\$4,000.00
Junior Achievement 17339 N Outer Forty Road Chesterfield, MO 63005-1358	None	Public	Exempt Purpose	\$20,000.00
Raymond F Kravis Center 701 Okeechobee Blvd. West Palm Beach, FL 33401	None	Public	Exempt Purpose	\$10,000.00
Damon Runyon Cancer Research Foundation 675 Third Ave., 25TH Floor New York, NY 10017	None	Public	Exempt Purpose	\$10,000.00
Juvenile Diabetes Assosication 120 Wall Street, 19th Floor New York, NY 10005	None	Public	Exempt Purpose	\$10,000.00
Florida State University 505 Morris Avenue Springfield, NJ 07081	None	Public	Exempt Purpose	\$10,000.00
Cornell University 505 Morris Avenue Sprngfield, NJ 07081	None	Public	Exempt Purpose	\$10,000.00
St. Louis Children's Hospital One Children's Place St. Louis, MO 63110-1077	None	Public	Exempt Purpose	\$20,000.00
Crossroads College Preparatory 500 DeBaliviere Ave. St. Louis, MO 63112	None	Public	Exempt Purpose	\$23,566.00
Ursuline Academy 341 S. Sappington Road Kirkwood, MO 63122	None	Public	Exempt Purpose	\$9,950.00
St. Louis Art Museum One Fine Arts Drive St. Louis, MO 63110-1380	None	Public	Exempt Purpose	\$50,000.00
West Virginia University Foundation P.O. Box 4533 Morgantown, WV 26504	None	Public	Exempt Purpose	\$5,000.00
Independence Center 4380 W Pine Blvd St. Louis, MO 63108-2206	None	Public	Exempt Purpose	\$5,000.00

AS ORIGINALLY FILED

Edgewood Children's Center 330 N. Gore Ave. Webster Groves, MO 63119-1699	None	Public	Exempt Purpose	\$5,000.00
St. Louis University P.O. Box 8005 St. Louis, MO 63156	None	Public	Exempt Purpose	\$5,000.00
St. Louis Symphony 718 North Grand Blvd. St. Louis, MO 63103	None	Public	Exempt Purpose	\$10,000 00
Siteman Cancer Center 4444 Forest Park Ave St. Louis, MO 63108	None	Public	Exempt Purpose	\$5,000.00
Donald Danforth Plant Science Center 6425 Forsyth Blvd. Campus Box 1044 St. Louis, MO 63105	None	Public	Exempt Purpose	\$5,000.00
Missouri Botanical Garden P.O. Box 299 St. Louis, MO 63166- 0299	None	Public	Exempt Purpose	\$5,000.00
St. Louis Art Museum One Fine Arts Drive St. Louis, MO 63110-1380	None	Public	Exempt Purpose	\$15,000.00
The Muny Forest Park St. Louis, MO 63112	None	Public	Exempt Purpose	\$5,000.00
University of Missouri-St. Louis 1 University Blvd St. Louis, MO 63121	None	Public	Exempt Purpose	\$2,000 00
University of Missouri-St. Louis 1 University Blvd St. Louis, MO 63121	None	Public	Exempt Purpose	\$22,168.34
Forest Park Forever 5595 Grand Drive in Forest Park St. Louis, MO 63112	None	Public	Exempt Purpose	\$10,000.00
Ranken Technical College 4431 Finney Avenue St. Louis, MO 63113	None	Public	Exempt Purpose	\$25,000.00
Girl's Inc 3801 Nelson Drive St. Louis, MO 63121	None	Public	Exempt Purpose	\$13,000.00
St. Louis University P.O. Box 8005 St. Louis, MO 63156	None	Public	Exempt Purpose	\$50,000 00
Godfrey P. Padberg Fellowship Fund 101 Market St , Suite 650 St. Louis, MO 63105	None	Public	Exempt Purpose	\$10,000.00
The Muny Forest Park	None	Public	Exempt Purpose	\$10,000.00

AS ORIGINALLY FILED

St. Louis, MO 63112

YMCA 1528 Locust Street St. Louis, MO 63103	None	Public	Exempt Purpose	\$5,000.00
Florida State University 505 Morris Avenue Springfield, NJ 07081	None	Public	Exempt Purpose	\$10,000.00
Roosevelt High School 3230 Hartford St St. Louis, MO 63118	None	Public	Exempt Purpose	\$500.00
St. Louis Symphony Orchestra Powell Symphony Hall 718 N. Grand Blvd. St. Louis, MO 63103	None	Public	Exempt Purpose	\$5,000.00
Carmelite Monastery 9150 Clayton Road St. Louis, MO 63124	None	Public	Exempt Purpose	\$1,000.00
Child Center Of Our Lady 20 S. Central Ave., Suite 305 St. Louis, MO 63105	None	Public	Exempt Purpose	\$1,000.00
Donald Danforth Plant Science Center 7425 Forsyth Blvd. Campus Box 1044 St. Louis, MO 63105	None	Public	Exempt Purpose	\$5,000.00
The AKC Museum of the Dog 1721 S. Mason Road St. Louis, MO 63131	None	Public	Exempt Purpose	\$2,000.00
Forest Park Forever Dennis & Judith Jones Visitor & Education Center 5595 Grand Drive in Forest Park St. Louis, MO 63112	None	Public	Exempt Purpose	\$5,000.00
Foundation For Special Education 20 S. Central Ave , Suite 305 St. Louis, MO 63105	None	Public	Exempt Purpose	\$1,000.00
Humane Society Of Missouri 1201 Macklind Avenue St. Louis, MO 63110	None	Public	Exempt Purpose	\$3,000.00
Missouri Historical Society P.O. Box 11940 St. Louis, MO 63112-0040	None	Public	Exempt Purpose	\$3,000.00
Missouri Botanical Garden P.O. Box 299 St. Louis, MO 63166-0299	None	Public	Exempt Purpose	\$1,200.00
Myeloma Institute 20 S. Central Ave., Suite 305 St. Louis, MO 63105	None	Public	Exempt Purpose	\$3,000.00
The Muny Forest Park St. Louis, MO 63112	None	Public	Exempt Purpose	\$3,000.00

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Newman Center (At Washington University) 6352 Forsyth Blvd. St. Louis, MO 63105-2269	None	Public	Exempt Purpose	\$500.00
St. Louis Art Museum One Fine Arts Drive St. Louis, MO 63110-1380	None	Public	Exempt Purpose	\$2,000.00
St. Louis Public Library Foundation 1301 Olive St. St. Louis, MO 63103	None	Public	Exempt Purpose	\$3,000.00
St. Louis Symphony Orchestra Powell Symphony Hall 718 N. Grand Blvd. St. Louis, MO 63103	None	Public	Exempt Purpose	\$2,500.00
St. Louis University P.O. Box 8005 St. Louis , MO 63156	None	Public	Exempt Purpose	\$1,000.00
St. Louis Zoo One Government Drive St. Louis, MO 63110	None	Public	Exempt Purpose	\$2,500.00
Washington University Campus Box 1192 One Brookings Drive St. Louis, MO 63130-4899	None	Public	Exempt Purpose	\$3,125.00
Forest Park Forever Dennis & Judith Jones Visitor & Education Center 5595 Grand Drive in Forest Park St. Louis, MO 63112	None	Public	Exempt Purpose	\$5,000.00
Washington University Campus Box 1192 One Brookings Drive St. Louis, MO 63130-4899	None	Public	Exempt Purpose	\$3,125.00
City Academy 4175 N. Kingshighway Blvd. St. Louis, MO 63115	None	Public	Exempt Purpose	\$500.00
St. Louis Art Museum One Fine Arts Drive St. Louis, MO 63110-1380	None	Public	Exempt Purpose	\$3,500.00
St. Louis Symphony 718 North Grand Blvd. St. Louis, MO 63103	None	Public	Exempt Purpose	\$500.00
Washington University Campus Box 1192 One Brookings Drive St. Louis, MO 63130-4899	None	Public	Exempt Purpose	\$10,000.00
Washington University Campus Box 1192 One Brookings Drive St. Louis, MO 63130-4899	None	Public	Exempt Purpose	\$10,000.00
Washington University	None	Public	Exempt Purpose	\$100,000.00

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Campus Box 1192
One Brookings Drive
St. Louis, MO 63130-4899

Herbert Hoover Boys & Girls Club
2901 N. Grand Ave.
St. Louis, MO 63107

Paraquad
5240 Oakland Ave.
St. Louis, MO 63110

Central Institute For The Deaf
4560 Clayton Avenue
St. Louis, MO 63110

St. Louis Art Museum
One Fine Arts Drive
St. Louis, MO 63110-1380

Edgewood Children's Center
330 N. Gore Ave.
Webster Groves, MO 63119-1699

Emergency Children's Home (ECHO)
3033 North Euclid Ave.
St. Louis, MO 63115-1608

None	Public	Exempt Purpose	\$40,000.00
None	Public	Exempt Purpose	\$15,000.00
None	Public	Exempt Purpose	\$10,000.00
None	Public	Exempt Purpose	\$10,000.00
None	Public	Exempt Purpose	\$10,000.00
None	Public	Exempt Purpose	\$5,000.00

TOTAL (CHARITABLE CONTRIBUTIONS & SCHOLARSHIPS AWARDS)

\$1,328,515.06

TOTAL SCHOLARSHIPS AWARDED

\$45,149.06

TOTAL CHARITABLE CONTRIBUTIONS

\$1,283,366.00

AS ORIGINALLY FILED

Smith Barney Reserved Client Statement December 1 - December 31, 2008

Ref: 00007533 00057262



AT SMITH BARNEY

U.S. BANK, N.A. ATAL TTEES

Account number 397-70344

Common stocks & options

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value
1,314.5889	COVIDIEN LTD	COV		30,023.14		\$ 36.24	\$ 47,640.70
104.9672			03/30/05	4,548.57	43.346	36.24	3,804.01
711.0276			04/27/05	28,269.12	39.77	36.24	25,767.64
3.7488			04/28/05	147.99	39.489	38.24	135.86
263.6675			05/17/05	9,627.30	38.524	38.24	9,555.31
2,398				42,692.98	39.314		86,903.62
6,475	SEAGATE TECHNOLOGY	STX	07/21/06	147,247.33	22.74	4.43	28,684.25
1,825	-USD		05/08/07	40,859.38	22.388	4.43	9,084.75
8,300				188,106.71	22.863		36,769.00
1,314.5889	TYCO INTL LTD	TYC		44,271.64		21.60	28,385.12
104.9672	(NEW)		03/30/05	5,590.09	53.272	21.60	2,267.29
711.0276			04/27/05	34,742.08	48.877	21.60	15,358.20
3.7488			04/28/05	181.87	48.53	21.60	80.97
263.6675			05/17/05	11,831.72	44.887	21.60	5,695.22
2,398				62,345.76	48.318		51,798.80
1,314.5889	TYCO ELECTRONICS LTD	TEL		33,164.02		16.21	21,309.49
104.9672			03/30/05	4,187.55	39.906	16.21	1,701.52
711.0276			04/27/05	28,025.39	36.613	16.21	11,525.76
3.7488			04/28/05	136.25	36.355	16.21	60.77
263.6675			05/17/05	8,863.18	33.625	16.21	4,274.05
899			11/07/07	29,858.84	32.988	16.21	14,572.79
681			11/08/07	22,498.20	33.037	16.21	11,039.01
3,978				91,367.41	34.305		64,483.39
10,400	WEATHERFORD INTL LTD NEW (BERMUDA)	WFT	01/04/05	130,469.66	12.545	10.82	112,828.00
1,935	AMAZON COM INC	AMZN	04/27/05	60,533.38	31.26	51.28	89,228.80
1,980			06/08/06	65,834.80	33.25	51.28	101,534.40
40			08/09/06	1,353.54	33.84	51.28	2,051.20
455			08/01/08	11,852.25	26.05	51.28	23,332.40
4,410				139,573.97	31.849		228,144.80
55	AMGEN INC	AMGN	01/04/05	3,508.30	63.79	57.75	3,178.25
700			05/23/06	46,987.89	67.13	57.75	40,425.00
165			02/01/07	11,468.14	69.50	57.75	9,528.75
1,050			03/30/07	58,589.16	55.799	57.75	60,837.50

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Smith Barney Reserved Client Statement

December 1 - December 31, 2008



AT SMITH BARNEY

Ref: 00007533 00057263

U.S. BANK, N.A. ATAL TTEES

Account number 397-70344

Common stocks & options *continued*

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value
1,340	AMGEN INC	AMGN	04/16/08	\$ 57,822.97	\$ 43.226	\$ 57.75	\$ 77,385.00
3,310				178,476.58	53.92		191,152.50
1,070	ANADARKO PETROLEUM CORP	APC	05/05/05	39,525.59	38.94	38.55	41,248.50
1,080			05/12/05	38,322.72	35.48	38.55	41,834.00
2,425			08/28/06	108,013.62	44.54	38.55	93,483.75
1,180			09/25/06	49,515.90	41.61	38.55	45,874.50
490			12/21/06	20,895.61	42.64	38.55	19,889.50
6,255				266,273.44	40.971		241,130.25
2,240	AUTODESK INC	ADSK	01/25/05	64,677.54	28.87	19.65	44,016.00
1,225			05/30/06	44,769.46	36.55	19.65	24,071.25
3,458				109,447.00	31.886		69,087.26
2,900	BED BATH & BEYOND	BBBY	01/13/05	118,367.85	40.82	25.42	73,718.00
125			02/10/05	4,977.66	39.02	25.42	3,177.50
1,355			03/03/08	38,067.10	28.093	25.42	34,444.10
4,390				161,312.61	36.829		111,339.60
854	BIOGEN IDEC INC	BIIB	01/04/05	62,181.26	65.19	47.63	45,439.02
2,545			03/17/05	97,452.89	38.29	47.63	121,218.35
2,300			03/22/05	89,031.35	38.27	47.63	109,549.00
165			06/08/05	5,582.73	33.83	47.63	7,858.95
1,190			08/22/05	41,442.58	34.83	47.63	56,879.70
7,154				294,700.81	41.194		340,745.02
315	BROADCOM CORP CL A	BRCM	07/14/06	6,844.80	28.08	16.97	5,345.55
2,625			07/21/06	60,696.30	23.12	16.97	44,546.25
1,460			11/07/07	49,389.44	33.15	16.97	24,776.20
4,400				117,940.34	26.805		74,668.00
1,332	CVS CAREMARK CORP	CVS	10/22/08	38,131.83	28.627	28.74	38,281.68
238			10/28/08	6,186.55	25.993	28.74	8,840.12
540			11/06/08	16,181.53	28.965	28.74	15,518.60
2,110				60,489.91	28.673		60,841.40
8,385	CABLEVISION SYSTEMS CORP CABLEVISION NY GROUP CL A	CVC	01/04/05	182,019.17	25.45	16.84	107,186.60
365	CELGENE CORP	CELG	12/02/08	18,070.16	49.507	55.28	20,177.20
370			12/03/08	18,943.22	51.197	55.28	20,453.60
735				37,013.38	50.358		40,630.80
8,700	CHARMING SHOPPES INC	CHRS	08/02/05	81,167.08	9.33	2.44	21,228.00

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December 1 - December 31, 2008



AT SMITH BARNEY

Ref: 00007533 00057264

Account number 397-70344

U.S. BANK, N.A. ATAL TTEES

Common stocks & options continued

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value
12,290	CISCO SYS INC	CSOO		247,675.08 vide		\$ 16.30	\$ 200,327.00
1,180			02/10/05	20,756.20	17.59	16.30	19,234.00
13,470				20,756.20	17.59		219,561.00
4,120	COCA-COLA CO	KO	01/04/05	169,978.92	41.01	45.27	188,512.40
8,150	COMCAST CORP CL A - SPL	CMCSK	01/04/05	194,338.85	21.24	16.15	147,772.50
3,690			04/27/05	77,891.47	21.05	16.15	59,593.50
12,840				272,028.32	21.188		207,368.00
3,385	CREE INC	CREE	01/25/05	79,965.55	23.82	15.87	53,719.95
230			03/23/05	5,020.07	21.83	15.87	3,650.10
3,815				84,985.62	23.509		67,370.05
2,710	DELL INC	DELL	12/30/04	91,409.17	33.73	10.24	27,750.40
760			04/20/05	27,531.00	36.23	10.24	7,782.40
1,450			05/15/06	34,985.02	24.13	10.24	14,848.00
2,120			04/10/08	40,163.19	18.944	10.24	21,706.80
7,040				194,088.38	27.569		72,089.60
6,685	WALT DISNEY CO	DIS	02/23/05	188,662.27	28.221	22.69	151,682.65
475			05/17/05	12,737.51	26.815	22.69	10,777.75
85			08/01/05	2,304.48	27.111	22.69	1,928.85
7,245				203,704.26	28.117		164,388.05
137	DOLBY LABORATORIES INC	DLB	10/16/08	3,900.16	28.468	32.76	4,488.12
308	CLASS A		10/23/08	8,998.02	29.405	32.76	10,024.56
280			10/24/08	6,395.07	29.982	32.76	8,172.80
247			10/27/08	7,522.83	30.458	32.76	8,091.72
226			10/28/08	6,604.35	29.222	32.76	7,403.76
475			10/29/08	14,126.36	29.739	32.76	15,581.00
162			10/30/08	4,961.46	30.628	32.76	5,307.12
1,833				64,508.26	29.737		60,049.08
4,115	EBAY INC	EBAY	03/15/07	130,718.32	31.77	13.96	67,445.40
1,475	ELECTRONIC ARTS	ERTS	09/12/05	87,281.95	59.17	16.04	23,659.00
455			09/13/05	28,013.17	61.57	16.04	7,298.20
3,459			11/21/08	61,101.85	17.664	16.04	55,482.38
5,389				176,386.97	32.733		88,439.96
4,550	EXPEDIA INC	EXPE	01/04/05	105,110.20	23.10	8.24	37,492.00
325			02/01/05	6,983.78	21.43	8.24	2,676.00
625			03/28/05	11,973.97	19.16	8.24	5,150.00

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U.S. BANK, N.A. ATAL TTEES

Account number 397-70344

Common stocks & options continued

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value
2,580	EXPEDIA INC	EXPE	08/13/08	\$ 39,425.24	\$ 15.28	\$ 8.24	\$ 21,259.20
960			06/25/08	19,270.94	20.073	8.24	7,910.40
9,040				182,744.13	20.215		74,488.80
177	FIRST SOLAR INC	FSLR	12/02/08	20,178.94	113.994	137.98	24,418.92
148			12/03/08	18,314.01	123.743	137.96	20,418.08
325				38,480.95	118.434		44,837.00
785	FLUOR CORP NEW	FLR	11/19/08	25,428.14	33.239	44.87	34,325.55
840			11/20/08	25,594.30	30.469	44.87	37,690.80
1,806				51,022.44	31.79		72,016.35
3,495	FOREST LABORATORIES INC	FRX	01/04/05	150,285.00	43.00	25.47	89,017.65
755			03/29/05	27,591.25	38.54	25.47	19,229.85
265			04/18/05	9,167.09	34.59	25.47	6,749.55
4,516				187,043.34	41.427		114,987.06
2,145	GENENTECH INC	DNA	01/04/05	111,433.18	51.95	82.91	177,841.95
355			02/08/05	16,970.24	47.80	82.91	29,433.05
310			04/30/08	21,288.94	68.674	82.91	25,702.10
2,810				149,892.36	63.271		232,977.10
6,500	GENERAL ELECTRIC CO	GE	01/04/05	236,925.00	36.45	16.20	105,300.00
760			06/20/08	25,568.40	33.84	16.20	12,312.00
1,160			05/29/08	35,751.68	30.82	16.20	18,792.00
8,420				288,243.06	35.421		138,404.00
3,875	GENZYME CORP	GENZ	01/04/05	201,282.87	56.30	66.37	237,272.75
65	GOOGLE INC	GOOG	09/22/08	28,736.21	442.095	307.55	19,997.25
81	CLASS A		09/23/08	26,603.97	436.13	307.55	18,768.65
114			10/23/08	39,816.30	349.265	307.55	35,072.10
34			12/29/08	10,021.12	284.738	307.65	10,460.10
274				105,177.60	383.86		84,296.10
5,600	HOME DEPOT INC	HD	12/30/04	211,818.62	37.82	23.02	128,912.00
520			04/04/05	19,605.09	37.70	23.02	11,970.40
530			02/07/06	20,509.41	38.70	23.02	12,200.60
1,301			04/25/08	37,984.26	29.186	23.02	29,949.02
1,639			06/10/08	43,733.60	26.683	23.02	37,729.78
9,590				333,650.88	34.782		220,761.80
15,500	INTEL CORP	INTC	12/30/04	318,721.77	20.56	14.66	227,230.00
3,160	JOHNSON & JOHNSON	JNJ	12/30/04	179,201.62	56.71	59.83	189,062.80

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Smith Barney Reserved Client Statement

December 1 - December 31, 2008



AT SMITH BARNEY

Ref: 00007533 00057268

U.S. BANK, N.A. ATAL TTEES

Account number 397-70344

Common stocks & options continued

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value
2,360	JUNIPER NETWORKS INC	JNPR	10/22/08	\$ 43,704.60	\$ 18.518	\$ 17.51	\$ 41,323.60
867			11/06/08	14,550.43	16.782	17.51	15,181.17
363			11/07/08	8,211.87	17.112	17.51	6,356.13
3,690				64,466.90	17.957		62,860.80
2,200	L 3 COMMUNICATIONS HLDGS INC	LLL	01/04/05	150,546.00	68.43	73.78	162,318.00
8	LIBERTY GLOBAL INC CLASS A	LBTYA	04/03/06	168.59	20.81	15.92	127.36
1			04/03/08	20.81	20.81	15.92	15.92
1,826			07/21/06	37,980.80	20.80	15.92	29,069.92
1,835				38,170.20	20.801		28,213.20
4,625	LIBERTY MEDIA HLDG CORP	LINTA	01/04/05	98,621.78	21.32	3.12	14,430.00
250	INTERACTIVE SER A		02/16/05	5,113.72	20.45	3.12	780.00
775			04/28/05	15,401.80	19.87	3.12	2,418.00
6,660				119,137.40	21.066		17,828.00
925	LIBERTY MEDIA HLDG CORP CAP	LCAPA	01/04/05	10,875.21	11.754	4.71	4,356.75
50	SER A		02/16/05	563.80	11.278	4.71	235.50
155			04/29/05	1,698.08	10.955	4.71	730.05
899			06/04/08	13,457.76	14.969	4.71	4,234.29
2,029				26,692.85	13.106		9,566.69
3,700	LIBERTY MEDIA CORP SER A	LMDIA	01/04/05	61,074.27	16.508	17.48	64,678.00
200	LIBERTY ENTERTAINMENT		02/16/05	3,168.81	15.834	17.48	3,498.00
620			04/29/05	9,538.06	15.383	17.48	10,837.60
980			03/28/08	22,228.16	22.681	17.48	17,130.40
5,500				98,007.30	17.458		86,140.00
5,280	MICROSOFT CORP	MSFT	12/30/04	140,149.18	26.64	19.44	102,254.40
560			03/03/05	14,151.20	25.27	19.44	10,888.40
5,820				164,300.38	26.512		113,140.80
3,240	NASDAQ OMX GROUP INC	NDAQ	05/08/08	125,352.55	38.897	24.71	80,060.40
730			06/11/08	23,275.98	31.884	24.71	18,038.30
680			07/09/08	16,408.26	24.861	24.71	16,308.60
4,530				166,036.79	35.861		114,407.30
882	NATIONAL OILWELL VARCO INC	NOV	07/21/08	66,247.83	74.34	24.44	21,800.48
816			10/24/08	19,629.94	24.056	24.44	19,943.04
362			10/27/08	9,212.57	25.449	24.44	8,947.28
2,070				66,080.44	45.937		50,580.80

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Smith Barney Reserved Client Statement December 1 - December 31, 2008



AT SMITH BARNEY

Ref: 00007533 00057287

U.S. BANK, N.A. ATAL TTEES Account number 397-70344

Common stocks & options *continued*

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value
5,327	NVIDIA CORP	NVDA	06/03/08	\$ 128,625.74	\$ 24,148	\$ 8.07	\$ 42,988.89
2,983			12/29/08	22,562.52	7.563	8.07	24,072.81
8,310				151,188.28	18.194		67,061.70
4,700	PALL CORP	PLL	01/07/05	132,024.41	28.09	28.43	133,621.00
410			02/16/05	10,868.80	26.50	28.43	11,656.30
5,110				142,891.21	27.963		145,277.30
3,040	PEPSICO INC	PEP	12/30/04	153,332.52	50.44	54.77	168,500.80
9,443	PFIZER INC	PFE	12/30/04	321,109.31	34.01	17.71	167,235.53
685			02/16/05	17,073.08	24.92	17.71	12,131.35
10,128				338,182.39	33.391		179,368.88
3,140	PROCTER & GAMBLE CO	PG	01/04/05	143,780.13	45.79	61.82	194,114.80
439	QUALCOMM INC	QCOM	10/08/08	17,504.47	39.873	35.83	15,729.37
161			10/07/08	6,612.87	41.073	35.83	5,768.83
520			10/10/08	19,698.95	37.882	35.83	18,631.60
1,130			10/17/08	44,892.19	39.727	35.83	40,487.80
2,250				88,708.48	39.426		80,617.50
164	ROCHE HLDG LTD SPON ADR	RHHBY	09/15/08	13,672.04	83.366	76.338	12,518.43
168			08/16/08	13,589.01	81.881	76.338	12,672.11
165			09/16/08	13,507.15	81.861	76.338	12,595.77
535			09/23/08	43,989.57	82.223	76.338	40,840.83
1,030				84,767.77	82.289		78,628.14
838	SANDISK CORP	SNDK	04/15/05	22,147.59	28.43	8.60	8,044.80
2,140			06/08/05	52,880.04	24.71	8.60	20,544.00
320			01/31/07	12,710.46	39.72	8.60	3,072.00
1,225			03/14/08	27,029.26	22.064	9.60	11,760.00
4,523				114,767.39	25.374		43,420.80
352	SEARS HOLDINGS CORPORATION	SHLD	01/03/08	37,181.80	105.63	38.87	13,682.24
273			01/04/08	28,048.57	102.734	38.87	10,611.51
1,275			03/17/08	119,683.09	83.853	38.87	49,559.25
260			05/22/08	23,372.86	89.896	38.87	10,106.20
2,160				208,264.42	96.419		83,958.20
8,170	TEXAS INSTRUMENTS INC	TXN	12/30/04	167,405.43	20.49	15.52	126,798.40
680			02/08/07	21,041.85	30.94	15.52	10,553.60
8,850				188,447.28	21.283		137,352.00

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Smith Barney Reserved Client Statement

December 1 - December 31, 2008

U.S. BANK, N.A. ATAL TTEES

Account number 397-70344



AT SMITH BARNEY

Ref: 00007533 00057268

Common stocks & options continued

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value
4,040	TIME WARNER INC	TWX	01/04/05	\$ 77,495.69	\$ 19.18	\$ 10.06	\$ 40,842.40
1,050			02/08/05	18,848.88	17.95	10.08	10,563.00
85			04/08/06	1,422.45	16.73	10.08	855.10
1,650			08/17/06	27,043.50	16.39	10.08	16,599.00
1,755			08/17/08	26,352.38	15.015	10.06	17,655.30
8,690				151,162.88	17.918		88,314.80
5,760	UNITEDHEALTH GROUP INC	UNH	12/30/04	171,880.39	29.65	26.60	154,014.00
607			04/30/08	20,135.34	33.171	26.60	16,148.20
1,403			05/01/08	48,242.04	32.959	26.60	37,319.80
7,800				238,057.77	30.52		207,480.00
165	VERTEX PHARMACEUTICALS INC	VRTX	10/31/08	4,216.61	25.555	30.38	5,012.70
284			11/03/08	7,713.01	27.158	30.38	8,627.92
44			11/04/08	1,187.94	26.998	30.38	1,336.72
35			11/05/08	859.72	27.42	30.38	1,063.30
1,557			11/08/08	41,898.18	26.972	30.38	47,301.68
2,065				58,073.48	26.864		63,342.30
Total common stocks and options				\$ 9,785,829.57			\$ 9,770,291.43
Total portfolio value				\$ 9,940,880.52			\$ 9,936,587.34

Form 990 PF stmt 8

*Based on information supplied by client or other financial institution, not verified by us.

**Unrealized Gain/Loss is only calculated when an original cost basis is available.

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Smith Barney Reserved Client Statement

December 1 - December 31, 2008



AT SMITH BARNEY

Ref: 00007534 00057277

U.S. BANK, N.A. ATAL TTEES

Account number 397-70345

Common stocks & options

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value
4,500	INGERSOLL RAND CO LTD CLASS A (BERMUDA)	IR	03/23/08	\$ 187,785.00	\$ 42.45	\$ 17.35	\$ 78,075.00
4,000	ABBOTT LABORATORIES	ABT	08/15/07	219,842.00	54.98	53.37	213,480.00
500			07/31/07	25,464.00	50.928	53.37	26,585.00
4,500				245,306.00	54.512		240,165.00
3,800	AMERICAN EXPRESS CO	AXP	01/24/08	188,830.00	52.35	18.55	70,480.00
1,080	APACHE CORP	APA		Please provide		74.53	80,492.40
1,000			01/25/09	52,200.00	52.20	74.53	74,530.00
2,080				52,200.00	52.20		155,022.40
500	APARTMENT INVESTMENT & MANAGEMENT CO CLASS A	AIV	10/27/08	5,018.74	9.86	11.55	5,878.86
700	APPLE INC	AAPL	10/21/05	30,969.00	55.87	85.35	59,745.00
800			10/03/06	59,848.00	74.81	85.35	68,280.00
1,500				88,817.00	65.878		128,025.00
4,000	CANADIAN NATURAL RES LTD	CNQ	01/13/05	86,760.80	21.69	39.98	159,820.00
8,000	CISCO SYS INC	CSCO	04/17/08	189,438.00	23.679	16.30	130,400.00
2,000	COCA-COLA CO	KO	03/04/05	87,128.60	43.56	45.27	90,540.00
700			10/21/05	29,421.00	42.03	45.27	31,888.00
500			01/24/06	20,450.00	40.90	45.27	22,635.00
800			07/18/07	42,848.00	53.58	45.27	36,216.00
4,000				179,847.80	44.962		181,080.00
2,000	COSTCO WHOLESALE CORP NEW	COST	10/28/08	104,853.40	52.426	52.50	105,000.00
3,500	FPL GROUP INC	FPL	01/25/08	217,883.80	62.195	50.33	176,165.00
3,000	GENERAL ELECTRIC CO	GE	01/13/05	108,280.00	35.43	16.20	48,600.00
500			03/04/05	17,960.00	35.92	16.20	8,100.00
1,800			10/21/05	60,588.00	33.68	16.20	28,180.00
5,300				184,838.00	34.875		95,860.00
2,500	GENZYME CORP	GENZ	06/17/08	169,887.00	67.554	68.37	169,925.00
2,500	JPMORGAN CHASE & CO	JPM	01/19/05	95,575.00	38.23	31.53	78,825.00
500			02/11/05	18,760.00	37.52	31.53	15,765.00
2,200			10/21/05	77,286.00	35.13	31.53	69,386.00
5,200				181,821.00	36.85		163,856.00
1,800	JOHNSON & JOHNSON	JNJ	10/28/08	108,232.82	60.684	59.83	107,694.00

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Smith Barney Reserved Client Statement

December 1 - December 31, 2008

U.S. BANK, N.A. ATAL TTEES

Account number 397-70345



AT SMITH BARNEY

Ref: 00007534 00057278

Common stocks & options *continued*

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value
3,000	KOHL'S CORP	KSS	05/25/06	\$ 162,720.00	\$ 54.24	\$ 36.20	\$ 108,600.00
2,000			04/17/08	88,581.80	44.29	36.20	72,400.00
8,000				251,301.80	50.28		161,000.00
6,000	KRAFT FOODS INC CLASS A	KFT	08/12/07	207,060.00	34.51	26.85	161,100.00
1,000			07/31/07	32,978.00	32.978	26.85	26,850.00
7,000				240,038.00	34.291		187,950.00
2,500	MACK CALI REALTY CORP	CLI	07/20/07	107,840.00	43.136	24.50	61,250.00
2,500			08/08/07	100,333.00	40.133	24.50	61,250.00
5,000				208,173.00	41.635		122,500.00
4,000	MICROSOFT CORP	MSFT	01/13/05	108,480.00	26.62	19.44	77,760.00
2,000			10/03/06	54,840.00	27.47	19.44	38,880.00
8,000				161,420.00	26.903		116,840.00
2,000	NOVARTIS AG ADR	NVS	01/25/05	86,840.00	48.32	49.76	99,520.00
1,500			02/01/05	71,715.00	47.81	49.76	74,840.00
3,500				169,355.00	48.101		174,160.00
4,000	OCCIDENTAL PETROLEUM CORP-DEL	OXY	01/18/07	174,360.00	43.59	59.89	239,960.00
3,500	RALCORP HLDGS INC NEW	RAH	04/17/08	202,844.25	57.955	58.40	204,400.00
500			06/17/08	27,060.00	54.12	58.40	29,200.00
4,000				229,904.25	57.476		233,600.00
7,000	REGENERON PHARMACEUTICALS INC	REGN	10/31/08	140,454.30	20.06	18.36	128,520.00
2,000			03/05/07	37,420.00	18.71	18.36	36,720.00
1,000			07/31/07	15,428.00	15.428	18.36	18,360.00
10,000				183,300.30	18.33		183,800.00
8,000	SAIC INC	SAI	10/18/07	154,420.00	19.302	19.48	155,840.00
2,000			01/25/08	37,354.00	19.977	19.48	38,960.00
10,000				191,774.00	19.177		184,800.00
2,000	SEACOR HOLDINGS INC	CKH	08/08/07	170,747.00	85.373	66.65	133,300.00
4,000	THERMO FISHER SCIENTIFIC INC	TMO	10/06/05	124,840.00	31.21	34.07	136,280.00
10,000	UCBH HOLDINGS INC	UCBH	04/08/06	189,155.00	18.92	6.88	68,800.00
2,000			07/18/07	36,372.00	18.186	6.88	13,760.00
12,000				225,527.00	18.784		82,560.00
5,000	WAL-MART STORES INC	WMT	12/05/07	244,381.00	48.878	56.06	280,300.00
10,000	XEROX CORP	XRK	10/03/06	154,800.00	15.48	7.97	79,700.00
2,500			07/31/07	44,925.00	17.97	7.97	19,925.00

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Smith Barney Reserved Client Statement

December 1 - December 31, 2008

Ref: 00007534 00057279



AT SMITH BARNEY

Account number 397-70345-

U.S. BANK, N.A ATAL TTEES

Common stocks & options *continued*

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value
2,500	XEROX CORP	XR	08/17/08	\$ 34,425.00	\$ 13.77	\$ 7.87	\$ 19,925.00
15,000				234,160.00	15.61		119,550.00
Total common stocks and options				\$ 268,585.00			\$ 139,475.00
Total portfolio value				\$ 278,419.30			\$ 537,777.00

Form 990-PF Stmt 8

**Unrealized Gain/Loss is only calculated when an original cost basis is available.

*Based on information supplied by client or other financial institution, not verified by us.

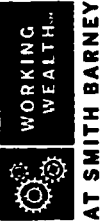
p The cost basis information provided is an estimate. We have requested, and are awaiting receipt of, the final cost basis allocation information from the issuer.

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Smith Barney Reserved Client Statement December 1 - December 31, 2008



Ref: 00007535 00057285

U.S. BANK, N.A. ATAL TTEES

Account number 397-70475

Common stocks & options

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value
1,700	AFLAC INC	AFL	02/08/08	\$ 101,378.95	\$ 59.633	\$ 45.84	\$ 77,928.00
340			03/18/08	21,509.39	63.282	45.84	15,585.60
380			05/05/08	24,123.80	67.01	45.84	16,502.40
570			07/29/08	31,302.41	54.916	45.84	26,128.80
2,970				178,312.35	60.038		136,144.80

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Smith Barney Reserved Client Statement

December 1 - December 31, 2008

Ref: 00007535 00057286



AT SMITH BARNEY

U.S. BANK, N.A. ATAL TTEES

Account number 397-70475

Common stocks & options continued

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value
2,850	AT&T INC	T	11/15/07	\$ 113,226.23	\$ 39.728	\$ 28.50	\$ 81,225.00
620			11/16/07	24,987.40	40.27	28.50	17,670.00
830			11/27/07	23,219.47	36.856	28.50	17,855.00
535			05/21/08	21,051.23	39.348	28.50	15,247.50
480			06/25/08	16,881.60	35.17	28.50	13,680.00
8,118				198,348.93	38.973		145,777.50
840	APACHE CORP	APA	08/20/08	94,419.38	112.404	74.53	62,605.20
155			09/02/08	16,482.70	106.34	74.53	11,552.15
886				110,902.08	111.468		74,157.35
465	APPLE INC	AAPL	07/27/05	20,342.45	43.75	85.35	39,687.75
210			02/08/07	18,063.53	86.02	85.35	17,923.50
225			08/19/07	27,733.50	123.26	85.35	19,203.75
120			08/27/07	14,395.20	118.96	85.35	10,242.00
105			02/21/08	12,876.15	122.63	85.35	8,961.75
150			04/21/08	24,674.34	164.495	85.35	12,802.50
215			10/09/08	18,737.00	91.80	85.35	18,350.25
1,490				137,822.17	92.488		127,171.50
1,805	CVS CAREMARK CORP	CVS	08/09/07	69,564.70	38.54	28.74	51,875.70
680			08/14/07	24,820.82	37.607	28.74	18,988.40
1,020			10/19/07	40,515.82	39.721	28.74	29,314.80
3,485				134,900.94	38.708		100,168.90
20	CATERPILLAR INC	CAT	08/19/07	1,647.00	82.35	44.67	893.40
185			06/27/07	14,744.50	79.70	44.67	8,263.95
515			09/25/07	39,263.80	76.24	44.67	23,005.05
280			01/30/08	19,157.80	68.42	44.67	12,507.80
1,000				74,812.70	74.813		44,670.00
775	CHEVRON CORP	CVX	09/06/08	51,084.20	65.92	73.97	57,328.75
390			01/30/07	28,348.91	72.69	73.97	28,848.30
85			08/11/07	6,698.90	81.14	73.97	6,287.45
95			08/19/07	7,904.95	83.21	73.97	7,027.15
100			06/27/07	8,180.00	81.80	73.97	7,397.00
440			07/03/07	37,488.00	85.20	73.97	32,546.80
410			07/13/07	36,360.71	83.562	73.97	30,327.70
2,295				179,263.87	77.876		169,761.15

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Smith Barney Reserved Client Statement

December 1 - December 31, 2008



AT SMITH BARNEY

Ref: 00007535 00057287

Account number 397-70475

U.S. BANK, N.A. ATAL TTEES

Common stocks & options continued

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value
1,480	CISCO SYS INC	CSCO	09/14/08	\$ 33,635.37	\$ 22.73	\$ 16.30	\$ 24,124.00
1,845			11/03/08	39,114.32	23.78	18.30	26,813.50
1,025			02/08/07	28,830.28	28.13	16.30	16,707.50
380			06/11/07	10,043.40	26.43	16.30	6,194.00
415			08/18/07	11,209.15	27.01	16.30	6,764.50
425			08/27/07	11,432.50	26.90	16.30	6,927.50
1,175			09/25/07	38,081.75	32.41	16.30	19,152.50
400			02/21/08	8,420.00	23.55	16.30	6,520.00
8,945				181,768.77	26.172		113,203.50
1,200	CONOCOPHILLIPS	COP	08/20/08	96,587.04	80.489	51.80	62,160.00
605			08/21/08	50,638.50	83.70	51.80	31,339.00
1,805				147,225.54	81.665		93,499.00
880	EMC CORP-MASS	EMC	12/11/08	11,384.18	13.24	10.47	9,004.20
1,940			12/28/08	25,072.05	13.44	10.47	20,311.80
1,815			08/19/07	32,542.85	17.83	10.47	19,003.05
985			06/27/07	17,178.40	17.44	10.47	10,312.85
1,380			11/27/07	24,981.59	18.102	10.47	14,448.60
1,340			04/21/08	21,348.20	15.93	10.47	14,029.80
8,320				133,505.35	16.048		87,110.40
635	EMERSON ELECTRIC CO	EMR	09/27/07	33,551.82	52.837	36.61	23,247.35
880			10/09/07	36,869.60	54.22	36.61	24,894.80
785			10/24/07	39,768.10	50.66	36.61	28,736.85
460			11/01/07	23,897.00	51.95	36.61	16,840.60
2,560				134,088.32	52.377		83,721.60
1,200	EXPRESS SCRIPTS INC.COMMON	ESRX	11/13/08	70,088.76	58.407	54.98	65,976.00
250			11/26/08	13,908.80	55.635	54.98	13,745.00
1,450				83,987.56	57.929		79,721.00
370	FIRST SOLAR INC	FSLR	12/30/08	49,857.50	134.75	137.98	51,045.20
1,785	GENERAL DYNAMICS CORP	GD	12/30/08	99,289.55	55.624	57.59	102,798.16
150	GENERAL ELECTRIC CO	GE	08/19/07	5,724.00	38.18	16.20	2,430.00
370			08/27/07	13,956.40	37.72	16.20	5,994.00
1,085			02/01/08	37,914.00	35.60	16.20	17,253.00
675			03/18/08	23,988.98	35.509	16.20	10,935.00
555			04/22/08	21,156.50	32.30	16.20	10,611.00

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Smith Barney Reserved Client Statement December 1 - December 31, 2008

Ref: 00007535 00057288



AT SMITH BARNEY

U.S. BANK, N.A. ATAL TTEES

Account number 397-70475-

Common stocks & options continued

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value
610	GENERAL ELECTRIC CO	GE	05/05/08	\$ 20,233.70	\$ 33.17	\$ 18.20	\$ 9,882.00
3,525				122,883.58	34.88		57,105.00
1,710	GILEAD SCIENCES INC	GILD	12/27/06	56,301.49	32.925	51.14	87,449.40
300			12/27/08	9,882.09	32.94	51.14	15,342.00
700			01/04/07	22,353.21	31.835	51.14	35,798.00
410			02/28/07	14,597.87	35.805	51.14	20,967.40
280			08/11/07	11,524.60	39.74	51.14	14,830.80
300			08/19/07	12,068.00	40.22	51.14	15,342.00
305			08/27/07	11,876.70	38.94	51.14	15,597.70
4,015				138,601.76	34.521		205,327.10
815	GOLDMAN SACHS GROUP INC	GS	09/24/08	105,725.22	129.724	84.39	68,777.85
85	GOOGLE INC	GOOG	02/21/07	40,309.62	474.23	307.65	26,150.25
30	GOOGLE CLASS A		02/22/07	14,376.54	478.22	307.65	9,229.50
30			03/14/07	13,337.83	444.59	307.65	9,229.50
15			08/11/07	7,721.10	514.74	307.65	4,814.75
15			08/19/07	7,723.95	514.83	307.65	4,814.75
15			08/27/07	7,835.25	522.35	307.65	4,814.75
70			08/22/07	35,697.90	508.97	307.65	21,535.50
80			09/13/08	35,397.60	442.47	307.65	24,512.00
340				162,398.69	477.846		104,691.00
390	HEWLETT PACKARD CO	HPQ	08/17/07	18,371.85	47.107	36.29	14,153.10
725			09/27/07	36,474.75	50.31	36.29	26,310.25
1,020			10/24/07	51,898.27	50.878	36.29	37,015.80
315			02/21/08	14,898.49	47.208	36.29	11,431.35
2,450				121,641.36	49.85		88,910.50
815	HONEYWELL INTL INC	HON	01/04/06	30,509.69	37.44	32.83	26,758.45
375			02/20/07	18,033.15	48.09	32.83	12,311.25
355			02/21/07	17,122.80	48.23	32.83	11,854.65
330			08/11/07	18,813.30	57.01	32.83	10,833.90
360			08/19/07	20,790.00	57.75	32.83	11,818.80
375			08/27/07	20,888.75	55.97	32.83	12,311.25
395			03/18/08	22,103.21	55.957	32.83	12,967.85
405			04/18/08	24,624.00	60.80	32.83	13,288.15
3,410				172,885.00	50.729		111,650.30

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Smith Barney Reserved Client Statement

December 1 - December 31, 2008

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AT SMITH BARNEY

Ref: 0007535 00057289

U.S. BANK, N.A. ATAL TTEES

Common stocks & options continued

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value
685	INTEL CORP	INTC	08/14/07	\$ 16,700.85	\$ 24.03	\$ 14.66	\$ 10,188.70
1,870			09/25/07	43,286.40	25.92	14.66	24,482.20
1,475			10/17/07	39,055.94	26.478	14.66	21,623.50
3,840				98,043.19	25.792		58,294.40
980	INTL BUSINESS MACHINES CORP	IBM	02/01/08	105,583.24	107.738	84.16	82,476.80
185			04/18/08	24,367.20	124.96	84.16	16,411.20
145			07/18/08	18,776.05	128.49	84.16	12,203.20
215			10/09/08	19,658.74	91.436	84.16	18,094.40
1,835				168,385.23	108.697		129,185.60
2,665	JPMORGAN CHASE & CO	JPM	11/13/07	118,933.09	44.627	31.53	84,027.45
545			01/25/08	24,359.37	44.696	31.53	17,183.85
480			03/18/08	20,357.81	42.412	31.53	15,134.40
370			05/05/08	17,811.80	48.14	31.53	11,666.10
770			08/12/08	29,452.50	38.25	31.53	24,278.10
4,830				210,914.57	43.668		152,269.90
810	JOHNSON & JOHNSON	JNJ	01/07/08	54,074.14	66.758	59.83	48,462.30
405			01/09/08	27,621.00	68.20	59.83	24,231.15
790			08/11/08	51,531.70	65.23	59.83	47,265.70
280			07/28/08	19,165.72	68.449	59.83	18,752.40
220			08/12/08	15,763.00	71.65	59.83	13,162.60
2,505				188,155.86	67.128		149,874.15
875	MCDONALDS CORP	MCD	07/25/07	49,721.00	50.865	62.19	60,635.25
1,600			07/31/07	77,594.00	48.49	62.19	99,504.00
485			08/11/08	28,639.25	59.05	62.19	30,162.15
3,080				165,944.25	50.962		180,301.40
3,090	MICROSOFT CORP	MSFT	10/14/08	75,482.21	24.427	19.44	60,069.60
895			11/19/08	18,975.55	18.967	19.44	17,388.80
865			11/20/08	15,905.82	18.388	19.44	16,815.60
870			11/26/08	13,548.06	20.218	19.44	13,024.80
5,620				121,909.44	22.085		107,308.80
205	MONSANTO CO NEW	MON	12/15/08	10,403.07	50.75	70.35	14,421.75
285			03/05/07	14,592.74	51.20	70.35	20,049.75
180			08/11/07	10,935.00	60.75	70.35	12,663.00
200			06/19/07	13,418.00	67.09	70.35	14,070.00
200			06/27/07	13,180.00	65.90	70.35	14,070.00

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December 1 - December 31, 2008

U.S. BANK, N.A. ATAL TTEES

Account number 397-70475

Ref: 00007535 00057280



Common stocks & options continued

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value
285	MONSANTO CO NEW	MON	10/10/08	\$ 23,375.15	\$ 79.237	\$ 70.35	\$ 20,753.25
510			10/28/08	38,448.50	75.385	70.35	35,878.50
1,875				124,380.48	68.32		131,908.25
2,865	ORACLE CORP	ORCL	07/09/08	63,469.98	21.406	17.73	52,589.45
1,645			07/18/08	34,828.43	21.172	17.73	29,165.85
945			08/14/08	22,074.73	23.359	17.73	16,754.85
5,555				120,373.14	21.889		98,490.15
220	PEPSICO INC	PEP	01/30/07	14,283.88	64.93	54.77	12,049.40
80			08/11/07	5,289.60	68.12	54.77	4,381.60
80			08/19/07	5,942.70	68.03	54.77	4,929.30
90			08/27/07	5,797.80	64.42	54.77	4,928.30
1,100			07/25/07	75,185.00	68.35	54.77	60,247.00
205			02/21/08	14,671.85	71.57	54.77	11,227.85
350			04/28/08	24,027.50	68.65	54.77	19,169.50
560			05/21/08	38,080.00	68.00	54.77	30,871.20
2,685				183,278.13	68.007		147,806.15
4,685	PFIZER INC	PFE	10/08/08	84,368.73	18.082	17.71	82,817.15
445	PROCTER & GAMBLE CO	PG	10/19/07	31,710.70	71.26	61.82	27,509.90
325			01/09/08	23,642.52	72.746	61.82	20,091.50
370			08/11/08	24,605.00	66.50	61.82	22,873.40
525			07/29/08	34,003.83	64.769	61.82	32,455.50
340			07/30/08	22,524.66	68.249	61.82	21,018.80
245			08/12/08	17,225.95	70.31	61.82	15,145.90
2,250				153,712.88	68.317		139,086.00
1,580	QUEST DIAGNOSTICS INC	DGX	11/13/08	71,587.89	46.185	51.91	80,460.50
425	SCHLUMBERGER LTD	SLB	08/22/07	37,325.58	87.824	42.33	17,990.25
60			08/27/07	5,144.40	85.74	42.33	2,539.80
895			07/03/07	78,035.05	87.19	42.33	37,885.35
270			01/15/08	24,588.80	91.07	42.33	11,428.10
370			01/18/08	28,082.00	78.60	42.33	15,882.10
320			01/25/08	26,188.00	81.837	42.33	13,545.60
370			08/21/08	38,752.10	99.33	42.33	15,882.10
2,710				237,116.03	87.487		114,714.30
4,915	SCHWAB CHARLES CORP	SCHW	12/08/08	91,821.05	18.681	18.17	79,476.55

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U.S. BANK, N.A. ATAL TTEES

Account number 397-70475-

Common stocks & options continued

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value
2,485	TARGET CORP	TGT	01/25/08	\$ 130,951.82	\$ 52.485	\$ 34.53	\$ 86,152.35
420			05/07/08	22,800.20	53.81	34.53	14,502.60
490			10/10/08	18,281.90	37.31	34.53	16,919.70
595			11/26/08	19,759.47	33.209	34.53	20,545.35
4,000				181,583.39	47.888		138,120.00
920	US BANCORP DEL NEW	USB	02/04/08	30,571.60	33.23	25.01	23,009.20
1,075			02/07/08	34,926.54	32.489	25.01	26,885.75
995			05/05/08	34,258.88	34.429	25.01	24,884.95
970			08/12/08	30,477.40	31.42	25.01	24,259.70
580			08/25/08	17,188.02	30.653	25.01	14,005.60
735			07/16/08	18,148.18	24.891	25.01	18,382.35
5,265				185,648.60	31.503		131,427.55
1,330	UNION PACIFIC CORP	UNP	10/14/08	82,496.04	62.027	47.80	63,574.00
810			11/04/08	42,005.58	68.861	47.80	29,158.00
1,840				124,501.52	64.178		82,732.00
250	UNITED TECHNOLOGIES CORP	UTX	12/30/04	12,870.00	51.88	53.60	13,400.00
20			01/21/05	1,000.70	50.03	53.60	1,072.00
435			02/22/07	28,340.45	67.45	53.60	23,316.00
330			03/13/07	21,350.51	84.70	53.60	17,688.00
190			08/11/07	13,254.40	69.76	53.60	10,184.00
475			08/19/07	34,017.74	71.818	53.60	25,480.00
235			08/27/07	16,553.40	70.44	53.60	12,596.00
310			04/28/08	22,555.60	72.76	53.60	16,616.00
2,245				151,042.80	67.28		120,332.00
1,310	WAL-MART STORES INC	WMT	10/28/08	67,345.27	51.408	58.06	73,438.80
345			11/28/08	19,157.51	55.529	58.06	19,340.70
1,855				86,502.78	52.268		82,778.30
1,475	WELLS FARGO & CO NEW	WFC	03/19/08	46,655.88	31.631	29.48	43,483.00
680			04/18/08	20,896.40	30.73	29.48	20,046.40

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Smith Barney Reserved Client Statement

December 1 - December 31, 2008



Ref: 00007535 00057282

Account number 397-70475

U.S. BANK, N.A. ATAL TTEES

Common stocks & options continued

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value
680	WELLS FARGO & CO NEW	WFC	11/13/08	\$ 17,684.07	\$ 26.808	\$ 29.48	\$ 19,458.80
2,818				85,248.35	30.283		82,888.20
Total common stocks and options				\$ 102,932.42			\$ 102,377.00
Total portfolio value				\$ 102,932.42			\$ 102,377.00

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*Based on information supplied by client or other financial institution, not verified by us.

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