

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

2008

Department of the Treasury
 Internal Revenue Service

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 Name of foundation: **THOMAS & DOROTHY LEAVEY FOUNDATION**
Otherwise, print or type. Number and street (or P O box number if mail is not delivered to street address) Room/suite: **10100 SANTA MONICA BLVD., STE 610**
See Specific Instructions City or town, state, and ZIP code: **LOS ANGELES, CA 90067**
A Employer identification number: **95-6060162**
B Telephone number: **310-551-9936**
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): **\$ 198,750,136.** (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 <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	86,498.	144,273.		
4	Dividends and interest from securities	7,876,082.	13,394,192.		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	8,798,034.			STATEMENT 1
b	Gross sales price for all assets on line 6a	110616125.			
7	Capital gain net income (from Part IV, line 2)		3,535,151.		
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	172,990.	211,865.		STATEMENT 2
12	Total. Add lines 1 through 11	16,933,604.	17,285,481.		
13	Compensation of officers, directors, trustees, etc	6,600.	3,300.		3,300.
14	Other employee salaries and wages	153,460.	15,346.		144,945.
15	Pension plans, employee benefits				
16a	Legal fees STMT 3	111,181.	74,121.		37,116.
b	Accounting fees STMT 4	160,290.	128,232.		29,678.
c	Other professional fees STMT 5	1,950,305.	2,034,848.		10,228.
17	Interest				
18	Taxes STMT 6	<870,480.>	182,420.		6,179.
19	Depreciation and depletion	25,153.	12,577.		
20	Occupancy	93,964.	46,982.		46,981.
21	Travel, conferences, and meetings	11,401.	0.		11,401.
22	Printing and publications				
23	Other expenses STMT 7	36,562.	18,283.		18,279.
24	Total operating and administrative expenses Add lines 13 through 23	1,678,436.	2,516,109.		308,107.
25	Contributions, gifts, grants paid	16,803,577.			12,874,577.
26	Total expenses and disbursements Add lines 24 and 25	18,482,013.	2,516,109.		13,182,684.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	<1,548,409.>			
b	Net investment income (if negative, enter -0-)		14,769,372.		
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		6,986,981.	2,947,982.	2,947,982.
	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 ▶	486,892.			
		Less: allowance for doubtful accounts ▶		1,384,152.	486,892.	486,892.
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges		1,379.	8,251.	8,251.
	10a	Investments - U.S. and state government obligations				
		b Investments - corporate stock	STMT 9	114,077,893.	67,730,091.	67,730,091.
		c Investments - corporate bonds	STMT 10	85,778,304.	77,859,729.	77,859,729.
	11	Investments - land, buildings, and equipment basis ▶				
	Less: accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other	STMT 11	80,851,314.	49,481,190.	49,481,190.	
14	Land, buildings, and equipment: basis ▶	326,400.				
	Less: accumulated depreciation	STMT 12 ▶	266,276.	66,107.	60,124.	
	Other assets (describe ▶)	STATEMENT 13	12,882.	175,877.	175,877.	
16	Total assets (to be completed by all filers)		289,159,012.	198,750,136.	198,750,136.	
Liabilities	17	Accounts payable and accrued expenses		268,212.	179,275.	
	18	Grants payable		15,637,000.	19,268,000.	
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶)	STATEMENT 14	1,096,000.	453,132.	
	23	Total liabilities (add lines 17 through 22)		17,001,212.	19,900,407.	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶	<input checked="" type="checkbox"/>			
		and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted		272,157,799.	178,849,729.	
	25	Temporarily restricted				
	26	Permanently restricted				
		Foundations that do not follow SFAS 117, check here ▶	<input type="checkbox"/>			
		and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds				
28	Paid-in or capital surplus, or land, bldg., and equipment fund					
29	Retained earnings, accumulated income, endowment, or other funds					
30	Total net assets or fund balances		272,157,799.	178,849,729.		
31	Total liabilities and net assets/fund balances		289,159,011.	198,750,136.		

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	272,157,799.
2	Enter amount from Part I, line 27a	2	<1,548,409.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	270,609,390.
5	Decreases not included in line 2 (itemize) ▶	5	SEE STATEMENT 8
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30'	6	178,849,730.

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 110,616,125.		107,080,974.	3,535,151.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) 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			3,535,151.

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	3,535,151.
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	14,274,924.	282,861,379.	.050466
2006	12,634,373.	252,710,718.	.049995
2005	11,189,780.	239,401,276.	.046741
2004	11,369,283.	233,582,418.	.048674
2003	10,315,523.	209,182,134.	.049314

2 Total of line 1, column (d)	2	.245190
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	.049038
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5	4	257,341,363.
5 Multiply line 4 by line 3	5	12,619,506.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	147,694.
7 Add lines 5 and 6	7	12,767,200.
8 Enter qualifying distributions from Part XII, line 4	8	13,192,269.

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 <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	147,694.
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	147,694.
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	147,694.
6	Credits/Payments:		
a	2008 estimated tax payments and 2007 overpayment credited to 2008	6a	318,471.
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	318,471.
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> 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	170,777.
11	Enter the amount of line 10 to be: Credited to 2009 estimated tax <input checked="" type="checkbox"/> 170,777. Refunded <input checked="" type="checkbox"/>	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X

N/A

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? Website address ▶ <u>N/A</u>	13	X	
14	The books are in care of ▶ <u>WTAS</u> Telephone no. ▶ <u>213-593-2300</u> Located at ▶ <u>633 WEST FIFTH STREET, SUITE 2700, LOS ANGELES, CA</u> ZIP+4 ▶ <u>90071</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 <u>N/A</u>			

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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 ▶ <input type="checkbox"/>	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.) <u>N/A</u>	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. ▶ _____, _____, _____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.) <u>N/A</u>	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

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)?

Organizations relying on a current notice regarding disaster assistance check here

5b

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**

If "Yes," attach the statement required by Regulations section 53.4945-5(d). Yes No

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

b 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

6b

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No **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 15		6,600.	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
PAT POWERS 10100 SANTA MONICA BLVD., STE 610, LO	40.00	98,460.		
RITA DENLEA 10100 SANTA MONICA BLVD., STE 610, LO	40.00	55,000.		
NONE				
NONE				
NONE				

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

0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
KR CAPITAL ADVISORS, INC. 450 PARK AVENUE, NEW YORK, NY 10022	INVESTMENT COUNSEL	373,591.
EDGEWOOD MANAGEMENT CO. 350 PARK AVENUE, 18TH FL, NEW YORK, NY 10022	INVESTMENT COUNSEL	330,675.
PERKINS, WOLF, MCDONNELL & CO 310 S. MICHIGAN AVE. #2600, CHICAGO, IL 60604	INVESTMENT COUNSEL	157,687.
BEL AIR INVESTMENT 1999 AVENUE OF THE STARS, SUITE 2800, LOS ANGELES, CA 90024	INVESTMENT COUNSEL	139,847.
EAGLE ASSET MANAGEMENT 880 CARILLON PARKWAY, ST. PETERSBURG, FL 33716	INVESTMENT COUNSEL	129,412.
Total number of others receiving over \$50,000 for professional services		3

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 SCHOLARSHIP PROGRAM, APPROVED BY THE IRS, BASED ON MERIT AND NEED FOR THE CHILDREN OF ABOUT 35,000 EMPLOYEES AND AGENTS OF FARMERS INSURANCE GROUP (FARMERS). ALL CHILDREN OF EMPLOYEES AND AGENTS OF FARMERS ARE ELIGIBLE. SCHOLARSHIP RECIPIENTS ARE SELECTED BY AN INDEPENDENT SELECTION COMMITTEE.	236,000.
2	0.
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 NONE	0.
2	
All other program-related investments. See instructions.	
3 NONE	
Total. Add lines 1 through 3	0.

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	240,785,510.
b	Average of monthly cash balances	1b	3,082,387.
c	Fair market value of all other assets	1c	17,392,370.
d	Total (add lines 1a, b, and c)	1d	261,260,267.
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	261,260,267.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	3,918,904.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	257,341,363.
6	Minimum investment return. Enter 5% of line 5	6	12,867,068.

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	12,867,068.
2a	Tax on investment income for 2008 from Part VI, line 5	2a	147,694.
b	Income tax for 2008. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	147,694.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	12,719,374.
4	Recoveries of amounts treated as qualifying distributions	4	2,000.
5	Add lines 3 and 4	5	12,721,374.
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	12,721,374.

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	13,182,684.
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	9,585.
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	13,192,269.
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	147,694.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	13,044,575.

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				12,721,374.
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				
c From 2005				
d From 2006	570,327.			
e From 2007	792,925.			
f Total of lines 3a through e	1,363,252.			
4 Qualifying distributions for 2008 from Part XII, line 4: ▶ \$ 13,192,269.				
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				12,721,374.
e Remaining amount distributed out of corpus	470,895.			
5 Excess distributions carryover applied to 2008 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	1,834,147.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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	1,834,147.			
10 Analysis of line 9:				
a Excess from 2004				
b Excess from 2005				
c Excess from 2006	570,327.			
d Excess from 2007	792,925.			
e Excess from 2008	470,895.			

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	(d) 2005	
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:
THE TRUSTEES, 10100 SANTA MONICA BLVD, STE 610, LOS ANGELES, CA 90067

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

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:
GRANTS ARE USUALLY MADE IN SOUTHERN CALIFORNIA

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE SCHEDULE B ATTACHED		501(C)(3)	GENERAL / EDUCATI ONAL	12,638,577.
SEE SCHEDULE C ATTACHED		501(C)(3)	EDUCATIONAL	236,000.
Total				▶ 3a 12,874,577.
b Approved for future payment				
A PLACE CALLED HOME		501(C)(3)	GENERAL	25,000.
GEORGETOWN UNIVERSITY - MISSION & MINISTRY		501(C)(3)	GENERAL	4000000.
SANTA CLARA UNIVERSITY - INNER CITY SCHOLARSHIPS		501(C)(3)	GENERAL	1000000.
ST. JOHN'S (SANTA MONICA) HEALTH CTR FDTN		501(C)(3)	GENERAL	5000000.
VERBUM DEI HIGH SCHOOL		501(C)(3)	GENERAL	100,000.
Total				▶ 3b 10,125,000.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include Program service revenue, Membership dues, Interest on savings, Dividends, Net rental income, Other investment income, Gain or loss from sales, and Subtotal.

(See worksheet in line 13 instructions to verify calculations.)

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

Table with 2 columns: Line No., Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes.

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

- 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... a Transfers from the reporting foundation to a noncharitable exempt organization of: (1) Cash, (2) Other assets, b Other transactions: (1) Sales of assets to a noncharitable exempt organization, (2) Purchases of assets from a noncharitable exempt organization, (3) Rental of facilities, equipment, or other assets, (4) Reimbursement arrangements, (5) Loans or loan guarantees, (6) Performance of services or membership or fundraising solicitations, c Sharing of facilities, equipment, mailing lists, other assets, or paid employees, d If the answer to any of the above is "Yes," complete the following schedule.

Table with columns Yes and No, rows 1a(1), 1a(2), 1b(1), 1b(2), 1b(3), 1b(4), 1b(5), 1b(6), 1c. All 'No' boxes are checked (X).

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Row 1 contains 'N/A'.

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 [X] No

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. Row 1 contains '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 a lawyer or accountant) based on all information of which preparer has any knowledge.

Sign Here section containing Signature of officer or trustee, Preparer's signature, Firm's name (or yours if self-employed) address, and ZIP code. Includes handwritten signatures and the text 'WTAS 633 WEST FIFTH STREET, LOS ANGELES, CA 90071'.

THOMAS & DOROTHY LEAVEY FOUNDATION

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 SEE STATEMENT A ATTACHED	P	VARIOUS	VARIOUS
b SEE STATEMENT A ATTACHED	P	VARIOUS	VARIOUS
c K-1 GAIN/LOSS	P	VARIOUS	VARIOUS
d K-1 GAIN/LOSS	P	VARIOUS	VARIOUS
e K-1 GAIN/LOSS	P	VARIOUS	VARIOUS
f K-1 GAIN/LOSS	P	VARIOUS	VARIOUS
g MLP GAIN/LOSS	P	VARIOUS	VARIOUS
h			
i			
j			
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 40,445,225.		47,153,971.	<6,708,746.>
b 69,125,110.		57,698,719.	11,426,391.
c		5,927.	<5,927.>
d 254,690.			254,690.
e		1,688,275.	<1,688,275.>
f 154,084.			154,084.
g 637,016.		534,082.	102,934.
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(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			<6,708,746.>
b			11,426,391.
c			<5,927.>
d			254,690.
e			<1,688,275.>
f			154,084.
g			102,934.
h			
i			
j			
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	3,535,151.
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

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
1	OFFICE EQUIPMENT	010101	SL	5.00	16	37,430.			37,430.	37,430.		0.
2	FURNITURE AND FIXTURES	010101	SL	7.00	16	54,991.			54,991.	54,991.		0.
3	LEASHOLD IMPROVEMENTS	010101	SL	10.00	16	207,952.			207,952.	145,565.		20,795.
4	LEASHOLD IMPROVEMENTS	040102	SL	10.00	16	2,022.			2,022.	1,162.		202.
5	COPIER/PRINTER	020906	SL	5.00	16	4,641.			4,641.	1,779.		928.
6	RETIRED OFFICE EQUIPMENT			.000	16	<3,438.>			<3,438.>			0.
7	COMPUTER SOFTWARE	022908	SL	5.00	16	974.			974.			195.
8	COMPUTER SOFTWARE	031108	SL	5.00	16	16,540.			16,540.			2,757.
9	PRINTERS	031108	SL	5.00	16	1,656.			1,656.			276.
	* TOTAL 990-PF PG 1 DEPR					322,768.		0.	322,768.	240,927.	0.	25,153.

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

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
SEE STATEMENT A ATTACHED	40,445,225.	41,891,088.	0.	PURCHASED	VARIOUS	VARIOUS
						<1,445,863.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
SEE STATEMENT A ATTACHED	69,125,110.	57,698,719.	0.	PURCHASED	VARIOUS	VARIOUS
						11,426,391.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
K-1 GAIN/LOSS	0.	5,927.	0.	PURCHASED	VARIOUS	VARIOUS
						<5,927.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
K-1 GAIN/LOSS	254,690.	0.	0.	0.	254,690.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
K-1 GAIN/LOSS	0.	1,688,275.	0.	0.	<1,688,275.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
K-1 GAIN/LOSS	154,084.	0.	0.	0.	154,084.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MLP GAIN/LOSS	637,016.	534,082.	0.	0.	102,934.

CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	8,798,034.

FORM 990-PF	OTHER INCOME		STATEMENT	2
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	
OTHER INCOME	172,990.	172,990.		
FROM K-1 - WILTON PRIVATE EQUITY FUND, LLC	0.	24,353.		
FROM K-1 - TCW AMERICAS DEVELOPMENT ASSOC., L.P.	0.	10,440.		
FROM MLP K-1 - ALLIANCEBERNSTEIN HOLDING LP	0.	2,910.		
FROM MLP K-1 - ENTERPRISE PRODUCTS PARTNERS LP	0.	43.		
FROM MLP K-1 - KINDER MORGAN ENERGY PARTNERS LP	0.	590.		
FROM MLP - PLAINS ALL AMERICAN PIPELINE LP	0.	539.		
TOTAL TO FORM 990-PF, PART I, LINE 11	172,990.	211,865.		

FORM 990-PF	LEGAL FEES		STATEMENT	3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
IRELL & MANELLA LLP	111,181.	74,121.		37,116.
TO FM 990-PF, PG 1, LN 16A	111,181.	74,121.		37,116.

FORM 990-PF	ACCOUNTING FEES		STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
WTAS LLC	118,390.	94,712.		23,678.
DELOITTE & TOUCHE, LLP	41,900.	33,520.		6,000.
TO FORM 990-PF, PG 1, LN 16B	160,290.	128,232.		29,678.

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 MANAGEMENT FEES	1,707,869.	1,707,869.		0.
CUSTODIAN FEES	99,746.	99,746.		0.
INVESTMENT ADVISORY FEES	129,234.	129,234.		0.
SCHOLARSHIP EVALUATION COMMITTEE	7,000.	0.		7,000.
CONSULTING FEES	6,456.	3,228.		3,228.
K-1 DEDUCTIONS	0.	50,783.		0.
K-1 DEDUCTIONS	0.	43,988.		0.
TO FORM 990-PF, PG 1, LN 16C	1,950,305.	2,034,848.		10,228.

FORM 990-PF	TAXES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	6,523.	181,626.		0.
FEDERAL EXCISE TAXES	148,024.	0.		0.
DEFERRED TAX PROVISION	<1,032,000.>	0.		0.
PAYROLL TAXES	4,382.	438.		3,944.
PROPERTY TAXES	711.	356.		355.
FEES AND DUES	1,880.	0.		1,880.
TO FORM 990-PF, PG 1, LN 18	<870,480.>	182,420.		6,179.

FORM 990-PF	OTHER EXPENSES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MEALS & ENTERTAINMENT	2,188.	1,094.		1,094.
INSURANCE	26,485.	13,243.		13,242.
STATIONARY & SUPPLIES	1,549.	775.		774.
OFFICE EXPENSES	3,603.	1,802.		1,801.
TRUSTEE EXPENSES	0.	0.		0.
TELEPHONE	2,737.	1,369.		1,368.
TO FORM 990-PF, PG 1, LN 23	36,562.	18,283.		18,279.

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	8
DESCRIPTION		AMOUNT	
2008 CHANGE IN UNREALIZED GAINS - SECURITIES		91,759,660.	
TOTAL TO FORM 990-PF, PART III, LINE 5		91,759,660.	

FORM 990-PF	CORPORATE STOCK	STATEMENT	9
DESCRIPTION		BOOK VALUE	FAIR MARKET VALUE
SEE STMT ATTACHED FOR "STOCKS"		67,730,091.	67,730,091.
TOTAL TO FORM 990-PF, PART II, LINE 10B		67,730,091.	67,730,091.

FORM 990-PF	CORPORATE BONDS	STATEMENT	10
DESCRIPTION		BOOK VALUE	FAIR MARKET VALUE
SEE STMT ATTACHED FOR "BONDS"		77,859,729.	77,859,729.
TOTAL TO FORM 990-PF, PART II, LINE 10C		77,859,729.	77,859,729.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	11	
DESCRIPTION		VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
FOREIGN SECURITIES- SEE STMT		FMV	35,361,696.	35,361,696.
PARTNERSHIP INVESTMENTS		FMV	14,119,494.	14,119,494.
TOTAL TO FORM 990-PF, PART II, LINE 13			49,481,190.	49,481,190.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 12

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
OFFICE EQUIPMENT	37,430.	37,430.	0.
FURNITURE AND FIXTURES	54,991.	54,991.	0.
LEASHOLD IMPROVEMENTS	207,952.	166,360.	41,592.
LEASHOLD IMPROVEMENTS	2,022.	1,364.	658.
COPIER/PRINTER	4,641.	2,707.	1,934.
RETIRED OFFICE EQUIPMENT	<3,438.>	0.	<3,438.>
COMPUTER SOFTWARE	974.	195.	779.
COMPUTER SOFTWARE	16,540.	2,757.	13,783.
PRINTERS	1,656.	276.	1,380.
TOTAL TO FM 990-PF, PART II, LN 14	322,768.	266,080.	56,688.

FORM 990-PF OTHER ASSETS STATEMENT 13

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
DEPOSITS	12,882.	12,877.	12,877.
PREPAID EXCISE TAXES	0.	163,000.	163,000.
TO FORM 990-PF, PART II, LINE 15	12,882.	175,877.	175,877.

FORM 990-PF OTHER LIABILITIES STATEMENT 14

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
DEFERRED TAX LIABILITY	1,032,000.	0.
ACCRUED EXCISE TAXES	64,000.	0.
PAYABLE TO BROKER (NET)	0.	453,132.
TOTAL TO FORM 990-PF, PART II, LINE 22	1,096,000.	453,132.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 15

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
KATHLEEN L. MCCARTHY LOS ANGELES, CA	CHAIRMAN, AS NEEDED 0.00	0.	0.	0.
MICHAEL ENRIGHT LOS ANGELES, CA	TRUSTEE, AS NEEDED 0.00	2,400.	0.	0.
J.J. LEAVEY LOS ANGELES, CA	TRUSTEE, AS NEEDED 0.00	0.	0.	0.
LOUIS CASTRUCCIO LOS ANGELES, CA	TRUSTEE, AS NEEDED 0.00	2,400.	0.	0.
LEO E. DENLEA, JR. LOS ANGELES, CA	TRUSTEE, AS NEEDED 0.00	1,800.	0.	0.
COLLEEN PENNELL LOS ANGELES, CA	TRUSTEE, AS NEEDED 0.00	0.	0.	0.
JOHN MCCARTHY LOS ANGELES, CA	TRUSTEE, AS NEEDED 0.00	0.	0.	0.
MARK LEMONS LOS ANGELES, CA	TRUSTEE, AS NEEDED 0.00	0.	0.	0.
TOM LEMONS LOS ANGELES, CA	TRUSTEE, AS NEEDED 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		6,600.	0.	0.

Thomas and Dorothy Leavey Foundation
EIN: 95-6060162
A Statement Attached to and Made Part of Form 990-PF
For the Year Ended December 31, 2008

Form 990-PF, Part IV - Schedule A

		Sales Proceeds	Cost	Gain/Loss
Short-Term Capital Gain				
A-1	JB International Fund (26-28765)	700,000	767,720	(67,720)
A-2	Pimco (26-05505)	4,674,949	4,811,925	(136,976)
A-3	TCW Pluns (26-04465)	-	-	-
A-4	KR Capital (26-43378)	2,157,719	3,386,006	(1,228,287)
A-5	Edgewood Management (26-32282)	9,223,876	11,872,154	(2,648,278)
A-6	EuroPacific (26-10103)	697,234	738,356	(41,122)
A-7	DJP (26-93975)	-	-	-
A-8	TCW Worldwide Opportunities (26-93973)	-	-	-
A-9	E I I Global Property (26-93974)	-	-	-
A-10	Eagle Asset Management (26-32428)	14,004,074	15,992,841	(1,988,767)
A-11	Perkins, Wolf, McDonnell & Co (26-11868)	8,987,373	9,584,970	(597,596)
A-12	Alternative Investment (26-11533)	-	-	-
A-13	Chilton Global (26-93709)	-	-	-
A-14	Dodge & Cox (26-63667)	-	-	-
A-15	TCW Large Cap Growth (26-17213)	-	-	-
		<u>40,445,225</u>	<u>47,153,971</u>	<u>(6,708,746)</u>
A-16	MLP Activity	<u>637,016</u>	<u>534,082</u>	<u>102,934</u>
	Short-Term Gains	41,082,241	47,688,053	(6,605,812)
	Add Wilton Private Equity Fund, LLC - K-1 (08)	-	5,927	(5,927)
	Add TCW Americas Development Assoc, L P - K-1 (08)	-	1,688,275	(1,688,275)
	Total Short-Term Gains	<u>41,082,241</u>	<u>49,382,255</u>	<u>(8,300,014)</u>
Long-Term Capital Gain				
A-1	JB International Fund (26-28765)	-	-	-
A-2	Pimco (26-05505)	9,502,051	10,059,328	(557,277)
A-3	TCW Pluns (26-04465)	-	-	-
A-4	KR Capital (26-43378)	6,102,638	4,864,919	1,237,720
A-5	Edgewood Management (26-32282)	13,004,184	12,423,250	580,934
A-6	EuroPacific (26-10103)	29,699,791	20,153,071	9,546,720
A-7	DJP (26-93975)	-	-	-
A-8	TCW Worldwide Opportunities (26-93973)	-	-	-
A-9	E I I Global Property (26-93974)	-	-	-
A-10	Eagle Asset Management (26-32428)	4,959,731	4,625,710	334,021
A-11	Perkins, Wolf, McDonnell & Co (26-11868)	5,856,714	5,572,442	284,273
A-12	Alternative Investment (26-11533)	-	-	-
A-13	Chilton Global (26-93709)	-	-	-
A-14	Dodge & Cox (26-63667)	-	-	-
A-15	TCW Large Cap Growth (26-17213)	-	-	-
	Long-Term Gains	<u>69,125,110</u>	<u>57,698,719</u>	<u>11,426,391</u>
	Add Wilton Private Equity Fund, LLC - K-1 (08)	254,690	-	254,690
	Add TCW Americas Development Assoc, L P - K-1 (08)	<u>154,084</u>	-	<u>154,084</u>
	Total Long-Term Gains	<u>69,533,884</u>	<u>57,698,719</u>	<u>11,835,165</u>
Total		<u><u>110,616,125</u></u>	<u><u>107,080,974</u></u>	<u><u>3,535,151</u></u>



2008 Tax Information Statement

Account Number: 26-28765
Recipient's Tax ID number: 95-6060162

Recipient's Name and Address
THOMAS & DOROTHY LEAVEY
FOUNDATION
TIM WYLIE
WEALTH AND TAX ADVISORY, INC
633 W. FIFTH STREET, 27TH FLOOR
LOS ANGELES, CA 90071

THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

Corrected 2nd TIN notice

2008 Proceeds from Broker and Barter Exchange Transactions

Sales are listed at Gross Proceeds less commissions and option premiums.

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
Short Term Sales								
17275.4200	481370500	MFO ARTIO INTL EQTY FUN INTL EQTY FD CL I FD#4	12/27/2007	03/28/2008	700,000.00	767,719.65	-67,719.65	0.00
Total Short Term Sales					700,000.00	767,719.65	-67,719.65	0.00

This is important tax information and is being furnished to you.



2008 Tax Information Statement

Account Number: 26-05505
 Recipient's Tax ID number: 95-6060162

Recipient's Name and Address
 THE THOMAS AND DOROTHY LEAVEY
 FOUNDATION
 C/O LOUIS CASTRUCCIO
 IRELL & MANELLA LLP
 1800 AVENUE OF THE STARS, SUITE 900
 LOS ANGELES, CA 90067-4276

Corrected 2nd TIN notice

THE NORTHERN TRUST COMPANY
 P.O. BOX 803878
 CHICAGO, IL 60680

2008 Proceeds from Broker and Barter Exchange Transactions

Sales are listed at Gross Proceeds less commissions and option premiums.

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
Short Term Sales								
18315.0200	693390700	PIMCO FUNDS TOTAL RETURN FUND INSTL CLASS	VARIOUS	05/12/2008	200,000.00	201,465.23	-1,465.23	0.00
188857.4100	693390700	PIMCO FUNDS TOTAL RETURN FUND INSTL CLASS	VARIOUS	06/10/2008	2,000,000.00	2,057,398.43	-57,398.43	0.00
94073.3800	693390700	PIMCO FUNDS TOTAL RETURN FUND INSTL CLASS	05/27/2008	06/30/2008	1,000,000.00	1,017,873.99	-17,873.99	0.00
105769.2300	693390700	PIMCO FUNDS TOTAL RETURN FUND INSTL CLASS	VARIOUS	09/23/2008	1,100,000.00	1,137,817.45	-37,817.45	0.00
37271.2400	693390700	PIMCO FUNDS TOTAL RETURN FUND INSTL CLASS	VARIOUS	12/19/2008	374,948.67	397,369.40	-22,420.73	0.00
Total Short Term Sales					4,674,948.67	4,811,924.50	-136,975.83	0.00
Long Term 15% Sales								
944537.9100	693390700	PIMCO FUNDS TOTAL RETURN FUND INSTL CLASS	11/16/2007	12/19/2008	9,502,051.33	10,059,328.70	-557,277.37	0.00
Total Long Term 15% Sales					9,502,051.33	10,059,328.70	-557,277.37	0.00

This is important tax information and is being furnished to you.



Northern Trust

2008 Tax Information Statement

Account Number: 26-43378
Recipient's Tax ID number: 95-6060162

Recipient's Name and Address
THE THOMAS AND DOROTHY LEAVEY
C/O LOUIS CASTRUCCIO
IRELL & MANELLA LLP

Corrected 2nd TIN notice

THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

2008 Proceeds from Broker and Barter Exchange Transactions

Sales are listed at Gross Proceeds less commissions and option premiums.

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
Short Term Sales								
2100.0000	984249102	YRC WORLDWIDE INC COM	11/15/2007	01/29/2008	33,051.11	42,458.01	-9,406.90	0.00
1800.0000	50540R409	LABORATORY CORP AMER HLDGS NEW	11/15/2007	02/25/2008	142,369.43	125,478.00	16,891.43	0.00
2200.0000	149123101	CATERPILLAR INC	11/15/2007	03/24/2008	167,413.31	153,317.12	14,096.19	0.00
200.0000	149123101	CATERPILLAR INC	11/15/2007	03/25/2008	15,219.09	13,937.92	1,281.17	0.00
1000.0000	459200101	INTL BUSINESS MACHINES CORP	11/15/2007	05/29/2008	129,043.78	104,952.00	24,091.78	0.00
100.0000	G9144P105	TYCO ELECTRONICS L COM STK	11/15/2007	05/30/2008	3,974.74	3,308.83	665.91	0.00
1000.0000	G9144P105	TYCO ELECTRONICS L COM STK	11/15/2007	06/05/2008	38,991.58	33,088.28	5,903.30	0.00
1100.0000	G9143X208	TYCO INTERNATIONAL LTD COM STK W/I	11/15/2007	06/10/2008	47,987.56	42,930.03	5,057.53	0.00
600.0000	806857108	SCHLUMBERGER LTD ISIN #AN8068571086	01/18/2008	06/20/2008	63,506.88	45,538.26	17,968.62	0.00
1400.0000	071813109	BAXTER INTL INC	11/15/2007	06/27/2008	87,533.52	81,924.08	5,609.44	0.00
1100.0000	806857108	SCHLUMBERGER LTD ISIN #AN8068571086	01/18/2008	06/27/2008	115,554.35	83,486.81	32,067.54	0.00
600.0000	071813109	BAXTER INTL INC	11/15/2007	07/01/2008	38,296.22	35,110.32	3,185.90	0.00

This is important tax information and is being furnished to you.



Northern Trust

2008 Tax Information Statement

Account Number: 26-43378
Recipient's Tax ID number: 95-6060162

Recipient's Name and Address
THE THOMAS AND DOROTHY LEAVEY
C/O LOUIS CASTRUCCIO
IRELL & MANELLA LLP

Corrected 2nd TIN notice

THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

Table with columns: Number of shares, CUSIP, Description, Date Acquired, Date of Sale, Stocks Bonds, etc., Cost or other Basis, Net Gain or Loss, Federal Income Tax Withheld. Rows include BAXTER INTL INC, DOW CHEMICAL CO, WHIRLPOOL CORP, UNITED PARCEL SERVICE INC CL B, AMERICAN INTL GROUP INC, ADR RWE AKTIENGESELLSCHAFT, CB RICHARD ELLIS GROUP INC CL A, etc.

This is important tax information and is being furnished to you.



2008 Tax Information Statement

Account Number: 26-43378
Recipient's Tax ID number: 95-6060162

Recipient's Name and Address
THE THOMAS AND DOROTHY LEAVEY
C/O LOUIS CASTRUCCIO
IRELL & MANELLA LLP

Corrected

2nd TIN notice

THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
500.0000	963320106	WHIRLPOOL CORP	11/15/2007	10/28/2008	22,507.12	39,604.30	-17,097.18	0.00
6600.0000	125509109	CIGNA CORP	11/15/2007	10/31/2008	71,340.98	327,043.20	-255,702.22	0.00
Total Short Term Sales					2,157,719.00	3,386,006.42	-1,228,287.42	0.00
Long Term 15% Sales								
2200.0000	984249102	YRC WORLDWIDE INC COM	09/14/2005	01/23/2008	37,340.90	90,726.68	-53,385.78	0.00
1100.0000	984249102	YRC WORLDWIDE INC COM	09/14/2005	01/23/2008	20,888.68	45,363.34	-24,474.66	0.00
21700.0000	892893108	#REORG/TRANE INC CASH & STK MERGER TO INGERSOLL-RAND SEC # 2409115 EFF 6/5/08	VARIOUS	01/24/2008	962,618.95	219,464.88	743,154.07	0.00
800.0000	984249102	YRC WORLDWIDE INC COM	09/14/2005	01/24/2008	14,415.13	32,991.52	-18,576.39	0.00
5400.0000	984249102	YRC WORLDWIDE INC COM	09/14/2005	01/25/2008	102,788.94	222,692.76	-119,903.82	0.00
1500.0000	984249102	YRC WORLDWIDE INC COM	09/14/2005	01/28/2008	25,048.82	61,859.10	-36,810.28	0.00
1200.0000	984249102	YRC WORLDWIDE INC COM	09/14/2005	01/29/2008	18,886.35	49,487.28	-30,600.93	0.00
3000.0000	50540R409	LABORATORY CORP AMER HLDGS NEW	10/30/2002	02/25/2008	237,282.39	63,532.20	173,750.19	0.00
2400.0000	50540R409	LABORATORY CORP AMER HLDGS NEW	10/30/2002	02/26/2008	189,885.91	50,825.76	139,060.15	0.00
1200.0000	50540R409	LABORATORY CORP AMER HLDGS NEW	10/30/2002	02/27/2008	95,288.43	25,412.88	69,875.55	0.00

This is important tax information and is being furnished to you.



Northern Trust

2008 Tax Information Statement

Account Number: 26-43378
Recipient's Tax ID number: 95-6060162

Recipient's Name and Address
THE THOMAS AND DOROTHY LEAVEY
C/O LOUIS CASTRUCCIO
IRELL & MANELLA LLP

Corrected 2nd TIN notice

THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

Table with 10 columns: Number of shares, CUSIP, Description, Date Acquired, Date of Sale, Stocks Bonds, etc., Cost or other Basis, Net Gain or Loss, Federal Income Tax Withheld. Rows include LABORATORY CORP AMER HLDGS NEW, CATERPILLAR INC, and TYCO ELECTRONICS L COM STK.

This is important tax information and is being furnished to you.



Northern Trust

2008 Tax Information Statement

Account Number: 26-43378
Recipient's Tax ID number: 95-6060162

Recipient's Name and Address
THE THOMAS AND DOROTHY LEAVEY
C/O LOUIS CASTRUCCIO
IRELL & MANELLA LLP

Corrected 2nd TIN notice

THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

Table with columns: Number of shares, CUSIP, Description, Date Acquired, Date of Sale, Stocks Bonds, etc., Cost or other Basis, Net Gain or Loss, Federal Income Tax Withheld. Contains 15 rows of stock transaction data.

This is important tax information and is being furnished to you.



Northern Trust

THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

2008 Tax Information Statement

Account Number: 26-43378
Recipient's Tax ID number: 95-6060162

Recipient's Name and Address
THE THOMAS AND DOROTHY LEAVEY
C/O LOUIS CASTRUCCIO
IRELL & MANELLA LLP

Corrected 2nd TIN notice

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
4000.0000	963320106	WHIRLPOOL CORP	VARIOUS	10/28/2008	180,056.99	224,291.76	-44,234.77	0.00
4500.0000	963320106	WHIRLPOOL CORP	05/28/2003	10/28/2008	202,564.11	245,152.35	-42,588.24	0.00
12400.0000	125509109	CIGNA CORP	VARIOUS	10/31/2008	134,034.56	197,183.18	-63,148.62	0.00
Total Long Term 15% Sales					6,102,638.20	4,864,918.68	1,237,719.52	0.00

This is important tax information and is being furnished to you.



Northern Trust

2008 Tax Information Statement

Account Number: 26-32282
Recipient's Tax ID number: 95-6060162

Recipient's Name and Address
THOMAS & DOROTHY LEAVEY
FOUNDATION
C/O LOUIS CASTRUCCIO
IRELL & MANELLA LLP
1800 AVENUE OF THE STARTS, SUITE 900
LOS ANGELES, CA 90067-4276

Corrected 2nd TIN notice

THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

2008 Proceeds from Broker and Barter Exchange Transactions

Sales are listed at Gross Proceeds less commissions and option premiums.

Table with columns: Number of shares, CUSIP, Description, Date Acquired, Date of Sale, Stocks Bonds, etc., Cost or other Basis, Net Gain or Loss, Federal Income Tax Withheld. Includes rows for Short Term Sales of various stocks like GENZYME CORP, WHOLE FOODS, CORNING INC, etc.

This is important tax information and is being furnished to you.



Northern Trust

2008 Tax Information Statement

Account Number: 26-32282
Recipient's Tax ID number: 95-6060162

Recipient's Name and Address
THOMAS & DOROTHY LEAVEY
FOUNDATION
C/O LOUIS CASTRUCCIO
IRELL & MANELLA LLP
1800 AVENUE OF THE STARTS, SUITE 900
LOS ANGELES, CA 90067-4276

Corrected 2nd TIN notice

THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

Table with 9 columns: Number of shares, CUSIP, Description, Date Acquired, Date of Sale, Stocks Bonds, etc., Cost or other Basis, Net Gain or Loss, Federal Income Tax Withheld. Rows include QUANTA SVCS INC COM, CELGENE CORP, and CARMAX INC COM.

This is important tax information and is being furnished to you.



Northern Trust

2008 Tax Information Statement

Account Number: 26-32282
Recipient's Tax ID number: 95-6060162

Recipient's Name and Address
THOMAS & DOROTHY LEAVEY
FOUNDATION
C/O LOUIS CASTRUCCIO
IRELL & MANELLA LLP
1800 AVENUE OF THE STARTS, SUITE 900
LOS ANGELES, CA 90067-4276

Corrected 2nd TIN notice

THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

Table with 9 columns: Number of shares, CUSIP, Description, Date Acquired, Date of Sale, Stocks Bonds, etc., Cost or other Basis, Net Gain or Loss, Federal Income Tax Withheld. Rows include SUNPOWER CORP COM CL A, GOOGLE INC CL A CL A, HALLIBURTON CO, RESEARCH IN MOTION LTD, and CORNING INC.

This is important tax information and is being furnished to you.



Northern Trust

2008 Tax Information Statement

Account Number: 26-32282
Recipient's Tax ID number: 95-6060162

Recipient's Name and Address
THOMAS & DOROTHY LEAVEY
FOUNDATION
C/O LOUIS CASTRUCCIO
IRELL & MANELLA LLP
1800 AVENUE OF THE STARTS, SUITE 900
LOS ANGELES, CA 90067-4276

Corrected 2nd TIN notice

THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

Table with columns: Number of shares, CUSIP, Description, Date Acquired, Date of Sale, Stocks Bonds, etc., Cost or other Basis, Net Gain or Loss, Federal Income Tax Withheld. Includes rows for CELGENE CORP and various other companies like GOOGLE INC, APPLE COMPUTER INC, etc.

This is important tax information and is being furnished to you.



Northern Trust

2008 Tax Information Statement

Account Number: 26-32282
Recipient's Tax ID number: 95-6060162

Recipient's Name and Address
THOMAS & DOROTHY LEAVEY
FOUNDATION
C/O LOUIS CASTRUCCIO
IRELL & MANELLA LLP
1800 AVENUE OF THE STARTS, SUITE 900
LOS ANGELES, CA 90067-4276

Corrected 2nd TIN notice

THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

Table with 9 columns: Number of shares, CUSIP, Description, Date Acquired, Date of Sale, Stocks Bonds, etc., Cost or other Basis, Net Gain or Loss, Federal Income Tax Withheld. Rows include RESEARCH IN MOTION LTD, GILEAD SCIENCES INC, COGNIZANT TECHNOLOGY SOLUTION, GOLDMAN SACHS GROUP INC, GENZYME CORP GENL DIV, CHARLES SCHWAB CORP NEW, APPLE COMPUTER INC, GOOGLE INC CL A CL A, HALLIBURTON CO, etc.

This is important tax information and is being furnished to you.



Northern Trust

2008 Tax Information Statement

Account Number: 26-32282
Recipient's Tax ID number: 95-6060162

Recipient's Name and Address
THOMAS & DOROTHY LEAVEY
FOUNDATION
C/O LOUIS CASTRUCCIO
IRELL & MANELLA LLP
1800 AVENUE OF THE STARTS, SUITE 900
LOS ANGELES, CA 90067-4276

Corrected 2nd TIN notice

THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
4419.0000	406216101	HALLIBURTON CO	VARIOUS	11/26/2008	74,589.65	134,572.31	-59,982.66	0.00
2518.0000	406216101	HALLIBURTON CO	02/05/2007	11/28/2008	43,904.10	75,665.90	-31,761.80	0.00
7631.0000	406216101	HALLIBURTON CO	02/05/2007	12/01/2008	119,755.66	229,311.55	-109,555.89	0.00
10489.0000	219350105	CORNING INC	09/06/2006	12/02/2008	89,212.63	237,592.63	-148,380.00	0.00
31525.0000	219350105	CORNING INC	VARIOUS	12/03/2008	270,104.68	676,901.37	-406,796.69	0.00
18390.0000	219350105	CORNING INC	01/11/2007	12/04/2008	155,372.55	358,119.50	-202,746.95	0.00
14712.0000	219350105	CORNING INC	VARIOUS	12/05/2008	122,276.63	284,904.38	-162,627.75	0.00
15781.0000	219350105	CORNING INC	08/25/2005	12/08/2008	140,814.64	305,463.35	-164,648.71	0.00
4139.0000	029912201	AMERICAN TOWER CORP	09/06/2006	12/09/2008	115,235.73	145,900.16	-30,664.43	0.00
1522.0000	219350105	CORNING INC	08/25/2005	12/09/2008	13,542.68	29,460.44	-15,917.76	0.00
Total Long Term 15% Sales					13,004,183.94	12,423,249.58	580,934.36	0.00

This is important tax information and is being furnished to you.



2008 Tax Information Statement

THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

Account Number: 26-10103
Recipient's Tax ID number: 95-6060162

Recipient's Name and Address
THE THOMAS AND DOROTHY LEAVEY
FOUNDATION
C/O LOUIS CASTRUCCIO
IRELL & MANELLA LLP
1800 AVENUE OF THE STARS, SUITE 900
LOS ANGELES, CA 90067-4276

Corrected 2nd TIN notice

2008 Proceeds from Broker and Barter Exchange Transactions

Sales are listed at Gross Proceeds less commissions and option premiums.

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
Short Term Sales								
14131.2100	298706102	MFO EUROPACIFIC GROWTH FD OPEN END FD	12/12/2007	05/23/2008	697,233.89	738,355.74	-41,121.85	0.00
Total Short Term Sales					697,233.89	738,355.74	-41,121.85	0.00
Long Term 15% Sales								
601941.4600	298706102	MFO EUROPACIFIC GROWTH FD OPEN END FD	VARIOUS	05/23/2008	29,699,791.06	20,153,070.59	9,546,720.47	0.00
Total Long Term 15% Sales					29,699,791.06	20,153,070.59	9,546,720.47	0.00

This is important tax information and is being furnished to you.



Northern Trust

2008 Tax Information Statement

Account Number: 26-32428
Recipient's Tax ID number: 95-6060162

Recipient's Name and Address
THOMAS & DOROTHY LEAVEY
FOUNDATION
LOUIS CASTRUCCIO
IRELL & MANELLA LLP
1800 AVENUE OF THE STARS, SUITE 900
LOS ANGELES, CA 90067-4276

THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

Corrected 2nd TIN notice

2008 Proceeds from Broker and Barter Exchange Transactions

Sales are listed at Gross Proceeds less commissions and option premiums.

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
Short Term Sales								
190.0000	05069A302	#REORG/AUDIBLE INC CASH MERGER EFF 3/18/08	11/12/2007	01/02/2008	1,705.98	2,103.36	-397.38	0.00
35.0000	199333105	COLBS MCKINNON CORP N Y COM	07/17/2007	01/02/2008	1,123.26	1,133.98	-10.72	0.00
815.0000	Y93691106	VERIGY LTD ORD SHS	VARIOUS	01/02/2008	22,226.33	21,089.02	1,137.31	0.00
145.0000	05069A302	#REORG/AUDIBLE INC CASH MERGER EFF 3/18/08	11/12/2007	01/03/2008	1,300.15	1,605.19	-305.04	0.00
185.0000	770196103	ROBBINS & MYERS INC COM	09/10/2007	01/03/2008	14,153.45	9,324.80	4,828.65	0.00
185.0000	770196103	ROBBINS & MYERS INC COM	09/10/2007	01/03/2008	14,159.20	9,324.80	4,834.40	0.00
835.0000	031100100	AMETEK INC NEW	VARIOUS	01/04/2008	37,661.93	32,968.27	4,693.66	0.00
125.0000	05069A302	#REORG/AUDIBLE INC CASH MERGER EFF 3/18/08	11/12/2007	01/04/2008	1,089.12	1,383.79	-294.67	0.00
10.0000	199333105	COLBS MCKINNON CORP N Y COM	07/17/2007	01/04/2008	294.79	323.99	-29.20	0.00
135.0000	451734107	IHS INC COM CL A COM CL A	VARIOUS	01/04/2008	7,762.73	5,189.25	2,573.48	0.00
205.0000	05069A302	#REORG/AUDIBLE INC CASH MERGER EFF 3/18/08	11/12/2007	01/08/2008	1,767.05	2,269.41	-502.36	0.00
1070.0000	099724106	BORG WARNER INC COM WARNER INC @ 1 EFF 2-4-00	VARIOUS	01/08/2008	47,091.79	40,584.12	6,507.67	0.00

This is important tax information and is being furnished to you.



Northern Trust

2008 Tax Information Statement

Account Number: 26-32428
Recipient's Tax ID number: 95-6060162

Recipient's Name and Address
THOMAS & DOROTHY LEAVEY
FOUNDATION
LOUIS CASTRUCCIO
IRELL & MANELLA LLP
1800 AVENUE OF THE STARS, SUITE 900
LOS ANGELES, CA 90067-4276

THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

Corrected

2nd TIN notice

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
235.0000	209341106	CONS GRAPHICS INC COM	01/16/2007	01/08/2008	10,155.13	14,148.32	-3,993.19	0.00
420.0000	05069A302	#REORG/AUDIBLE INC CASH MERGER EFF 3/18/08	11/12/2007	01/09/2008	3,468.93	4,649.52	-1,180.59	0.00
615.0000	209341106	CONS GRAPHICS INC COM	01/16/2007	01/09/2008	25,958.20	37,026.44	-11,068.24	0.00
5375.0000	74762E102	QUANTA SVCS INC COM	04/20/2007	01/09/2008	122,513.72	144,232.21	-21,718.49	0.00
50.0000	05069A302	#REORG/AUDIBLE INC CASH MERGER EFF 3/18/08	11/12/2007	01/10/2008	433.00	553.52	-120.52	0.00
175.0000	067774109	BARNES & NOBLE INC COM	03/26/2007	01/10/2008	5,245.36	6,808.76	-1,563.40	0.00
745.0000	067774109	BARNES & NOBLE INC COM	VARIOUS	01/10/2008	22,398.89	28,723.73	-6,324.84	0.00
260.0000	067774109	BARNES & NOBLE INC COM	03/26/2007	01/10/2008	7,837.19	10,115.87	-2,278.68	0.00
230.0000	209341106	CONS GRAPHICS INC COM	01/16/2007	01/10/2008	9,837.10	13,847.29	-4,010.19	0.00
3580.0000	587118100	MENS WEARHOUSE INC	VARIOUS	01/10/2008	65,531.96	142,931.14	-77,399.18	0.00
1065.0000	H50430232	LOGITECH INTERNATIONAL SA CHF0.25(REGD) (POST-SUBD)	06/04/2007	01/10/2008	35,703.89	28,549.77	7,154.12	0.00
475.0000	05069A302	#REORG/AUDIBLE INC CASH MERGER EFF 3/18/08	11/12/2007	01/11/2008	4,115.66	5,258.39	-1,142.73	0.00
220.0000	770196103	ROBBINS & MYERS INC COM	09/10/2007	01/11/2008	16,456.97	11,088.94	5,368.03	0.00
10.0000	H50430232	LOGITECH INTERNATIONAL SA CHF0.25(REGD) (POST-SUBD)	06/04/2007	01/11/2008	320.96	268.07	52.89	0.00

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Northern Trust

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Recipient's Name and Address
THOMAS & DOROTHY LEAVEY
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IRELL & MANELLA LLP
1800 AVENUE OF THE STARS, SUITE 900
LOS ANGELES, CA 90067-4276

THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

Corrected

2nd TIN notice

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
885.0000	099724106	BORG WARNER INC COM WARNER INC @ 1 EFF 2-4-00	03/29/2007	01/14/2008	38,077.42	33,460.26	4,617.16	0.00
945.0000	099724106	BORG WARNER INC COM WARNER INC @ 1 EFF 2-4-00	VARIOUS	01/14/2008	40,618.68	35,623.56	4,995.12	0.00
85.0000	26168L205	DREW INDS INC COM NEW COM NEW	11/07/2007	01/14/2008	2,149.30	3,006.49	-857.19	0.00
375.0000	26168L205	DREW INDS INC COM NEW COM NEW	11/07/2007	01/14/2008	9,403.43	13,263.94	-3,860.51	0.00
45.0000	770196103	ROBBINS & MYERS INC COM	08/16/2007	01/14/2008	3,385.62	2,211.82	1,173.80	0.00
125.0000	770196103	ROBBINS & MYERS INC COM	08/16/2007	01/14/2008	9,336.61	6,143.95	3,192.66	0.00
115.0000	770196103	ROBBINS & MYERS INC COM	VARIOUS	01/14/2008	8,588.75	5,695.40	2,893.35	0.00
510.0000	885160101	THOR INDS INC COM STK	VARIOUS	01/14/2008	16,355.49	21,536.55	-5,181.06	0.00
780.0000	26168L205	DREW INDS INC COM NEW COM NEW	VARIOUS	01/15/2008	18,796.77	27,375.36	-8,578.59	0.00
350.0000	26168L205	DREW INDS INC COM NEW COM NEW	VARIOUS	01/15/2008	8,473.51	12,375.04	-3,901.53	0.00
15.0000	770196103	ROBBINS & MYERS INC COM	08/16/2007	01/15/2008	1,112.86	737.27	375.59	0.00
640.0000	885160101	THOR INDS INC COM STK	09/13/2007	01/15/2008	19,656.65	26,815.30	-7,158.65	0.00
105.0000	885160101	THOR INDS INC COM STK	09/13/2007	01/15/2008	3,226.06	4,399.38	-1,173.32	0.00
9050.0000	00443E104	ADR ACERGY S A SPONSORED ADR	VARIOUS	01/16/2008	172,489.45	246,011.64	-73,522.19	0.00
115.0000	26168L205	DREW INDS INC COM NEW COM NEW	11/08/2007	01/16/2008	2,738.42	3,923.87	-1,185.45	0.00
105.0000	26168L205	DREW INDS INC COM NEW COM NEW	11/08/2007	01/16/2008	2,507.51	3,582.66	-1,075.15	0.00

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THE NORTHERN TRUST COMPANY
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CHICAGO, IL 60680

Corrected

2nd TIN notice

Table with 10 columns: Number of shares, CUSIP, Description, Date Acquired, Date of Sale, Stocks Bonds, etc., Cost or other Basis, Net Gain or Loss, Federal Income Tax Withheld. Contains 18 rows of stock transaction data.

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550.0000	885160101	THOR INDS INC COM STK	09/12/2007	01/22/2008	17,147.58	22,544.11	-5,396.53	0.00
180.0000	885160101	THOR INDS INC COM STK	09/12/2007	01/22/2008	5,636.00	7,378.07	-1,742.07	0.00
1177.5000	254543101	DIODES INC COM	VARIOUS	01/23/2008	27,098.22	28,045.27	-947.05	0.00
1000.0000	26168L205	DREW INDS INC COM NEW COM NEW	VARIOUS	01/23/2008	20,969.47	29,196.31	-8,226.84	0.00
585.0000	885160101	THOR INDS INC COM STK	VARIOUS	01/23/2008	18,386.32	22,250.83	-3,864.51	0.00
1275.0000	254543101	DIODES INC COM	VARIOUS	01/24/2008	29,374.91	29,998.33	-623.42	0.00
1135.0000	420877201	HAYNES INTL INC COM NEW COM NEW	12/14/2007	01/28/2008	51,320.61	84,514.94	-33,194.33	0.00
230.0000	242370104	DEAN FOODS CO NEW	10/24/2007	01/30/2008	6,458.67	5,983.27	475.40	0.00
1180.0000	242370104	DEAN FOODS CO NEW	VARIOUS	01/31/2008	33,134.86	30,614.89	2,519.97	0.00
25.0000	775043102	ROFIN SINAR TECHNOLOGIES INC COM	01/30/2008	01/31/2008	1,084.98	924.85	160.13	0.00
505.0000	775043102	ROFIN SINAR TECHNOLOGIES INC COM	VARIOUS	01/31/2008	21,888.02	18,653.60	3,234.42	0.00
170.0000	775043102	ROFIN SINAR TECHNOLOGIES INC COM	VARIOUS	02/01/2008	7,332.25	6,155.58	1,176.67	0.00
25.0000	775043102	ROFIN SINAR TECHNOLOGIES INC COM	01/24/2008	02/04/2008	1,074.48	888.31	186.17	0.00
3725.0000	067774109	BARNES & NOBLE INC COM	VARIOUS	02/05/2008	111,739.82	138,731.81	-26,991.99	0.00

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Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
5195.0000	540211109	LODGENET INTERACTIVE CORPORATION EFF 1/16/08	VARIOUS	02/05/2008	80,872.26	151,811.56	-70,939.30	0.00
1765.0000	452526106	IMMUCOR INC COM STK	10/29/2007	02/07/2008	47,465.09	57,256.60	-9,791.51	0.00
690.0000	452526106	IMMUCOR INC COM STK	05/14/2007	02/08/2008	18,722.39	21,918.88	-3,196.49	0.00
1925.0000	452526106	IMMUCOR INC COM STK	VARIOUS	02/08/2008	52,094.16	61,339.34	-9,245.18	0.00
635.0000	452526106	IMMUCOR INC COM STK	05/14/2007	02/11/2008	17,537.74	20,171.73	-2,633.99	0.00
315.0000	452526106	IMMUCOR INC COM STK	05/14/2007	02/11/2008	8,811.90	10,006.45	-1,194.55	0.00
2862.0000	001282102	A H BELO CORP COM CL A STK	VARIOUS	02/22/2008	35,660.12	57,125.45	-21,465.33	0.00
1600.0000	749685103	RPM INTL INC	VARIOUS	02/22/2008	34,403.78	32,286.21	2,117.57	0.00
1085.0000	03662Q105	ANSYS INC	VARIOUS	02/26/2008	42,234.24	39,747.97	2,486.27	0.00
3145.0000	24522P103	DEL MONTE FOODS CO	07/31/2007	02/26/2008	24,601.17	36,927.96	-12,326.79	0.00
955.0000	24522P103	DEL MONTE FOODS CO	07/31/2007	02/26/2008	7,441.08	11,213.42	-3,772.34	0.00
270.0000	24522P103	DEL MONTE FOODS CO	07/31/2007	02/26/2008	2,122.17	3,170.29	-1,048.12	0.00
1080.0000	24522P103	DEL MONTE FOODS CO	VARIOUS	02/26/2008	8,494.32	12,698.22	-4,203.90	0.00
1020.0000	24522P103	DEL MONTE FOODS CO	VARIOUS	02/27/2008	7,902.87	11,939.22	-4,036.35	0.00
810.0000	24522P103	DEL MONTE FOODS CO	VARIOUS	02/27/2008	6,248.84	9,502.84	-3,254.00	0.00
80.0000	770196103	ROBBINS & MYERS INC COM	01/30/2008	02/27/2008	5,874.47	5,030.79	843.68	0.00

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1355.0000	24522P103	DEL MONTE FOODS CO	08/10/2007	02/28/2008	11,191.63	14,933.46	-3,741.83	0.00
1940.0000	24522P103	DEL MONTE FOODS CO	VARIOUS	02/28/2008	16,217.25	21,977.07	-5,759.82	0.00
1355.0000	24522P103	DEL MONTE FOODS CO	VARIOUS	02/28/2008	11,024.42	15,814.13	-4,789.71	0.00
70.0000	775043102	ROFIN SINAR TECHNOLOGIES INC COM	VARIOUS	03/06/2008	2,935.48	2,486.60	448.88	0.00
1290.0000	447462102	HURON CONSULTING GROUP INC COM STK	VARIOUS	03/07/2008	70,174.96	87,796.56	-17,621.60	0.00
320.0000	75734R105	REDDY ICE HLDGS INC COM	01/03/2008	03/07/2008	4,264.72	7,991.97	-3,727.25	0.00
4255.0000	75734R105	REDDY ICE HLDGS INC COM	VARIOUS	03/07/2008	61,826.59	106,898.62	-45,072.03	0.00
1860.0000	774415103	ROCKWOOD HLDGS INC COM	VARIOUS	03/07/2008	59,325.34	69,890.58	-10,565.24	0.00
145.0000	775043102	ROFIN SINAR TECHNOLOGIES INC COM	01/18/2008	03/07/2008	5,953.85	5,150.29	803.56	0.00
395.0000	774415103	ROCKWOOD HLDGS INC COM	11/06/2007	03/10/2008	12,452.51	13,834.88	-1,382.37	0.00
185.0000	774415103	ROCKWOOD HLDGS INC COM	11/06/2007	03/10/2008	5,871.33	6,479.63	-608.30	0.00
1100.0000	774415103	ROCKWOOD HLDGS INC COM	VARIOUS	03/11/2008	35,292.01	38,527.25	-3,235.24	0.00
800.0000	852891100	STANCORP FINL GROUP INC COM	08/09/2007	03/11/2008	36,802.63	33,729.20	3,073.43	0.00
510.0000	852891100	STANCORP FINL GROUP INC COM	08/09/2007	03/11/2008	23,478.66	21,502.37	1,976.29	0.00
1630.0000	73172K104	POLYCOM INC	VARIOUS	03/12/2008	33,748.28	42,477.65	-8,729.37	0.00

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IRELL & MANELLA LLP
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LOS ANGELES, CA 90067-4276

THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

Corrected 2nd TIN notice

Table with columns: Number of shares, CUSIP, Description, Date Acquired, Date of Sale, Stocks Bonds, etc., Cost or other Basis, Net Gain or Loss, Federal Income Tax Withheld. Contains 20 rows of stock transaction data.

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25.0000	770196103	ROBBINS & MYERS INC COM	01/30/2008	03/19/2008	966.14	786.06	180.08	0.00
110.0000	02913V103	AMERICAN PUB ED INC COM STK	03/06/2008	03/20/2008	3,108.56	3,227.19	-118.63	0.00
155.0000	02913V103	AMERICAN PUB ED INC COM STK	VARIOUS	03/20/2008	4,410.28	4,495.07	-84.79	0.00
40.0000	770196103	ROBBINS & MYERS INC COM	01/30/2008	03/20/2008	1,472.50	1,257.70	214.80	0.00
555.0000	02913V103	AMERICAN PUB ED INC COM STK	VARIOUS	03/24/2008	16,382.52	15,822.08	560.44	0.00
585.0000	02913V103	AMERICAN PUB ED INC COM STK	VARIOUS	03/24/2008	17,547.46	16,950.47	596.99	0.00
730.0000	03662Q105	ANSYS INC	01/10/2008	03/24/2008	28,274.77	26,697.70	1,577.07	0.00
495.0000	343498101	FLOWERS FOODS INC	VARIOUS	03/24/2008	12,294.08	11,055.60	1,238.48	0.00
125.0000	343498101	FLOWERS FOODS INC	01/14/2008	03/25/2008	3,160.40	2,788.91	371.49	0.00
230.0000	397624107	GREIF INC.	VARIOUS	03/25/2008	16,297.83	12,833.54	3,464.29	0.00
390.0000	397624107	GREIF INC.	VARIOUS	03/26/2008	27,525.58	21,658.42	5,867.16	0.00
2180.0000	980745103	WOODWARD GOVERNOR CO COM	VARIOUS	03/27/2008	60,580.66	70,677.01	-10,096.35	0.00
4445.0000	036384105	#REORG/ANSOFT CORPORATION CASH & STK MERG TO ANSYS INC 2362949 EFF 7/31/08	VARIOUS	03/31/2008	135,210.52	128,405.81	6,804.71	0.00
580.0000	397624107	GREIF INC.	05/07/2007	03/31/2008	39,394.90	32,209.08	7,185.82	0.00
5085.0000	462846106	IRON MOUNTAIN INC	VARIOUS	03/31/2008	133,104.00	156,124.77	-23,020.77	0.00
2070.0000	770196103	ROBBINS & MYERS INC COM	VARIOUS	03/31/2008	67,516.44	62,852.77	4,663.67	0.00

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1525.0000	776696106	ROPER INDS INC NEW	VARIOUS	04/25/2008	93,847.06	96,222.10	-2,375.04	0.00
180.0000	03662Q105	ANSYS INC	03/07/2008	04/28/2008	7,199.95	6,334.96	864.99	0.00
265.0000	03662Q105	ANSYS INC	VARIOUS	04/28/2008	10,595.46	9,523.61	1,071.85	0.00
380.0000	03662Q105	ANSYS INC	03/07/2008	04/29/2008	14,912.21	13,373.79	1,538.42	0.00
375.0000	03662Q105	ANSYS INC	VARIOUS	04/29/2008	14,723.72	12,971.03	1,752.69	0.00
2995.0000	540211109	LODGENET INTERACTIVE CORPORATION EFF 1/16/08	VARIOUS	04/29/2008	17,111.23	79,442.81	-62,331.58	0.00
495.0000	717124101	PHARMACEUTICAL PROD DEV INC	VARIOUS	04/29/2008	20,585.40	16,598.94	3,986.46	0.00
3630.0000	717124101	PHARMACEUTICAL PROD DEV INC	VARIOUS	04/29/2008	150,876.11	121,763.13	29,112.98	0.00
1020.0000	717124101	PHARMACEUTICAL PROD DEV INC	VARIOUS	04/29/2008	42,390.96	41,625.63	765.33	0.00
115.0000	717124101	PHARMACEUTICAL PROD DEV INC	07/19/2007	04/30/2008	4,770.32	3,855.08	915.24	0.00
20.0000	717124101	PHARMACEUTICAL PROD DEV INC	07/19/2007	04/30/2008	829.98	670.45	159.53	0.00
30.0000	717124101	PHARMACEUTICAL PROD DEV INC	07/19/2007	04/30/2008	1,247.94	1,005.67	242.27	0.00
4475.0000	767744105	RITCHIE BROS AUCTIONEERS INC COM ISIN US7677441054	VARIOUS	04/30/2008	113,372.59	115,127.31	-1,754.72	0.00
75.0000	78462K102	SPSS INC COM	11/07/2007	04/30/2008	3,233.63	2,750.96	482.67	0.00
715.0000	78462K102	SPSS INC COM	VARIOUS	04/30/2008	30,535.54	26,223.60	4,311.94	0.00
125.0000	784635104	SPX CORP COM	02/21/2008	04/30/2008	15,373.31	14,424.92	948.39	0.00

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805.0000	03662Q105	ANSYS INC	03/31/2008	05/01/2008	33,429.05	27,712.45	5,716.60	0.00
820.0000	675232102	OCEANEERING INTERNATIONAL INC	11/05/2007	05/01/2008	50,708.43	56,647.08	-5,938.65	0.00
300.0000	717124101	PHARMACEUTICAL PROD DEV INC	07/19/2007	05/01/2008	12,518.89	10,056.72	2,462.17	0.00
100.0000	717124101	PHARMACEUTICAL PROD DEV INC	07/19/2007	05/01/2008	4,175.05	3,352.24	822.81	0.00
100.0000	717124101	PHARMACEUTICAL PROD DEV INC	07/19/2007	05/01/2008	4,159.95	3,352.24	807.71	0.00
160.0000	717124101	PHARMACEUTICAL PROD DEV INC	07/19/2007	05/01/2008	6,714.04	5,363.58	1,350.46	0.00
1390.0000	767744105	RITCHIE BROS AUCTIONEERS INC COM ISIN US7677441054	VARIOUS	05/01/2008	34,771.35	33,618.37	1,152.98	0.00
150.0000	78462K102	SPSS INC COM	VARIOUS	05/01/2008	6,335.14	5,413.63	921.51	0.00
200.0000	78462K102	SPSS INC COM	VARIOUS	05/01/2008	8,418.77	7,331.72	1,087.05	0.00
535.0000	784635104	SPX CORP COM	VARIOUS	05/01/2008	64,797.06	60,893.90	3,903.16	0.00
5.0000	717124101	PHARMACEUTICAL PROD DEV INC	07/19/2007	05/02/2008	212.63	167.61	45.02	0.00
260.0000	78462K102	SPSS INC COM	11/08/2007	05/02/2008	10,918.08	9,182.06	1,736.02	0.00
1320.0000	26153C103	DREAMWORKS ANIMATION INC CL A COM STK	VARIOUS	05/06/2008	40,409.46	33,675.62	6,733.84	0.00
215.0000	78462K102	SPSS INC COM	11/08/2007	05/06/2008	9,021.36	7,592.85	1,428.51	0.00
60.0000	085789105	BERRY PETE CO CL A CL A	10/18/2007	05/07/2008	3,198.71	2,701.80	496.91	0.00
5.0000	085789105	BERRY PETE CO CL A CL A	10/18/2007	05/07/2008	272.03	225.15	46.88	0.00

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Northern Trust

2008 Tax Information Statement

Account Number: 26-32428
Recipient's Tax ID number: 95-6060162

Recipient's Name and Address
THOMAS & DOROTHY LEAVEY
FOUNDATION
LOUIS CASTRUCCIO
IRELL & MANELLA LLP
1800 AVENUE OF THE STARS, SUITE 900
LOS ANGELES, CA 90067-4276

THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

Corrected

2nd TIN notice

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
20.0000	199333105	COLBS MCKINNON CORP N Y COM	07/25/2007	05/07/2008	581.45	560.73	20.72	0.00
10.0000	199333105	COLBS MCKINNON CORP N Y COM	07/25/2007	05/07/2008	290.69	280.36	10.33	0.00
50.0000	78462K102	SPSS INC COM	11/08/2007	05/07/2008	2,097.98	1,765.78	332.20	0.00
195.0000	085789105	BERRY PETE CO CL A CL A	10/18/2007	05/08/2008	10,525.88	8,780.85	1,745.03	0.00
390.0000	085789105	BERRY PETE CO CL A CL A	10/18/2007	05/08/2008	21,060.35	17,561.71	3,498.64	0.00
1125.0000	64126X201	NEUSTAR INC CL A	02/06/2008	05/08/2008	26,813.54	24,463.57	2,349.97	0.00
1305.0000	64126X201	NEUSTAR INC CL A	02/06/2008	05/08/2008	31,318.91	28,377.75	2,941.16	0.00
110.0000	64126X201	NEUSTAR INC CL A	02/06/2008	05/08/2008	2,644.99	2,391.99	253.00	0.00
1010.0000	64126X201	NEUSTAR INC CL A	02/06/2008	05/08/2008	24,041.70	21,962.86	2,078.84	0.00
25.0000	199333105	COLBS MCKINNON CORP N Y COM	07/25/2007	05/09/2008	718.59	700.91	17.68	0.00
60.0000	199333105	COLBS MCKINNON CORP N Y COM	07/25/2007	05/09/2008	1,724.39	1,682.18	42.21	0.00
460.0000	67020Q107	NTELOS HLDGS CORP COM	04/02/2008	05/09/2008	12,876.38	11,121.88	1,754.50	0.00
950.0000	67020Q107	NTELOS HLDGS CORP COM	04/02/2008	05/09/2008	26,580.85	22,969.10	3,611.75	0.00
645.0000	M2196U109	CELLCOM ISRAEL LTD COM STK ILS0.01	07/26/2007	05/09/2008	21,479.53	16,569.47	4,910.06	0.00
275.0000	199333105	COLBS MCKINNON CORP N Y COM	07/25/2007	05/12/2008	7,949.27	7,710.01	239.26	0.00
85.0000	199333105	COLBS MCKINNON CORP N Y COM	07/25/2007	05/12/2008	2,455.10	2,383.09	72.01	0.00

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THE NORTHERN TRUST COMPANY
 P.O. BOX 803878
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Corrected

2nd TIN notice

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
1625.0000	30249U101	FMC TECHNOLOGIES INC COM	12/21/2007	05/12/2008	121,815.32	92,007.82	29,807.50	0.00
225.0000	968223206	JOHN WILEY & SONS INC CLASS A	VARIOUS	05/12/2008	10,605.16	8,973.02	1,632.14	0.00
1770.0000	M2196U109	CELLCOM ISRAEL LTD COM STK ILS0.01	07/26/2007	05/12/2008	59,973.10	45,469.71	14,503.39	0.00
150.0000	199333105	COLBS MCKINNON CORP N Y COM	07/25/2007	05/13/2008	4,347.89	4,205.46	142.43	0.00
490.0000	199333105	COLBS MCKINNON CORP N Y COM	07/25/2007	05/13/2008	14,208.94	13,737.84	471.10	0.00
170.0000	199333105	COLBS MCKINNON CORP N Y COM	07/25/2007	05/13/2008	4,930.48	4,766.19	164.29	0.00
75.0000	199333105	COLBS MCKINNON CORP N Y COM	VARIOUS	05/14/2008	2,190.03	2,024.53	165.50	0.00
235.0000	199333105	COLBS MCKINNON CORP N Y COM	07/31/2007	05/14/2008	6,860.93	6,129.08	731.85	0.00
195.0000	199333105	COLBS MCKINNON CORP N Y COM	VARIOUS	05/14/2008	5,708.53	5,075.78	632.75	0.00
335.0000	199333105	COLBS MCKINNON CORP N Y COM	07/26/2007	05/15/2008	9,685.23	8,689.10	996.13	0.00
170.0000	199333105	COLBS MCKINNON CORP N Y COM	07/26/2007	05/15/2008	4,911.30	4,409.39	501.91	0.00
75.0000	199333105	COLBS MCKINNON CORP N Y COM	07/26/2007	05/16/2008	2,163.82	1,945.32	218.50	0.00
205.0000	199333105	COLBS MCKINNON CORP N Y COM	07/26/2007	05/16/2008	5,907.34	5,317.21	590.13	0.00
580.0000	031100100	AMETEK INC NEW	07/26/2007	05/19/2008	29,557.67	22,730.43	6,827.24	0.00
360.0000	194014106	COLFAX CORP COM US .01	VARIOUS	05/19/2008	8,471.00	6,540.18	1,930.82	0.00
260.0000	199333105	COLBS MCKINNON CORP N Y COM	07/26/2007	05/19/2008	7,485.01	6,743.78	741.23	0.00

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THE NORTHERN TRUST COMPANY
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CHICAGO, IL 60680

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Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
55.0000	G0450A105	ARCH CAPITAL GROUP COM STK	04/01/2008	05/19/2008	3,886.26	3,865.45	20.81	0.00
410.0000	031100100	AMETEK INC NEW	VARIOUS	05/20/2008	20,366.22	16,051.71	4,314.51	0.00
1910.0000	199333105	COLBS MCKINNON CORP N Y COM	VARIOUS	05/20/2008	53,890.91	48,533.71	5,357.20	0.00
1070.0000	G0450A105	ARCH CAPITAL GROUP COM STK	04/01/2008	05/20/2008	75,192.75	75,200.56	-7.81	0.00
555.0000	30249U101	FMC TECHNOLOGIES INC COM	12/21/2007	05/21/2008	45,127.51	31,424.21	13,703.30	0.00
740.0000	199333105	COLBS MCKINNON CORP N Y COM	VARIOUS	05/22/2008	20,999.38	17,856.19	3,143.19	0.00
1860.0000	30249U101	FMC TECHNOLOGIES INC COM	VARIOUS	05/22/2008	142,305.75	98,121.63	44,184.12	0.00
1465.0000	655663102	NORDSON CORP	VARIOUS	05/22/2008	100,505.76	73,614.65	26,891.11	0.00
555.0000	199333105	COLBS MCKINNON CORP N Y COM	08/06/2007	05/23/2008	15,725.28	13,221.98	2,503.30	0.00
180.0000	30249U101	FMC TECHNOLOGIES INC COM	01/22/2008	05/23/2008	13,851.17	8,935.92	4,915.25	0.00
25.0000	682189105	ON SEMICONDUCTOR CORP COM	12/13/2007	05/28/2008	246.06	199.93	46.13	0.00
3115.0000	682189105	ON SEMICONDUCTOR CORP COM	VARIOUS	05/28/2008	30,756.08	29,980.31	775.77	0.00
390.0000	682189105	ON SEMICONDUCTOR CORP COM	12/13/2007	05/28/2008	3,839.05	3,118.95	720.10	0.00
330.0000	682189105	ON SEMICONDUCTOR CORP COM	12/13/2007	05/29/2008	3,265.66	2,639.11	626.55	0.00
3630.0000	037389103	AON CORP	VARIOUS	06/04/2008	168,382.41	164,902.17	3,480.24	0.00
1260.0000	217204106	COPART INC COM	VARIOUS	06/05/2008	59,431.34	52,048.20	7,383.14	0.00
340.0000	655663102	NORDSON CORP	08/29/2007	06/05/2008	25,118.51	16,659.94	8,458.57	0.00

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THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

Corrected

2nd TIN notice

Table with 9 columns: Number of shares, CUSIP, Description, Date Acquired, Date of Sale, Stocks Bonds, etc., Cost or other Basis, Net Gain or Loss, Federal Income Tax Withheld. Rows include various stock entries like NORDSON CORP, DST SYS INC COM, PERKINELMER INC, etc.

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Corrected 2nd TIN notice

Table with 10 columns: Number of shares, CUSIP, Description, Date Acquired, Date of Sale, Stocks Bonds, etc., Cost or other Basis, Net Gain or Loss, Federal Income Tax Withheld. Contains 18 rows of stock transaction data.

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Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
1420.0000	G20045202	CENT EUROPEAN MEDIA ENTERPRISES LTD NEW COM STK	VARIOUS	06/30/2008	128,471.79	134,974.86	-6,503.07	0.00
2100.0000	N72482107	QIAGEN N V COM	VARIOUS	06/30/2008	42,294.60	43,423.42	-1,128.82	0.00
2105.0000	091935502	BLACKBOARD INC COM	VARIOUS	07/01/2008	79,783.47	61,306.67	18,476.80	0.00
975.0000	205826209	COMTECH TELECOMMUNICATIONS CORP COM NEW	VARIOUS	07/01/2008	47,686.98	43,745.44	3,941.54	0.00
110.0000	45103T107	ADR ICON PUB LTD CO	01/17/2008	07/01/2008	8,273.63	7,442.76	830.87	0.00
1695.0000	78462K102	SPSS INC COM	11/08/2007	07/01/2008	61,610.19	59,859.94	1,750.25	0.00
210.0000	G20045202	CENT EUROPEAN MEDIA ENTERPRISES LTD NEW COM STK	VARIOUS	07/01/2008	18,425.52	18,515.49	-89.97	0.00
575.0000	78462K102	SPSS INC COM	11/08/2007	07/02/2008	20,173.76	20,306.47	-132.71	0.00
3000.0000	059692103	BANCORPSOUTH INC COM	05/02/2008	07/14/2008	48,707.42	74,525.10	-25,817.68	0.00
455.0000	45103T107	ADR ICON PUB LTD CO	01/17/2008	07/14/2008	34,189.36	30,785.98	3,403.38	0.00
6000.0000	059692103	BANCORPSOUTH INC COM	VARIOUS	07/15/2008	95,539.86	132,222.39	-36,682.53	0.00
2165.0000	059692103	BANCORPSOUTH INC COM	VARIOUS	07/16/2008	36,219.59	40,079.79	-3,860.20	0.00
715.0000	12612L108	CNA SURETY CORP COM	09/07/2007	07/23/2008	8,878.39	12,893.73	-4,015.34	0.00
1140.0000	55264U108	MB FINL INC NEW COM	06/20/2008	07/23/2008	28,310.26	27,756.83	553.43	0.00
2300.0000	717528103	PHILADELPHIA CONS HLDG CORP COM	VARIOUS	07/23/2008	133,401.55	81,126.56	52,274.99	0.00

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THE NORTHERN TRUST COMPANY
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CHICAGO, IL 60680

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Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
825.0000	12612L108	CNA SURETY CORP COM	09/07/2007	07/24/2008	10,078.14	14,877.39	-4,799.25	0.00
1375.0000	55264U108	MB FINL INC NEW COM	06/20/2008	07/24/2008	33,367.90	33,478.64	-110.74	0.00
1380.0000	64128B108	NEUTRAL TANDEM INC COM STK	VARIOUS	07/24/2008	24,016.14	24,844.26	-828.12	0.00
4050.0000	45841N107	INTERACTIVE BROKERS GROUP INC CL COM	12/06/2007	07/25/2008	104,538.82	121,624.74	-17,085.92	0.00
1305.0000	45841N107	INTERACTIVE BROKERS GROUP INC CL COM	VARIOUS	07/25/2008	34,756.13	40,818.48	-6,062.35	0.00
860.0000	55264U108	MB FINL INC NEW COM	06/20/2008	07/25/2008	20,013.54	20,939.37	-925.83	0.00
485.0000	64128B108	NEUTRAL TANDEM INC COM STK	03/27/2008	07/25/2008	8,433.57	8,730.00	-296.43	0.00
4065.0000	629377508	NRG ENERGY INC COM NEW	05/22/2008	07/28/2008	141,838.43	165,703.63	-23,865.20	0.00
850.0000	64128B108	NEUTRAL TANDEM INC COM STK	03/27/2008	07/28/2008	14,524.54	15,300.00	-775.46	0.00
375.0000	64128B108	NEUTRAL TANDEM INC COM STK	03/27/2008	07/28/2008	6,409.24	6,750.00	-340.76	0.00
1455.0000	64128B108	NEUTRAL TANDEM INC COM STK	VARIOUS	07/29/2008	25,588.94	26,087.49	-498.55	0.00
1945.0000	64128B108	NEUTRAL TANDEM INC COM STK	VARIOUS	07/30/2008	33,572.84	33,992.93	-420.09	0.00
2140.0000	294549100	EQUITABLE RES INC COM	10/12/2007	07/31/2008	112,463.00	121,022.35	-8,559.35	0.00
485.0000	64128B108	NEUTRAL TANDEM INC COM STK	03/13/2008	07/31/2008	8,371.49	8,385.65	-14.16	0.00
755.0000	879360105	TELEDYNE TECHNOLOGIES INC	07/28/2008	07/31/2008	47,771.37	44,994.83	2,776.54	0.00
540.0000	64128B108	NEUTRAL TANDEM INC COM STK	03/13/2008	08/01/2008	9,256.78	9,336.60	-79.82	0.00

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Corrected 2nd TIN notice

Table with columns: Number of shares, CUSIP, Description, Date Acquired, Date of Sale, Stocks Bonds, etc., Cost or other Basis, Net Gain or Loss, Federal Income Tax Withheld. Contains 18 rows of stock transaction data.

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410.0000	655663102	NORDSON CORP	07/23/2008	08/22/2008	22,625.56	30,582.68	-7,957.12	0.00
1800.0000	655663102	NORDSON CORP	VARIOUS	08/22/2008	100,792.05	113,553.23	-12,761.18	0.00
675.0000	26153C103	DREAMWORKS ANIMATION INC CL A COM STK	VARIOUS	08/29/2008	21,453.60	17,052.33	4,401.27	0.00
450.0000	26153C103	DREAMWORKS ANIMATION INC CL A COM STK	VARIOUS	08/29/2008	14,345.01	11,460.72	2,884.29	0.00
720.0000	26153C103	DREAMWORKS ANIMATION INC CL A COM STK	VARIOUS	09/02/2008	22,989.18	18,083.89	4,905.29	0.00
395.0000	422806109	HEICO CORP NEW COM	VARIOUS	09/02/2008	13,804.14	19,979.15	-6,175.01	0.00
755.0000	422806208	HEICO CORP NEW CL A CL A	VARIOUS	09/02/2008	21,604.04	30,060.82	-8,456.78	0.00
255.0000	422806109	HEICO CORP NEW COM	VARIOUS	09/03/2008	8,767.62	12,888.69	-4,121.07	0.00
955.0000	422806208	HEICO CORP NEW CL A CL A	VARIOUS	09/03/2008	27,116.21	35,891.03	-8,774.82	0.00
535.0000	422806109	HEICO CORP NEW COM	11/01/2007	09/04/2008	17,778.54	27,018.94	-9,240.40	0.00
710.0000	847788106	SPEEDWAY MOTORSPORTS INC COM	VARIOUS	09/04/2008	14,955.85	15,881.86	-926.01	0.00
475.0000	422806109	HEICO CORP NEW COM	VARIOUS	09/05/2008	15,662.47	23,980.87	-8,318.40	0.00
230.0000	422806208	HEICO CORP NEW CL A CL A	03/10/2008	09/05/2008	6,384.76	8,284.81	-1,900.05	0.00
190.0000	847788106	SPEEDWAY MOTORSPORTS INC COM	VARIOUS	09/05/2008	3,942.89	4,226.60	-283.71	0.00
400.0000	847788106	SPEEDWAY MOTORSPORTS INC COM	VARIOUS	09/05/2008	8,306.03	8,801.05	-495.02	0.00

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Table with 9 columns: Number of shares, CUSIP, Description, Date Acquired, Date of Sale, Stocks Bonds, etc., Cost or other Basis, Net Gain or Loss, Federal Income Tax Withheld. Rows include HEICO CORP NEW COM, SPEEDWAY MOTORSPORTS INC COM, WEBMD HEALTH CORP CL A CL A, ALBEMARLE CORP COM, LOGITECH INTERNATIONAL SA, VERISIGN INC, WMS INDUSTRIES INC, WA REAL ESTATE INVNT TR SH BEN INT INT, BRUKER CORP, and ADR ICON PUB LTD CO.

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Account Number: 26-32428
Recipient's Tax ID number: 95-6060162

Recipient's Name and Address
THOMAS & DOROTHY LEAVEY
FOUNDATION
LOUIS CASTRUCCIO
IRELL & MANELLA LLP
1800 AVENUE OF THE STARS, SUITE 900
LOS ANGELES, CA 90067-4276

THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

Corrected

2nd TIN notice

Table with 9 columns: Number of shares, CUSIP, Description, Date Acquired, Date of Sale, Stocks Bonds, etc., Cost or other Basis, Net Gain or Loss, Federal Income Tax Withheld. Rows include various stock holdings like TEXAS INDS INC COM, BLACKBAUD INC COM, GREENHILL & CO INC COM, GREIF INC., and AON CORP.

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Northern Trust

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Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
1150.0000	45168D104	IDEXX LABS INC	VARIOUS	10/06/2008	55,228.56	57,680.11	-2,451.55	0.00
4695.0000	686091109	O REILLY AUTOMOTIVE INC	VARIOUS	10/06/2008	115,013.70	125,800.61	-10,786.91	0.00
3010.0000	758766109	REGAL ENTERTAINMENT GROUP CL A COMMON	VARIOUS	10/06/2008	39,793.48	56,257.75	-16,464.27	0.00
45.0000	395259104	GREENHILL & CO INC COM	09/24/2008	10/07/2008	3,283.86	3,313.75	-29.89	0.00
500.0000	45168D104	IDEXX LABS INC	VARIOUS	10/07/2008	24,106.11	24,940.52	-834.41	0.00
3010.0000	758766109	REGAL ENTERTAINMENT GROUP CL A COMMON	VARIOUS	10/07/2008	40,260.93	55,904.58	-15,643.65	0.00
305.0000	395259104	GREENHILL & CO INC COM	VARIOUS	10/08/2008	21,277.29	22,358.72	-1,081.43	0.00
860.0000	45168D104	IDEXX LABS INC	VARIOUS	10/08/2008	40,095.29	42,712.64	-2,617.35	0.00
1205.0000	758766109	REGAL ENTERTAINMENT GROUP CL A COMMON	02/06/2008	10/08/2008	15,862.29	22,191.88	-6,329.59	0.00
845.0000	302941109	FTI CONSULTING INC	VARIOUS	10/09/2008	56,924.03	47,154.11	9,769.92	0.00
485.0000	302941109	FTI CONSULTING INC	06/05/2008	10/09/2008	32,489.48	27,060.43	5,429.05	0.00
770.0000	758766109	REGAL ENTERTAINMENT GROUP CL A COMMON	02/06/2008	10/09/2008	10,095.49	14,180.71	-4,085.22	0.00
240.0000	205826209	COMTECH TELECOMMUNICATIONS CORP COM NEW	05/14/2008	10/10/2008	10,408.40	10,647.39	-238.99	0.00
1515.0000	421906108	HEALTHCARE SVCS GROUP INC COM	VARIOUS	10/10/2008	21,204.88	31,657.82	-10,452.94	0.00

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THE NORTHERN TRUST COMPANY
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CHICAGO, IL 60680

Corrected 2nd TIN notice

Table with 9 columns: Number of shares, CUSIP, Description, Date Acquired, Date of Sale, Stocks Bonds, etc., Cost or other Basis, Net Gain or Loss, Federal Income Tax Withheld. Contains 18 rows of stock transaction data.

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2008 Tax Information Statement

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THOMAS & DOROTHY LEAVEY
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Corrected 2nd TIN notice

Table with 9 columns: Number of shares, CUSIP, Description, Date Acquired, Date of Sale, Stocks Bonds, etc., Cost or other Basis, Net Gain or Loss, Federal Income Tax Withheld. Contains 20 rows of stock transaction data.

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Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
1170.0000	25659P402	DOLAN MEDIA CO COM STK	VARIOUS	10/29/2008	3,806.33	19,237.85	-15,431.52	0.00
2630.0000	92927K102	WABCO HLDGS INC COM STK	VARIOUS	10/29/2008	41,555.34	116,701.65	-75,146.31	0.00
410.0000	242309102	DEALERTRACK HLDGS INC COM STK	VARIOUS	10/30/2008	4,269.79	8,120.40	-3,850.61	0.00
145.0000	242309102	DEALERTRACK HLDGS INC COM STK	05/01/2008	10/30/2008	1,510.92	2,885.54	-1,374.62	0.00
735.0000	25659P402	DOLAN MEDIA CO COM STK	VARIOUS	10/30/2008	2,675.60	11,870.83	-9,195.23	0.00
2600.0000	242309102	DEALERTRACK HLDGS INC COM STK	VARIOUS	10/31/2008	27,912.14	50,454.55	-22,542.41	0.00
635.0000	242309102	DEALERTRACK HLDGS INC COM STK	VARIOUS	10/31/2008	6,831.23	11,660.75	-4,829.52	0.00
715.0000	242309102	DEALERTRACK HLDGS INC COM STK	VARIOUS	10/31/2008	7,660.25	13,560.00	-5,899.75	0.00
510.0000	251893103	DEVRY INC DEL COM	VARIOUS	10/31/2008	29,075.39	24,116.22	4,959.17	0.00
645.0000	859152100	STERIS CORP	01/30/2008	10/31/2008	21,386.40	16,023.35	5,363.05	0.00
345.0000	242309102	DEALERTRACK HLDGS INC COM STK	06/23/2008	11/03/2008	3,707.13	5,516.38	-1,809.25	0.00
200.0000	242309102	DEALERTRACK HLDGS INC COM STK	VARIOUS	11/03/2008	2,150.36	3,203.85	-1,053.49	0.00
525.0000	859152100	STERIS CORP	01/30/2008	11/03/2008	18,324.02	13,042.26	5,281.76	0.00
1650.0000	343498101	FLOWERS FOODS INC	VARIOUS	11/04/2008	48,852.92	46,198.87	2,654.05	0.00
955.0000	139594105	CAPELLA ED CO COM	VARIOUS	11/05/2008	40,380.13	49,161.05	-8,780.92	0.00
280.0000	159864107	CHARLES RIVER LABORATORIES	VARIOUS	11/06/2008	7,608.64	17,288.87	-9,680.23	0.00
1970.0000	242309102	DEALERTRACK HLDGS INC COM STK	VARIOUS	11/06/2008	18,132.76	31,133.18	-13,000.42	0.00

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Corrected

2nd TIN notice

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2008 Tax Information Statement

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Corrected

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Table with 10 columns: Number of shares, CUSIP, Description, Date Acquired, Date of Sale, Stocks Bonds, etc., Cost or other Basis, Net Gain or Loss, Federal Income Tax Withheld. Rows include LUFKIN INDS INC COM, FLOWERS FOODS INC, WASTE CONNECTIONS INC COM, COMTECH TELECOMMUNICATIONS CORP COM NEW, AON CORP, APTARGROUP INC COM, DEVRY INC DEL COM, and ANSYS INC.

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Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
4300.0000	22002T108	CORP OFFICE PPTYS TR COM	VARIOUS	12/08/2008	125,580.79	161,667.65	-36,086.86	0.00
155.0000	549764108	LUFKIN INDS INC COM	05/23/2008	12/09/2008	5,351.48	12,152.47	-6,800.99	0.00
205.0000	549764108	LUFKIN INDS INC COM	05/23/2008	12/10/2008	7,071.80	16,072.61	-9,000.81	0.00
3345.0000	859152100	STERIS CORP	VARIOUS	12/10/2008	88,159.99	83,024.51	5,135.48	0.00
195.0000	139594105	CAPELLA ED CO COM	VARIOUS	12/11/2008	10,413.14	9,865.87	547.27	0.00
715.0000	515098101	LANDSTAR SYS INC	VARIOUS	12/11/2008	23,596.15	31,970.04	-8,373.89	0.00
3070.0000	707569109	PENN NATL GAMING INC COM	VARIOUS	12/11/2008	65,985.89	98,241.94	-32,256.05	0.00
35.0000	707569109	PENN NATL GAMING INC COM	09/08/2008	12/11/2008	754.09	1,144.01	-389.92	0.00
6460.0000	817565104	SERVICE CORP INTERNATIONAL	09/19/2008	12/11/2008	34,106.02	60,650.36	-26,544.34	0.00
600.0000	929297109	WMS INDUSTRIES INC	03/27/2008	12/11/2008	15,627.75	22,755.60	-7,127.85	0.00
1055.0000	302941109	FTI CONSULTING INC	VARIOUS	12/16/2008	45,123.36	46,759.88	-1,636.52	0.00
3000.0000	45103T107	ADR ICON PUB LTD CO	VARIOUS	12/16/2008	57,752.67	92,754.51	-35,001.84	0.00
540.0000	03662Q105	ANSYS INC	VARIOUS	12/17/2008	15,924.78	22,750.31	-6,825.53	0.00
35.0000	056525108	BADGER METER INC COM	12/03/2008	12/17/2008	1,050.42	927.31	123.11	0.00
60.0000	056525108	BADGER METER INC COM	12/03/2008	12/17/2008	1,797.58	1,589.67	207.91	0.00
235.0000	302941109	FTI CONSULTING INC	11/07/2008	12/17/2008	10,112.30	10,414.66	-302.36	0.00
440.0000	056525108	BADGER METER INC COM	12/03/2008	12/18/2008	13,260.77	11,657.58	1,603.19	0.00

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LOS ANGELES, CA 90067-4276

THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

Corrected 2nd TIN notice

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
1025.0000	251893103	DEVRY INC DEL COM	VARIOUS	12/18/2008	59,019.67	42,941.93	16,077.74	0.00
570.0000	26153C103	DREAMWORKS ANIMATION INC CL A COM STK	VARIOUS	12/18/2008	14,150.91	14,265.71	-114.80	0.00
840.0000	929297109	WMS INDUSTRIES INC	03/27/2008	12/18/2008	22,473.90	31,857.84	-9,383.94	0.00
490.0000	056525108	BADGER METER INC COM	VARIOUS	12/19/2008	14,750.58	12,725.58	2,025.00	0.00
230.0000	056525108	BADGER METER INC COM	12/04/2008	12/19/2008	6,950.95	5,966.75	984.20	0.00
860.0000	26153C103	DREAMWORKS ANIMATION INC CL A COM STK	VARIOUS	12/19/2008	21,454.63	21,476.18	-21.55	0.00
750.0000	549764108	LUFKIN INDS INC COM	05/23/2008	12/22/2008	24,997.35	58,802.25	-33,804.90	0.00
525.0000	056525108	BADGER METER INC COM	12/04/2008	12/23/2008	15,951.35	13,619.76	2,331.59	0.00
210.0000	056525108	BADGER METER INC COM	12/04/2008	12/24/2008	6,329.65	5,447.90	881.75	0.00
385.0000	056525108	BADGER METER INC COM	12/04/2008	12/26/2008	11,623.93	9,987.83	1,636.10	0.00
.2800	18538R103	CLEARWATER PAPER CORP COM STK	06/09/2008	12/26/2008	1.86	9.40	-7.54	0.00
Total Short Term Sales					14,004,073.58	15,992,840.84	-1,988,767.26	0.00
Long Term 15% Sales								
50.0000	775043102	ROFIN SINAR TECHNOLOGIES INC COM	11/09/2006	01/03/2008	2,324.43	1,479.29	845.14	0.00

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2nd TIN notice

Table with 10 columns: Number of shares, CUSIP, Description, Date Acquired, Date of Sale, Stocks Bonds, etc., Cost or other Basis, Net Gain or Loss, Federal Income Tax Withheld. Contains 15 rows of stock transaction data.

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2nd TIN notice

Table with 9 columns: Number of shares, CUSIP, Description, Date Acquired, Date of Sale, Stocks Bonds, etc., Cost or other Basis, Net Gain or Loss, Federal Income Tax Withheld. Contains 16 rows of stock transaction data.

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Corrected 2nd TIN notice

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
115.0000	515098101	LANDSTAR SYS INC	10/18/2006	04/10/2008	5,882.44	4,863.92	1,018.52	0.00
170.0000	589584101	MERIDIAN BIOSCIENCE INC COM	11/14/2005	04/10/2008	5,932.13	2,161.23	3,770.90	0.00
785.0000	589584101	MERIDIAN BIOSCIENCE INC COM	11/14/2005	04/10/2008	27,390.30	9,979.81	17,410.49	0.00
80.0000	515098101	LANDSTAR SYS INC	10/18/2006	04/11/2008	4,083.02	3,383.60	699.42	0.00
170.0000	589584101	MERIDIAN BIOSCIENCE INC COM	11/14/2005	04/11/2008	5,865.32	2,161.23	3,704.09	0.00
515.0000	515098101	LANDSTAR SYS INC	10/18/2006	04/14/2008	26,020.02	21,781.93	4,238.09	0.00
525.0000	775043102	ROFIN SINAR TECHNOLOGIES INC COM	11/09/2006	04/16/2008	24,186.51	15,532.60	8,653.91	0.00
35.0000	515098101	LANDSTAR SYS INC	10/18/2006	04/17/2008	1,777.84	1,480.32	297.52	0.00
1500.0000	343498101	FLOWERS FOODS INC	VARIOUS	04/23/2008	38,369.78	27,023.54	11,346.24	0.00
445.0000	775043102	ROFIN SINAR TECHNOLOGIES INC COM	11/09/2006	04/25/2008	20,218.32	13,165.72	7,052.60	0.00
35.0000	775043102	ROFIN SINAR TECHNOLOGIES INC COM	11/09/2006	04/25/2008	1,619.90	1,035.51	584.39	0.00
360.0000	775043102	ROFIN SINAR TECHNOLOGIES INC COM	11/09/2006	04/28/2008	16,248.28	10,650.92	5,597.36	0.00
220.0000	03662Q105	ANSYS INC	VARIOUS	05/01/2008	9,135.89	4,995.26	4,140.63	0.00
665.0000	675232102	OCEANEERING INTERNATIONAL INC	VARIOUS	05/01/2008	40,979.00	26,924.36	14,054.64	0.00
735.0000	675232102	OCEANEERING INTERNATIONAL INC	02/22/2007	05/01/2008	45,452.07	30,051.51	15,400.56	0.00

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515.0000	03662Q105	ANSYS INC	06/28/2006	05/02/2008	22,217.02	11,522.41	10,694.61	0.00
1110.0000	343498101	FLOWERS FOODS INC	VARIOUS	05/05/2008	29,922.10	19,931.95	9,990.15	0.00
1480.0000	343498101	FLOWERS FOODS INC	VARIOUS	05/06/2008	39,418.53	26,403.47	13,015.06	0.00
225.0000	343498101	FLOWERS FOODS INC	11/13/2006	05/07/2008	6,010.09	3,936.45	2,073.64	0.00
317.0000	343498101	FLOWERS FOODS INC	11/13/2006	05/08/2008	8,207.02	5,546.03	2,660.99	0.00
545.0000	968223206	JOHN WILEY & SONS INC CLASS A	09/21/2006	05/12/2008	25,688.04	19,625.60	6,062.44	0.00
700.0000	03662Q105	ANSYS INC	VARIOUS	05/13/2008	31,642.69	15,444.51	16,198.18	0.00
920.0000	192422103	COGNEX CORP.	09/21/2006	05/19/2008	24,446.28	22,147.84	2,298.44	0.00
75.0000	55306N104	MKS INSTR INC COM STK	03/01/2007	05/19/2008	1,874.96	1,790.49	84.47	0.00
240.0000	209341106	CONS GRAPHICS INC COM	01/16/2007	05/20/2008	13,935.38	14,449.34	-513.96	0.00
285.0000	55306N104	MKS INSTR INC COM STK	VARIOUS	05/20/2008	6,923.92	6,773.93	149.99	0.00
55.0000	G0450A105	ARCH CAPITAL GROUP COM STK	09/21/2006	05/20/2008	3,865.05	3,471.06	393.99	0.00
1475.0000	192422103	COGNEX CORP.	09/21/2006	05/21/2008	39,266.19	35,508.76	3,757.43	0.00
865.0000	209341106	CONS GRAPHICS INC COM	VARIOUS	05/21/2008	49,119.78	51,990.72	-2,870.94	0.00
210.0000	55306N104	MKS INSTR INC COM STK	02/08/2007	05/21/2008	5,068.72	4,982.71	86.01	0.00
480.0000	209341106	CONS GRAPHICS INC COM	VARIOUS	05/22/2008	27,440.19	28,787.26	-1,347.07	0.00
135.0000	55306N104	MKS INSTR INC COM STK	02/08/2007	05/22/2008	3,235.66	3,203.17	32.49	0.00

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Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
55.0000	55306N104	MKS INSTR INC COM STK	02/08/2007	05/22/2008	1,319.17	1,305.00	14.17	0.00
285.0000	209341106	CONS GRAPHICS INC COM	01/18/2007	05/23/2008	15,844.29	17,031.51	-1,187.22	0.00
580.0000	749607107	RLI CORP COM	VARIOUS	05/23/2008	29,029.12	29,176.91	-147.79	0.00
35.0000	55306N104	MKS INSTR INC COM STK	02/08/2007	05/27/2008	839.76	830.45	9.31	0.00
35.0000	55306N104	MKS INSTR INC COM STK	02/08/2007	05/27/2008	839.66	830.45	9.21	0.00
785.0000	749607107	RLI CORP COM	VARIOUS	05/27/2008	39,433.54	37,430.13	2,003.41	0.00
510.0000	03662Q105	ANSYS INC	07/11/2006	05/29/2008	23,846.90	11,236.24	12,610.66	0.00
40.0000	55306N104	MKS INSTR INC COM STK	02/08/2007	06/02/2008	959.70	949.09	10.61	0.00
1075.0000	03662Q105	ANSYS INC	VARIOUS	06/04/2008	51,084.57	20,054.86	31,029.71	0.00
2020.0000	037389103	AON CORP	02/26/2007	06/04/2008	93,700.41	78,706.47	14,993.94	0.00
360.0000	55306N104	MKS INSTR INC COM STK	02/08/2007	06/04/2008	8,684.16	8,541.79	142.37	0.00
345.0000	080555105	A H BELO CORP	05/25/2007	06/09/2008	3,056.02	5,676.60	-2,620.58	0.00
80.0000	080555105	A H BELO CORP	05/25/2007	06/09/2008	707.98	1,316.31	-608.33	0.00
70.0000	080555105	A H BELO CORP	05/25/2007	06/09/2008	626.25	1,151.78	-525.53	0.00
5.0000	080555105	A H BELO CORP	05/25/2007	06/09/2008	44.63	82.27	-37.64	0.00
325.0000	080555105	A H BELO CORP	05/25/2007	06/09/2008	2,898.07	5,347.52	-2,449.45	0.00
680.0000	203372107	COMMSCOPE INC COM	10/04/2006	06/09/2008	36,218.77	20,475.34	15,743.43	0.00

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Northern Trust

2008 Tax Information Statement

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Recipient's Tax ID number: 95-6060162

Recipient's Name and Address
THOMAS & DOROTHY LEAVEY
FOUNDATION
LOUIS CASTRUCCIO
IRELL & MANELLA LLP
1800 AVENUE OF THE STARS, SUITE 900
LOS ANGELES, CA 90067-4276

THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

Corrected

2nd TIN notice

Table with 9 columns: Number of shares, CUSIP, Description, Date Acquired, Date of Sale, Stocks Bonds, etc., Cost or other Basis, Net Gain or Loss, Federal Income Tax Withheld. Contains 16 rows of stock transaction data.

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90.0000	080555105	A H BELO CORP	05/21/2007	06/17/2008	780.29	1,454.10	-673.81	0.00
455.0000	080555105	A H BELO CORP	05/21/2007	06/18/2008	3,811.32	7,351.30	-3,539.98	0.00
245.0000	080555105	A H BELO CORP	05/21/2007	06/19/2008	2,060.16	3,958.39	-1,898.23	0.00
620.0000	080555105	A H BELO CORP	05/21/2007	06/19/2008	5,202.02	10,017.15	-4,815.13	0.00
120.0000	080555105	A H BELO CORP	05/21/2007	06/19/2008	1,005.59	1,938.80	-933.21	0.00
405.0000	080555105	A H BELO CORP	05/21/2007	06/20/2008	3,308.99	6,543.46	-3,234.47	0.00
690.0000	080555105	A H BELO CORP	05/21/2007	06/23/2008	5,551.91	11,148.12	-5,596.21	0.00
140.0000	080555105	A H BELO CORP	05/21/2007	06/23/2008	1,118.79	2,261.94	-1,143.15	0.00
9860.0000	670006105	NOVELL INC	VARIOUS	06/23/2008	59,992.83	64,294.81	-4,301.98	0.00
690.0000	080555105	A H BELO CORP	VARIOUS	06/24/2008	5,359.81	11,103.54	-5,743.73	0.00
2085.0000	26483E100	DUN & BRADSTREET CORP DEL NEW	VARIOUS	06/24/2008	181,176.31	154,602.59	26,573.72	0.00
2810.0000	670006105	NOVELL INC	03/02/2007	06/24/2008	16,789.65	18,245.33	-1,455.68	0.00
205.0000	080555105	A H BELO CORP	05/18/2007	06/25/2008	1,595.26	3,253.14	-1,657.88	0.00
1645.0000	749607107	RLI CORP COM	VARIOUS	07/23/2008	88,834.76	77,706.91	11,127.85	0.00
170.0000	12612L108	CNA SURETY CORP COM	05/03/2006	07/24/2008	2,076.71	2,931.60	-854.89	0.00
1660.0000	12612L108	CNA SURETY CORP COM	VARIOUS	07/25/2008	21,205.72	26,345.41	-5,139.69	0.00

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230.0000	192422103	COGNEX CORP.	09/21/2006	07/25/2008	5,490.98	5,536.96	-45.98	0.00
405.0000	192422103	COGNEX CORP.	09/21/2006	07/25/2008	9,650.24	9,749.86	-99.62	0.00
370.0000	12612L108	CNA SURETY CORP COM	07/13/2005	07/28/2008	4,532.99	5,602.10	-1,069.11	0.00
1225.0000	192422103	COGNEX CORP.	VARIOUS	07/28/2008	27,187.25	28,040.16	-852.91	0.00
595.0000	192422103	COGNEX CORP.	09/21/2006	07/28/2008	13,794.94	14,323.87	-528.93	0.00
1215.0000	192422103	COGNEX CORP.	09/21/2006	07/28/2008	26,828.86	29,249.58	-2,420.72	0.00
255.0000	12612L108	CNA SURETY CORP COM	07/13/2005	07/29/2008	3,196.15	3,860.90	-664.75	0.00
1045.0000	12612L108	CNA SURETY CORP COM	07/13/2005	07/29/2008	13,098.05	15,822.14	-2,724.09	0.00
125.0000	192422103	COGNEX CORP.	10/18/2006	07/29/2008	2,202.63	2,792.12	-589.49	0.00
2175.0000	12612L108	CNA SURETY CORP COM	07/13/2005	07/30/2008	27,743.71	32,931.24	-5,187.53	0.00
930.0000	636518102	NATIONAL INSTRS CORP	VARIOUS	07/30/2008	30,961.57	26,963.38	3,998.19	0.00
535.0000	12612L108	CNA SURETY CORP COM	07/13/2005	07/31/2008	6,905.15	8,100.33	-1,195.18	0.00
750.0000	294549100	EQUITABLE RES INC COM	06/05/2007	07/31/2008	39,414.60	39,921.60	-507.00	0.00
535.0000	636518102	NATIONAL INSTRS CORP	12/11/2006	07/31/2008	18,338.14	15,509.92	2,828.22	0.00
575.0000	879360105	TELEDYNE TECHNOLOGIES INC	07/13/2005	07/31/2008	36,382.17	19,532.35	16,849.82	0.00
795.0000	636518102	NATIONAL INSTRS CORP	VARIOUS	08/15/2008	26,759.22	23,030.06	3,729.16	0.00
35.0000	636518102	NATIONAL INSTRS CORP	12/11/2006	08/15/2008	1,187.54	1,014.67	172.87	0.00

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795.0000	636518102	NATIONAL INSTRS CORP	VARIOUS	08/18/2008	26,265.54	23,022.21	3,243.33	0.00
5.0000	636518102	NATIONAL INSTRS CORP	12/08/2006	08/19/2008	164.89	144.61	20.28	0.00
300.0000	636518102	NATIONAL INSTRS CORP	12/08/2006	08/20/2008	9,684.39	8,676.81	1,007.58	0.00
755.0000	636518102	NATIONAL INSTRS CORP	VARIOUS	08/21/2008	24,316.22	21,755.06	2,561.16	0.00
50.0000	636518102	NATIONAL INSTRS CORP	12/01/2006	08/21/2008	1,611.49	1,439.90	171.59	0.00
260.0000	636518102	NATIONAL INSTRS CORP	12/01/2006	08/22/2008	8,333.08	7,487.48	845.60	0.00
435.0000	636518102	NATIONAL INSTRS CORP	12/01/2006	08/25/2008	13,963.55	12,527.13	1,436.42	0.00
115.0000	636518102	NATIONAL INSTRS CORP	12/01/2006	08/26/2008	3,685.85	3,311.77	374.08	0.00
1750.0000	714046109	PERKINELMER INC	VARIOUS	09/05/2008	45,903.12	44,126.61	1,776.51	0.00
690.0000	714046109	PERKINELMER INC	VARIOUS	09/08/2008	18,284.34	17,242.10	1,042.24	0.00
505.0000	714046109	PERKINELMER INC	VARIOUS	09/08/2008	13,373.48	12,727.71	645.77	0.00
2525.0000	H50430232	LOGITECH INTERNATIONAL SA CHF0.25(REGD) (POST-SUBD)	VARIOUS	09/09/2008	60,149.20	67,550.72	-7,401.52	0.00
4485.0000	012653101	ALBEMARLE CORP COM	VARIOUS	09/10/2008	152,486.45	166,664.34	-14,177.89	0.00
2320.0000	686091109	O REILLY AUTOMOTIVE INC	VARIOUS	09/10/2008	67,265.00	80,886.04	-13,621.04	0.00
2530.0000	H50430232	LOGITECH INTERNATIONAL SA CHF0.25(REGD) (POST-SUBD)	VARIOUS	09/10/2008	59,009.89	67,167.98	-8,158.09	0.00
2550.0000	261608103	DRESSER-RAND GROUP INC COM	VARIOUS	09/11/2008	87,536.16	94,768.74	-7,232.58	0.00

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1800 AVENUE OF THE STARS, SUITE 900
LOS ANGELES, CA 90067-4276

THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

Corrected 2nd TIN notice

Table with columns: Number of shares, CUSIP, Description, Date Acquired, Date of Sale, Stocks Bonds, etc., Cost or other Basis, Net Gain or Loss, Federal Income Tax Withheld. Contains 15 rows of stock transaction data.

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THE THOMAS AND DOROTHY LEAVEY
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2008 Proceeds from Broker and Barter Exchange Transactions

Sales are listed at Gross Proceeds less commissions and option premiums.

Table with columns: Number of shares, CUSIP, Description, Date Acquired, Date of Sale, Stocks Bonds, etc., Cost or other Basis, Net Gain or Loss, Federal Income Tax Withheld. Includes rows for Short Term Sales of various stocks like APPLIED MATERIALS INC, FORESTAR GROUP INC, etc.

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Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
3000.0000	035710409	ANNALY MTG MGMT INC COM	07/31/2007	01/23/2008	59,369.08	43,650.00	15,719.08	0.00
1500.0000	708160106	JC PENNEY CO INC COM	VARIOUS	01/23/2008	64,236.96	99,588.00	-35,351.04	0.00
1500.0000	00751Y106	ADVANCED AUTO PARTS INC	09/20/2007	01/25/2008	50,757.49	51,288.75	-531.26	0.00
800.0000	709102107	PA REAL ESTATE INVT TR SH BEN INT BENINT	01/22/2008	01/25/2008	18,802.83	21,836.00	-3,033.17	0.00
1400.0000	790849103	ST JUDE MEDICAL INC	10/23/2007	01/25/2008	57,169.35	53,650.66	3,518.69	0.00
100.0000	902973304	US BANCORP DEL NEW	06/05/2007	01/25/2008	3,265.96	3,449.00	-183.04	0.00
1100.0000	G2552X108	COVIDIEN LTD COM STK	VARIOUS	01/25/2008	46,650.48	45,204.00	1,446.48	0.00
600.0000	054937107	BB&T CORP	10/18/2007	01/28/2008	20,261.77	22,534.02	-2,272.25	0.00
400.0000	294821608	ADR ERICSSON L M TEL CO ADR CL B SEK 10 NEW ERICSSON L M TEL CO ADR	VARIOUS	01/28/2008	9,011.90	15,744.00	-6,732.10	0.00
900.0000	872540109	TJX COS INC NEW	06/13/2007	01/28/2008	27,215.70	25,205.85	2,009.85	0.00
600.0000	013817101	ALCOA INC	08/20/2007	01/29/2008	19,206.80	20,361.00	-1,154.20	0.00
600.0000	054937107	BB&T CORP	10/18/2007	01/29/2008	20,945.76	22,534.02	-1,588.26	0.00
900.0000	695257105	PACTIV CORP	VARIOUS	01/29/2008	25,271.72	23,337.59	1,934.13	0.00
300.0000	758075402	REDWOOD TR INC COM	VARIOUS	01/29/2008	11,680.88	14,648.44	-2,967.56	0.00
900.0000	872540109	TJX COS INC NEW	06/13/2007	01/29/2008	27,684.68	25,205.85	2,478.83	0.00

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500.0000	983024100	WYETH LABS	04/02/2007	01/29/2008	20,864.77	25,465.00	-4,600.23	0.00
300.0000	98956P102	ZIMMER HLDGS INC	VARIOUS	01/29/2008	22,733.74	23,785.00	-1,051.26	0.00
2000.0000	437306103	HOME PROPS INC COM	VARIOUS	01/30/2008	96,698.93	104,432.13	-7,733.20	0.00
300.0000	983024100	WYETH LABS	04/02/2007	01/31/2008	11,834.86	15,279.00	-3,444.14	0.00
500.0000	00751Y106	ADVANCED AUTO PARTS INC	VARIOUS	02/01/2008	17,968.80	16,875.25	1,093.55	0.00
400.0000	054937107	BB&T CORP	10/18/2007	02/01/2008	14,371.84	15,022.68	-650.84	0.00
1000.0000	165167107	CHESAPEAKE ENERGY CORP	05/01/2007	02/01/2008	37,699.58	34,400.00	3,299.58	0.00
300.0000	370334104	GENERAL MILLS INC	10/09/2007	02/01/2008	16,642.82	17,280.00	-637.18	0.00
1000.0000	165167107	CHESAPEAKE ENERGY CORP	05/01/2007	02/04/2008	37,469.58	34,400.00	3,069.58	0.00
500.0000	620076109	MOTOROLA INC	06/04/2007	02/04/2008	6,174.93	9,180.00	-3,005.07	0.00
100.0000	032511107	ANADARKO PETROLEUM CORP	03/06/2007	02/05/2008	5,687.30	3,917.20	1,770.10	0.00
500.0000	046265104	ASTORIA FINL CORP	04/25/2007	02/05/2008	13,383.85	13,355.00	28.85	0.00
500.0000	054937107	BB&T CORP	VARIOUS	02/05/2008	17,300.70	18,383.34	-1,082.64	0.00
800.0000	06254Q109	BK HAW CORP COM	01/28/2008	02/05/2008	39,539.64	36,060.32	3,479.32	0.00
300.0000	294549100	EQUITABLE RES INC COM	02/01/2008	02/05/2008	16,868.81	16,815.00	53.81	0.00
500.0000	370334104	GENERAL MILLS INC	10/09/2007	02/05/2008	27,266.19	28,800.00	-1,533.81	0.00
800.0000	745867101	PULTE HOMES INC	12/06/2007	02/05/2008	12,271.86	9,377.20	2,894.66	0.00

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CHICAGO, IL 60680

Corrected 2nd TIN notice

Table with 9 columns: Number of shares, CUSIP, Description, Date Acquired, Date of Sale, Stocks Bonds, etc., Cost or other Basis, Net Gain or Loss, Federal Income Tax Withheld. Contains 15 rows of stock transaction data.

This is important tax information and is being furnished to you.



Northern Trust

2008 Tax Information Statement

Account Number: 26-11868
Recipient's Tax ID number: 95-6060162

Recipient's Name and Address
THE THOMAS AND DOROTHY LEAVEY
FOUNDATION
C/O LOUIS CASTRUCCIO
IRELL & MANELLA LLP
1800 AVENUE OF THE STARS, SUITE 900
LOS ANGELES, CA 90067-4276

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Table with columns: Number of shares, CUSIP, Description, Date Acquired, Date of Sale, Stocks Bonds, etc., Cost or other Basis, Net Gain or Loss, Federal Income Tax Withheld. Rows include KANSAS CITY SOUTHERN INDS INC NEW, KRAFT FOODS INC CL A, OLD REP INTL CORP COM, PNC BANK CORP, ROSS STORES INC COM, STARWOOD HOTELS & RESORTS WORLDWIDE INC COM STK, XILINX INC, JOHNSON & JOHNSON, WASTE MGMT INC DEL, ZIMMER HLDGS INC, DIEBOLD INC COM, DOVER CORP, BALL CORPORATION, KANSAS CITY SOUTHERN INDS INC NEW, MACERICH CO COM.

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Table with 10 columns: Number of shares, CUSIP, Description, Date Acquired, Date of Sale, Stocks Bonds, etc., Cost or other Basis, Net Gain or Loss, Federal Income Tax Withheld. Rows include W W GRAINGER INC, JC PENNEY CO INC COM, RAYMOND JAMES FINANCIAL INC, XILINX INC, etc.

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Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
100.0000	058498106	BALL CORPORATION	11/07/2007	05/20/2008	5,395.47	4,733.89	661.58	0.00
500.0000	380956409	GOLDCORP INC NEW COMMON	05/31/2007	05/20/2008	21,479.87	11,860.00	9,619.87	0.00
1100.0000	500255104	KOHL'S CORP	01/18/2008	05/20/2008	51,910.68	43,867.23	8,043.45	0.00
500.0000	714046109	PERKINELMER INC	12/20/2007	05/20/2008	13,984.92	12,626.35	1,358.57	0.00
500.0000	903236107	URS CORP NEW	VARIOUS	05/20/2008	22,549.87	21,306.44	1,243.43	0.00
500.0000	G2552X108	COVIDIEN LTD COM STK	08/23/2007	05/20/2008	24,469.86	20,039.00	4,430.86	0.00
600.0000	601073109	MILLIPORE CORP	02/04/2008	05/23/2008	44,381.75	38,941.02	5,440.73	0.00
600.0000	601073109	MILLIPORE CORP	05/27/2008	05/27/2008	44,409.77	44,584.02	-174.25	0.00
500.0000	115637209	BROWN-FORMAN INC CL B NON-VTG COM	12/20/2007	05/30/2008	37,630.78	36,892.15	738.63	0.00
3300.0000	344849104	FOOT LOCKER INC	02/25/2008	06/02/2008	47,156.73	42,042.00	5,114.73	0.00
500.0000	754730109	RAYMOND JAMES FINANCIAL INC	01/29/2008	06/02/2008	14,686.91	13,559.35	1,127.56	0.00
300.0000	384802104	W W GRAINGER INC	04/16/2008	06/03/2008	26,896.85	25,213.89	1,682.96	0.00
800.0000	478160104	JOHNSON & JOHNSON	VARIOUS	06/03/2008	53,455.70	49,493.00	3,962.70	0.00
400.0000	754730109	RAYMOND JAMES FINANCIAL INC	01/28/2008	06/03/2008	11,571.93	10,532.88	1,039.05	0.00
500.0000	962166104	WEYERHAEUSER CO	11/29/2007	06/03/2008	29,970.83	36,022.85	-6,052.02	0.00
500.0000	G2552X108	COVIDIEN LTD COM STK	08/23/2007	06/03/2008	24,942.86	20,039.00	4,903.86	0.00

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2000.0000	620076109	MOTOROLA INC	VARIOUS	06/18/2008	17,379.90	35,918.00	-18,538.10	0.00
600.0000	754730109	RAYMOND JAMES FINANCIAL INC	01/28/2008	06/18/2008	17,153.90	15,799.32	1,354.58	0.00
1000.0000	042735100	ARROW ELECTR INC COM	06/05/2008	06/19/2008	31,961.82	32,365.00	-403.18	0.00
300.0000	346091705	FOREST OIL CORP COM PAR \$0.01 COM PAR \$0.01	03/26/2008	06/27/2008	22,085.87	14,292.42	7,793.45	0.00
3600.0000	852061100	SPRINT CORP	VARIOUS	06/27/2008	32,003.82	34,904.00	-2,900.18	0.00
2400.0000	984332106	YAHOO INC	05/06/2008	06/30/2008	50,255.71	61,008.00	-10,752.29	0.00
200.0000	80007P307	SANDRIDGE ENERGY INC COM	01/09/2008	07/03/2008	12,418.93	6,209.64	6,209.29	0.00
300.0000	80007P307	SANDRIDGE ENERGY INC COM	01/09/2008	07/07/2008	17,714.90	9,314.46	8,400.44	0.00
200.0000	068306109	BARR LABS INC	07/26/2007	07/16/2008	9,190.94	10,707.00	-1,516.06	0.00
200.0000	068306109	BARR LABS INC	07/26/2007	07/18/2008	12,791.93	10,707.00	2,084.93	0.00
1300.0000	91879Q109	VAIL RESORTS INC COM	07/15/2008	07/18/2008	47,462.73	40,191.97	7,270.76	0.00
4700.0000	67622Q106	OFFICE DEPOT INC	VARIOUS	07/21/2008	30,837.93	71,121.00	-40,283.07	0.00
700.0000	98956P102	ZIMMER HLDGS INC	VARIOUS	07/21/2008	50,024.72	50,031.00	-6.28	0.00
800.0000	35063R100	#REORG/FDRY NETWORKS INC CASH MERGER EFF12/18/08	02/12/2008	07/22/2008	14,343.91	11,152.00	3,191.91	0.00
3000.0000	35063R100	#REORG/FDRY NETWORKS INC CASH MERGER EFF12/18/08	VARIOUS	07/23/2008	53,969.69	41,140.81	12,828.88	0.00

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Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
1300.0000	87161C105	SYNOVUS FINANCIAL CORP	VARIOUS	07/23/2008	14,077.88	14,996.22	-918.34	0.00
200.0000	384802104	W W GRAINGER INC	04/16/2008	07/25/2008	17,681.90	16,809.26	872.64	0.00
1000.0000	714046109	PERKINELMER INC	12/20/2007	07/25/2008	29,059.83	25,252.70	3,807.13	0.00
1200.0000	87161C105	SYNOVUS FINANCIAL CORP	10/30/2007	07/25/2008	11,207.93	13,224.53	-2,016.60	0.00
900.0000	35063R100	#REORG/FDRY NETWORKS INC CASH MERGER EFF12/18/08	VARIOUS	07/29/2008	15,839.91	11,841.29	3,998.62	0.00
1000.0000	879868107	TEMPLE INLAND INC	VARIOUS	07/29/2008	14,439.91	32,385.77	-17,945.86	0.00
400.0000	903236107	URS CORP NEW	01/22/2008	07/29/2008	16,991.90	16,596.88	395.02	0.00
800.0000	928298108	VISHAY INTERTECHNOLOGY INC COM	08/02/2007	07/29/2008	7,343.96	11,584.00	-4,240.04	0.00
1000.0000	69331C108	PG&E CORP	04/07/2008	07/30/2008	37,790.78	39,070.00	-1,279.22	0.00
400.0000	156700106	CENTURYTEL INC	06/03/2008	07/31/2008	14,875.91	14,202.68	673.23	0.00
1500.0000	531172104	LIBERTY PROPERTY TRUST SHARES OF BENEFICIAL INTEREST	01/18/2008	08/01/2008	53,926.64	38,637.15	15,289.49	0.00
3200.0000	539320101	LIZ CLAIBORNE INC	06/12/2008	08/04/2008	41,237.84	50,104.96	-8,867.12	0.00
300.0000	G2552X108	COVIDIEN LTD COM STK	08/23/2007	08/05/2008	15,539.91	12,023.40	3,516.51	0.00
1000.0000	054937107	BB&T CORP	VARIOUS	08/06/2008	29,754.83	35,508.00	-5,753.17	0.00
1000.0000	487836108	KELLOGG CO	VARIOUS	08/06/2008	54,069.69	50,629.23	3,440.46	0.00
600.0000	501044101	KROGER CO	01/08/2008	08/06/2008	17,063.90	15,270.00	1,793.90	0.00

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2nd TIN notice

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
400.0000	743315103	PROGRESSIVE CORP OHIO	02/21/2008	08/06/2008	8,155.95	7,512.00	643.95	0.00
500.0000	054937107	BB&T CORP	VARIOUS	08/07/2008	15,262.91	16,889.99	-1,627.08	0.00
400.0000	237194105	DARDEN RESTAURANTS INC	02/13/2008	08/11/2008	14,857.91	12,424.00	2,433.91	0.00
300.0000	487836108	KELLOGG CO	02/12/2008	08/11/2008	16,694.90	15,072.24	1,622.66	0.00
400.0000	512807108	LAM RESEARCH CORP	05/30/2008	08/11/2008	15,926.91	16,264.00	-337.09	0.00
600.0000	69331C108	PG&E CORP	03/11/2008	08/11/2008	24,197.86	22,770.00	1,427.86	0.00
1500.0000	714046109	PERKINELMER INC	12/20/2007	08/11/2008	44,549.75	37,879.05	6,670.70	0.00
200.0000	384802104	W W GRAINGER INC	04/02/2008	08/13/2008	18,410.89	16,053.80	2,357.09	0.00
700.0000	69331C108	PG&E CORP	03/11/2008	08/13/2008	27,824.84	26,565.00	1,259.84	0.00
400.0000	884315102	THOMAS & BETTS CORP	01/28/2008	08/13/2008	18,671.33	17,164.44	1,506.89	0.00
700.0000	35063R100	#REORG/FDRY NETWORKS INC CASH MERGER EFF12/18/08	03/07/2008	08/15/2008	12,592.92	8,015.00	4,577.92	0.00
1800.0000	501044101	KROGER CO	01/08/2008	08/15/2008	55,262.75	45,810.00	9,452.75	0.00
1000.0000	879868107	TEMPLE INLAND INC	12/07/2007	08/15/2008	16,959.90	28,226.04	-11,266.14	0.00
500.0000	053893103	AVOCENT CORP COM	VARIOUS	08/18/2008	12,050.93	10,595.00	1,455.93	0.00
800.0000	156700106	CENTURYTEL INC	VARIOUS	08/18/2008	30,081.83	27,930.67	2,151.16	0.00
600.0000	303250104	FAIR ISAAC & CO INC	05/12/2008	08/18/2008	15,762.93	13,915.02	1,847.91	0.00

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900.0000	461202103	INTUIT	03/19/2008	08/18/2008	27,165.80	24,898.50	2,267.30	0.00
500.0000	73172K104	POLYCOM INC	VARIOUS	08/18/2008	13,844.92	11,595.00	2,249.92	0.00
600.0000	754730109	RAYMOND JAMES FINANCIAL INC	VARIOUS	08/18/2008	18,752.89	14,825.44	3,927.45	0.00
800.0000	879868107	TEMPLE INLAND INC	12/07/2007	08/18/2008	13,419.44	22,580.84	-9,161.40	0.00
600.0000	487836108	KELLOGG CO	02/12/2008	08/19/2008	32,567.81	30,144.48	2,423.33	0.00
500.0000	754730109	RAYMOND JAMES FINANCIAL INC	03/12/2008	08/19/2008	15,424.91	11,540.00	3,884.91	0.00
300.0000	G2552X108	COVDIEN LTD COM STK	VARIOUS	08/19/2008	15,938.91	11,845.60	4,093.31	0.00
300.0000	068306109	BARR LABS INC	05/08/2008	08/20/2008	20,275.09	11,391.00	8,884.09	0.00
600.0000	46626E205	J2 GLOBAL COMMUNICATONS INC COM NEW NEW	05/19/2008	08/20/2008	15,731.91	14,645.46	1,086.45	0.00
500.0000	754730109	RAYMOND JAMES FINANCIAL INC	VARIOUS	08/20/2008	14,964.91	11,348.00	3,616.91	0.00
1100.0000	88633P302	TICKETMASTER ENTMNT INC	VARIOUS	08/22/2008	26,879.00	33,184.05	-6,305.05	0.00
423.0000	894675107	TREE COM INC COM	VARIOUS	08/22/2008	3,323.53	3,917.91	-594.38	0.00
2100.0000	35063R100	#REORG/FDRY NETWORKS INC CASH MERGER EFF12/18/08	VARIOUS	08/27/2008	38,366.78	23,400.00	14,966.78	0.00
300.0000	884315102	THOMAS & BETTS CORP	01/28/2008	08/27/2008	13,773.91	12,873.33	900.58	0.00
300.0000	903236107	URS CORP NEW	01/22/2008	08/28/2008	14,516.91	12,447.66	2,069.25	0.00
1000.0000	35914P105	FRONTIER OIL CORP	VARIOUS	09/03/2008	19,039.89	31,151.32	-12,111.43	0.00

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800.0000	708160106	JC PENNEY CO INC COM	VARIOUS	09/03/2008	33,439.81	38,183.26	-4,743.45	0.00
200.0000	037604105	APOLLO GROUP INC CL A	06/13/2008	09/04/2008	12,909.92	10,442.00	2,467.92	0.00
100.0000	412822108	HARLEY DAVIDSON INC	08/05/2008	09/04/2008	4,013.73	3,960.38	53.35	0.00
900.0000	054937107	BB&T CORP	11/21/2007	09/09/2008	29,864.80	29,657.97	206.83	0.00
600.0000	867914103	SUNTRUST BANKS INC	01/23/2008	09/09/2008	30,060.37	37,623.00	-7,562.63	0.00
1600.0000	879868107	TEMPLE INLAND INC	VARIOUS	09/09/2008	29,295.19	23,862.00	5,433.19	0.00
1000.0000	745867101	PULTE HOMES INC	04/07/2008	09/10/2008	15,519.91	16,460.00	-940.09	0.00
.3300	894675107	TREE COM INC COM	06/30/2008	09/10/2008	2.44	2.62	-0.18	0.00
900.0000	879868107	TEMPLE INLAND INC	05/09/2008	09/11/2008	16,568.90	11,115.00	5,453.90	0.00
800.0000	855030102	STAPLES INC	09/21/2007	09/12/2008	19,671.89	18,040.00	1,631.89	0.00
1600.0000	87161C105	SYNOVUS FINANCIAL CORP	VARIOUS	09/12/2008	16,451.90	17,271.73	-819.83	0.00
800.0000	054937107	BB&T CORP	VARIOUS	09/15/2008	27,503.84	26,005.99	1,497.85	0.00
1500.0000	35914P105	FRONTIER OIL CORP	VARIOUS	09/15/2008	30,431.82	42,831.95	-12,400.13	0.00
600.0000	580645109	MCGRAW HILL COMPANIES INC	11/05/2007	09/15/2008	25,608.87	28,164.00	-2,555.13	0.00
600.0000	73172K104	POLYCOM INC	VARIOUS	09/15/2008	14,849.91	13,601.71	1,248.20	0.00
500.0000	054937107	BB&T CORP	01/17/2008	09/16/2008	17,839.89	14,688.65	3,151.24	0.00
500.0000	178566105	CITY NATIONAL CORP	06/13/2008	09/16/2008	29,074.83	21,350.00	7,724.83	0.00

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400.0000	50540R409	LABORATORY CORP AMER HLDGS NEW	04/07/2008	09/16/2008	29,359.83	29,518.52	-158.69	0.00
400.0000	580645109	MCGRAW HILL COMPANIES INC	11/05/2007	09/16/2008	16,171.90	18,776.00	-2,604.10	0.00
1300.0000	053611109	AVERY DENNISON CORP	VARIOUS	09/17/2008	59,396.66	64,214.51	-4,817.85	0.00
800.0000	054937107	BB&T CORP	VARIOUS	09/17/2008	27,606.88	23,427.38	4,179.50	0.00
400.0000	412822108	HARLEY DAVIDSON INC	08/05/2008	09/17/2008	15,941.91	15,841.52	100.39	0.00
300.0000	580645109	MCGRAW HILL COMPANIES INC	12/11/2007	09/17/2008	11,810.93	13,939.20	-2,128.27	0.00
300.0000	693506107	PPG INDUSTRIES INC	06/16/2008	09/17/2008	19,327.90	18,618.00	709.90	0.00
500.0000	745867101	PULTE HOMES INC	VARIOUS	09/17/2008	7,469.95	6,808.45	661.50	0.00
1300.0000	053611109	AVERY DENNISON CORP	VARIOUS	09/18/2008	59,734.66	55,801.46	3,933.20	0.00
800.0000	412822108	HARLEY DAVIDSON INC	VARIOUS	09/18/2008	32,747.81	30,646.14	2,101.67	0.00
200.0000	50540R409	LABORATORY CORP AMER HLDGS NEW	04/07/2008	09/18/2008	14,325.91	14,759.26	-433.35	0.00
1100.0000	695257105	PACTIV CORP	11/30/2007	09/18/2008	29,128.82	27,695.80	1,433.02	0.00
2600.0000	87161C105	SYNOVUS FINANCIAL CORP	VARIOUS	09/18/2008	26,805.84	26,991.16	-185.32	0.00
300.0000	178566105	CITY NATIONAL CORP	06/13/2008	09/19/2008	18,444.88	12,810.00	5,634.88	0.00
2300.0000	195493309	COLONIAL BANC GROUP INC	VARIOUS	09/19/2008	24,197.70	42,224.06	-18,026.36	0.00
300.0000	580645109	MCGRAW HILL COMPANIES INC	VARIOUS	09/19/2008	11,783.93	13,675.63	-1,891.70	0.00

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Northern Trust

2008 Tax Information Statement

Account Number: 26-11868
 Recipient's Tax ID number: 95-6060162

Recipient's Name and Address
 THE THOMAS AND DOROTHY LEAVEY
 FOUNDATION
 C/O LOUIS CASTRUCCIO
 IRELL & MANELLA LLP
 1800 AVENUE OF THE STARS, SUITE 900
 LOS ANGELES, CA 90067-4276

THE NORTHERN TRUST COMPANY
 P.O. BOX 803878
 CHICAGO, IL 60680

Corrected

2nd TIN notice

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
400.0000	02553E106	AMERICAN EAGLE OUTFITTERS INC NEW COMMON	05/29/2008	09/22/2008	6,483.96	7,626.00	-1,142.04	0.00
800.0000	152312104	CENTEX CORP	12/28/2007	09/22/2008	12,695.92	19,959.44	-7,263.52	0.00
1000.0000	745867101	PULTE HOMES INC	12/06/2007	09/22/2008	15,949.91	11,721.50	4,228.41	0.00
800.0000	754730109	RAYMOND JAMES FINANCIAL INC	VARIOUS	09/22/2008	27,807.84	17,940.02	9,867.82	0.00
1100.0000	46113M108	INTERVAL LEISURE GROUP INC COM STK	VARIOUS	09/23/2008	12,007.97	21,057.64	-9,049.67	0.00
800.0000	693506107	PPG INDUSTRIES INC	VARIOUS	09/23/2008	51,266.75	49,017.00	2,249.75	0.00
400.0000	054937107	BB&T CORP	VARIOUS	09/26/2008	15,144.91	11,287.00	3,857.91	0.00
400.0000	708160106	JC PENNEY CO INC COM	12/05/2007	09/26/2008	13,915.92	18,202.52	-4,286.60	0.00
300.0000	384802104	W W GRAINGER INC	04/02/2008	09/29/2008	25,044.84	24,080.70	964.14	0.00
600.0000	50075N104	KRAFT FOODS INC CL A	10/12/2007	09/29/2008	19,121.89	20,397.84	-1,275.95	0.00
1900.0000	195493309	COLONIAL BANCGROUP INC	VARIOUS	09/30/2008	13,754.97	20,249.00	-6,494.03	0.00
600.0000	303250104	FAIR ISAAC & CO INC	05/12/2008	09/30/2008	13,757.92	13,915.02	-157.10	0.00
300.0000	35914P105	FRONTIER OIL CORP	03/31/2008	09/30/2008	5,534.96	8,121.87	-2,586.91	0.00
500.0000	461202103	INTUIT	03/19/2008	09/30/2008	15,408.91	13,832.50	1,576.41	0.00
1900.0000	195493309	COLONIAL BANCGROUP INC	VARIOUS	10/01/2008	15,924.00	12,892.00	3,032.00	0.00
200.0000	25179M103	DEVON ENERGY CORP NEW	08/06/2008	10/01/2008	17,551.90	18,424.00	-872.10	0.00

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THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

Corrected

2nd TIN notice

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
800.0000	35914P105	FRONTIER OIL CORP	03/31/2008	10/01/2008	14,243.92	21,658.32	-7,414.40	0.00
700.0000	80007P307	SANDRIDGE ENERGY INC COM	VARIOUS	10/01/2008	12,576.89	26,395.00	-13,818.11	0.00
400.0000	91913Y100	VALERO ENERGY CORP NEW	01/17/2008	10/01/2008	11,845.25	21,916.00	-10,070.75	0.00
400.0000	962166104	WEYERHAEUSER CO	VARIOUS	10/01/2008	23,928.86	26,229.49	-2,300.63	0.00
900.0000	512807108	LAM RESEARCH CORP	05/30/2008	10/02/2008	26,702.85	36,594.00	-9,891.15	0.00
300.0000	589400100	MERCURY GEN CORP NEW COM	05/05/2008	10/02/2008	16,505.90	15,288.00	1,217.90	0.00
700.0000	754730109	RAYMOND JAMES FINANCIAL INC	03/11/2008	10/02/2008	21,913.86	15,421.00	6,492.86	0.00
400.0000	015271109	ALEXANDRIA REAL ESTATE EQUITIES	04/04/2008	10/03/2008	43,217.75	39,264.80	3,952.95	0.00
1900.0000	195493309	COLONIAL BANCGROUP INC	06/11/2008	10/03/2008	17,004.90	9,348.00	7,656.90	0.00
600.0000	962166104	WEYERHAEUSER CO	VARIOUS	10/03/2008	35,465.80	38,891.83	-3,426.03	0.00
800.0000	015271109	ALEXANDRIA REAL ESTATE EQUITIES	VARIOUS	10/06/2008	74,741.58	77,037.80	-2,296.22	0.00
600.0000	303250104	FAIR ISAAC & CO INC	VARIOUS	10/06/2008	11,093.93	13,895.85	-2,801.92	0.00
300.0000	681904108	OMNICARE INC COM	03/31/2008	10/06/2008	7,607.96	5,469.00	2,138.96	0.00
600.0000	303250104	FAIR ISAAC & CO INC	05/12/2008	10/07/2008	10,853.93	13,876.68	-3,022.75	0.00
100.0000	346091705	FOREST OIL CORP COM PAR \$0.01 COM PAR \$0.01	03/26/2008	10/07/2008	3,668.48	4,764.14	-1,095.66	0.00
500.0000	708160106	JC PENNEY CO INC COM	12/05/2007	10/08/2008	13,847.92	22,753.15	-8,905.23	0.00

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THE NORTHERN TRUST COMPANY
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Corrected

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Number of shares	ÇUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
500.0000	384802104	W W GRAINGER INC	04/02/2008	10/10/2008	34,438.95	40,134.50	-5,695.55	0.00
1100.0000	404303109	HSN INC DEL COM	VARIOUS	10/10/2008	8,161.95	19,607.71	-11,445.76	0.00
1200.0000	984121103	XEROX CORP	06/16/2008	10/10/2008	8,987.94	16,356.00	-7,368.06	0.00
1500.0000	716495106	PETROHAWK ENERGY CORP COM	08/05/2008	10/14/2008	22,032.92	44,152.05	-22,119.13	0.00
300.0000	413875105	HARRIS CORP DEL COM	06/06/2008	10/15/2008	10,802.93	17,364.00	-6,561.07	0.00
900.0000	80007P307	SANDRIDGE ENERGY INC COM	VARIOUS	10/15/2008	10,250.94	30,429.00	-20,178.06	0.00
1500.0000	460146103	INTERNATIONAL PAPER CO	VARIOUS	10/16/2008	24,874.81	44,173.00	-19,298.19	0.00
500.0000	708160106	JC PENNEY CO INC COM	12/05/2007	10/16/2008	9,769.94	22,753.15	-12,983.21	0.00
1400.0000	460146103	INTERNATIONAL PAPER CO	09/05/2008	10/20/2008	26,617.91	39,858.00	-13,240.09	0.00
1900.0000	695257105	PACTIV CORP	VARIOUS	10/20/2008	43,175.73	46,797.80	-3,622.07	0.00
800.0000	845467109	SOUTHWESTN ENERGY DE COM	VARIOUS	10/20/2008	26,107.85	25,655.32	452.53	0.00
200.0000	91913Y100	VALERO ENERGY CORP NEW	01/17/2008	10/22/2008	3,645.97	10,958.00	-7,312.03	0.00
500.0000	708160106	JC PENNEY CO INC COM	VARIOUS	10/23/2008	9,730.94	22,204.33	-12,473.39	0.00
800.0000	743315103	PROGRESSIVE CORP OHIO	VARIOUS	10/23/2008	9,841.94	14,884.00	-5,042.06	0.00
500.0000	540424108	LOEWS CORP	01/02/2008	10/27/2008	14,064.92	25,527.90	-11,462.98	0.00
1700.0000	540424108	LOEWS CORP	VARIOUS	10/29/2008	51,823.69	80,559.06	-28,735.37	0.00
200.0000	580645109	MCGRAW HILL COMPANIES INC	05/13/2008	10/30/2008	5,029.97	8,765.66	-3,735.69	0.00

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1800 AVENUE OF THE STARS, SUITE 900
LOS ANGELES, CA 90067-4276

THE NORTHERN TRUST COMPANY
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Corrected

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Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
400.0000	686091109	Q REILLY AUTOMOTIVE INC	04/24/2008	10/30/2008	10,427.94	10,853.76	-425.82	0.00
200.0000	845467109	SOUTHWESTN ENERGY DE COM	09/09/2008	10/30/2008	6,337.46	5,940.66	396.80	0.00
200.0000	G65422100	NOBLE CORP	02/29/2008	10/30/2008	6,241.96	10,012.00	-3,770.04	0.00
700.0000	152312104	CENTEX CORP	VARIOUS	11/03/2008	8,323.94	17,062.58	-8,738.64	0.00
400.0000	452308109	ILLINOIS TOOL WORKS INC COM	03/18/2008	11/03/2008	13,342.47	19,420.00	-6,077.53	0.00
500.0000	695257105	PACTIV CORP	06/04/2008	11/03/2008	12,309.93	12,300.00	9.93	0.00
300.0000	708160106	JC PENNEY CQ INC COM	11/28/2007	11/03/2008	6,764.96	12,828.66	-6,063.70	0.00
600.0000	73172K104	POLYCOM INC	04/18/2008	11/03/2008	12,512.92	12,400.26	112.66	0.00
1200.0000	882508104	TEXAS INSTRUMENTS INC	05/19/2008	11/03/2008	22,619.87	39,180.00	-16,560.13	0.00
600.0000	907818108	UNION PAC CORP COM	10/15/2008	11/03/2008	39,942.79	31,963.98	7,978.81	0.00
400.0000	G65422100	NOBLE CORP	VARIOUS	11/03/2008	12,167.93	19,660.00	-7,492.07	0.00
500.0000	695257105	PACTIV CORP	06/04/2008	11/04/2008	13,004.92	12,300.00	704.92	0.00
500.0000	037604105	APOLLO GROUP INC CL A	04/01/2008	11/05/2008	33,749.81	21,955.00	11,794.81	0.00
300.0000	06846N104	BARRETT BILL CORP COM STK	07/25/2008	11/05/2008	6,771.95	12,801.00	-6,029.05	0.00
1800.0000	35914P105	FRONTIER OIL CORP	VARIOUS	11/05/2008	23,579.86	48,406.26	-24,826.40	0.00
200.0000	693475105	PNC BANK CORP	10/15/2008	11/05/2008	14,493.91	12,733.20	1,760.71	0.00
1100.0000	743315103	PROGRESSIVE CORP OHIO	05/14/2008	11/05/2008	15,344.91	20,438.00	-5,093.09	0.00

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THE THOMAS AND DOROTHY LEAVEY
FOUNDATION
C/O LOUIS CASTRUCCIO
IRELL & MANELLA LLP
1800 AVENUE OF THE STARS, SUITE 900
LOS ANGELES, CA 90067-4276

THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

Corrected 2nd TIN notice

Table with 9 columns: Number of shares, CUSIP, Description, Date Acquired, Date of Sale, Stocks Bonds, etc., Cost or other Basis, Net Gain or Loss, Federal Income Tax Withheld. Rows include Charles River Laboratories, Diebold Inc Com, PNC Bank Corp, Pactiv Corp, JC Penney Co Inc Com, W W Grainger Inc, McGraw Hill Companies Inc, Texas Instruments Inc, Kimberly Clark Corp, Centurytel Inc, Apollo Group Inc Cl A, O Reilly Automotive Inc.

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Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
600.0000	903236107	URS CORP NEW	02/27/2008	11/26/2008	21,869.87	24,550.98	-2,681.11	0.00
400.0000	486587108	KAYDON CORP COM	07/31/2008	12/01/2008	11,515.93	18,823.20	-7,307.27	0.00
700.0000	534187109	LINCOLN NATIONAL CORP IND	VARIOUS	12/01/2008	8,994.94	34,174.01	-25,179.07	0.00
400.0000	983024100	WYETH LABS	08/15/2008	12/01/2008	13,123.92	17,554.00	-4,430.08	0.00
900.0000	554382101	MACERICH CO COM	VARIOUS	12/02/2008	8,720.95	56,459.97	-47,739.02	0.00
800.0000	534187109	LINCQLN NATIONAL CORP IND	07/30/2008	12/03/2008	10,293.94	38,032.00	-27,738.06	0.00
1100.0000	695257105	PACTIV CORP	VARIOUS	12/03/2008	26,281.82	23,814.96	2,466.86	0.00
1700.0000	053893103	AVOCENT CORP COM	VARIOUS	12/08/2008	29,502.82	28,809.60	693.22	0.00
500.0000	770323103	ROBERT HALF INTL INC	02/19/2008	12/08/2008	10,244.94	12,977.20	-2,732.26	0.00
500.0000	35914P105	FRONTIER QIL CORP	03/18/2008	12/09/2008	5,779.96	13,389.60	-7,609.64	0.00
1100.0000	882508104	TEXAS INSTRUMENTS INC	VARIOUS	12/09/2008	16,708.90	30,745.00	-14,036.10	0.00
400.0000	486587108	KAYDON CORP COM	07/31/2008	12/10/2008	13,019.92	18,823.20	-5,803.28	0.00
600.0000	115637209	BROWN-FORMAN INC CL B NON-VTG COM	12/01/2008	12/11/2008	30,538.80	25,801.00	4,737.80	0.00
300.0000	294549100	EQUITABLE RES INC COM	07/18/2008	12/11/2008	9,303.93	17,310.75	-8,006.82	0.00
2000.0000	380956409	GOLDCORP INC NEW COMMON	VARIOUS	12/11/2008	57,160.67	60,295.62	-3,134.95	0.00
500.0000	500255104	KOHL'S CORP	10/30/2008	12/11/2008	17,464.90	16,610.00	854.90	0.00

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LOS ANGELES, CA 90067-4276

THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

Corrected 2nd TIN notice

Table with columns: Number of shares, CUSIP, Description, Date Acquired, Date of Sale, Stocks Bonds, etc., Cost or other Basis, Net Gain or Loss, Federal Income Tax Withheld. Includes rows for various stock sales and a summary for Total Short Term Sales.

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Corrected 2nd TIN notice

Table with 9 columns: Number of shares, CUSIP, Description, Date Acquired, Date of Sale, Stocks Bonds, etc., Cost or other Basis, Net Gain or Loss, Federal Income Tax Withheld. Contains 18 rows of stock transaction data.

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Table with 9 columns: Number of shares, CUSIP, Description, Date Acquired, Date of Sale, Stocks Bonds, etc., Cost or other Basis, Net Gain or Loss, Federal Income Tax Withheld. Rows include various stock entries like NEWFIELD EXPL CO COM, VAL NATL BANCORP COM, XILINX INC, etc.

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Table with 9 columns: Number of shares, CUSIP, Description, Date Acquired, Date of Sale, Stocks Bonds, etc., Cost or other Basis, Net Gain or Loss, Federal Income Tax Withheld. Rows include ANADARKO PETROLEUM CORP, ASTORIA FINL CORP, AVOCENT CORP COM, BJ SVCS CO, GENERAL MILLS INC, OLD REP INTL CORP COM, SOUTHWEST AIRLINES CO, THOMAS & BETTS CORP, WILLIAMS SONOMA INC, XILINX INC, PNC BANK CORP, WASTE MGMT INC DEL, BJ SVCS CO, AFLAC INC, BJ SVCS CO, DIEBOLD INC COM, ASTORIA FINL CORP.

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Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
200.0000	260003108	DOVER CORP	04/26/2007	05/13/2008	10,597.94	9,709.50	888.44	0.00
500.0000	058498106	BALL CORPORATION	VARIOUS	05/20/2008	26,977.34	19,566.00	7,411.34	0.00
200.0000	655044105	NOBLE ENERGY INC COM	05/03/2004	05/20/2008	20,704.88	4,677.00	16,027.88	0.00
900.0000	844030106	SOUTHERN UN CO NEW COM	07/21/2006	05/20/2008	23,543.86	24,715.26	-1,171.40	0.00
500.0000	845467109	SOUTHWESTN ENERGY DE COM	06/07/2006	05/20/2008	23,765.86	7,378.75	16,387.11	0.00
400.0000	878237106	TECH DATA CORP COM	VARIOUS	05/20/2008	14,715.91	14,493.64	222.27	0.00
2000.0000	983919101	XILINX INC	VARIOUS	05/20/2008	53,299.70	41,269.86	12,029.84	0.00
500.0000	032511107	ANADARKO PETROLEUM CORP	VARIOUS	05/27/2008	37,144.79	18,964.50	18,180.29	0.00
800.0000	743315103	PROGRESSIVE CORP OHIO	04/11/2007	06/02/2008	16,407.90	17,648.00	-1,240.10	0.00
700.0000	253651103	DIEBOLD INC COM	VARIOUS	06/03/2008	27,521.81	26,561.40	960.41	0.00
400.0000	878237106	TECH DATA CORP COM	09/13/2006	06/05/2008	15,063.91	14,281.16	782.75	0.00
500.0000	058498106	BALL CORPORATION	VARIOUS	06/06/2008	26,239.85	19,493.86	6,745.99	0.00
200.0000	06846N104	BARRETT BILL CORP COM STK	07/21/2006	06/06/2008	11,285.54	5,296.90	5,988.64	0.00
1300.0000	370334104	GENERAL MILLS INC	03/15/2007	06/06/2008	81,626.54	72,527.00	9,099.54	0.00
500.0000	485170302	KANSAS CITY SOUTHERN INDS INC NEW	10/02/2003	06/06/2008	24,454.86	5,750.00	18,704.86	0.00
500.0000	743315103	PROGRESSIVE CORP OHIO	04/11/2007	06/06/2008	10,108.94	11,030.00	-921.06	0.00

This is important tax information and is being furnished to you.



Northern Trust

2008 Tax Information Statement

Account Number: 26-11868
Recipient's Tax ID number: 95-6060162

Recipient's Name and Address
THE THOMAS AND DOROTHY LEAVEY
FOUNDATION
C/O LOUIS CASTRUCCIO
IRELL & MANELLA LLP
1800 AVENUE OF THE STARS, SUITE 900
LOS ANGELES, CA 90067-4276

THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

Corrected

2nd TIN notice

Table with 9 columns: Number of shares, CUSIP, Description, Date Acquired, Date of Sale, Stocks Bonds, etc., Cost or other Basis, Net Gain or Loss, Federal Income Tax Withheld. Contains 17 rows of stock transaction data.

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2008 Tax Information Statement

Account Number: 26-11868
 Recipient's Tax ID number: 95-6060162

Recipient's Name and Address
 THE THOMAS AND DOROTHY LEAVEY
 FOUNDATION
 C/O LOUIS CASTRUCCIO
 IRELL & MANELLA LLP
 1800 AVENUE OF THE STARS, SUITE 900
 LOS ANGELES, CA 90067-4276

THE NORTHERN TRUST COMPANY
 P.O. BOX 803878
 CHICAGO, IL 60680

Corrected

2nd TIN notice

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
400.0000	760759100	REPUBLIC SVCS INC	VARIOUS	07/14/2008	12,631.92	10,317.34	2,314.58	0.00
400.0000	445658107	J B HUNT TRANS SVCS INC	VARIOUS	07/16/2008	14,295.91	8,883.00	5,412.91	0.00
400.0000	445658107	J B HUNT TRANS SVCS INC	08/16/2005	07/17/2008	14,283.91	7,540.00	6,743.91	0.00
300.0000	068306109	BARR LABS INC	04/18/2007	07/18/2008	19,187.89	14,741.01	4,446.88	0.00
700.0000	380956409	GOLDCORP INC NEW COMMON	06/28/2007	07/21/2008	32,140.80	16,548.00	15,592.80	0.00
400.0000	445658107	J B HUNT TRANS SVCS INC	VARIOUS	07/21/2008	14,496.27	7,315.00	7,181.27	0.00
1000.0000	485170302	KANSAS CITY SOUTHERN INDS INC NEW	10/02/2003	07/23/2008	50,050.71	11,500.00	38,550.71	0.00
900.0000	844741108	SOUTHWEST AIRLINES CO	11/21/2006	07/23/2008	14,120.92	14,238.00	-117.08	0.00
500.0000	053893103	AVOCENT CORP COM	05/22/2006	07/25/2008	11,503.68	11,125.00	378.68	0.00
1000.0000	233293109	DPL INC	06/16/2005	07/25/2008	25,389.85	27,020.00	-1,630.15	0.00
400.0000	260003108	DOVER CORP	05/15/2007	07/25/2008	19,718.88	19,413.60	305.28	0.00
1300.0000	445658107	J B HUNT TRANS SVCS INC	VARIOUS	07/25/2008	47,475.73	23,410.00	24,065.73	0.00
1000.0000	747277101	QLOGIC CORP	05/11/2005	07/25/2008	18,918.89	14,930.00	3,988.89	0.00
2500.0000	902973304	US BANCORP DEL NEW	VARIOUS	07/25/2008	71,449.59	77,596.00	-6,146.41	0.00
800.0000	844741108	SOUTHWEST AIRLINES CO	VARIOUS	07/28/2008	12,303.93	12,606.95	-303.02	0.00
1000.0000	681904108	OMNICARE INC COM	11/02/2006	07/29/2008	25,884.85	38,006.80	-12,121.95	0.00

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Northern Trust

2008 Tax Information Statement

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FOUNDATION
C/O LOUIS CASTRUCCIO
IRELL & MANELLA LLP
1800 AVENUE OF THE STARS, SUITE 900
LOS ANGELES, CA 90067-4276

THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

Corrected 2nd TIN notice

Table with columns: Number of shares, CUSIP, Description, Date Acquired, Date of Sale, Stocks Bonds, etc., Cost or other Basis, Net Gain or Loss, Federal Income Tax Withheld. Contains 15 rows of stock transaction data.

This is important tax information and is being furnished to you.



Northern Trust

2008 Tax Information Statement

Account Number: 26-11868
Recipient's Tax ID number: 95-6060162

Recipient's Name and Address
THE THOMAS AND DOROTHY LEAVEY
FOUNDATION
C/O LOUIS CASTRUCCIO
IRELL & MANELLA LLP
1800 AVENUE OF THE STARS, SUITE 900
LOS ANGELES, CA 90067-4276

THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

Corrected 2nd TIN notice

Table with 9 columns: Number of shares, CUSIP, Description, Date Acquired, Date of Sale, Stocks Bonds, etc., Cost or other Basis, Net Gain or Loss, Federal Income Tax Withheld. Contains 16 rows of stock transaction data.

This is important tax information and is being furnished to you.



Northern Trust

2008 Tax Information Statement

Account Number: 26-11868
Recipient's Tax ID number: 95-6060162

Recipient's Name and Address
THE THOMAS AND DOROTHY LEAVEY
FOUNDATION
C/O LOUIS CASTRUCCIO
IRELL & MANELLA LLP
1800 AVENUE OF THE STARS, SUITE 900
LOS ANGELES, CA 90067-4276

THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

Corrected 2nd TIN notice

Table with 10 columns: Number of shares, CUSIP, Description, Date Acquired, Date of Sale, Stocks Bonds, etc., Cost or other Basis, Net Gain or Loss, Federal Income Tax Withheld. Rows include STAPLES INC, FIRST MIDWEST BANCORP INC DEL COM, SUNTRUST BANKS INC, etc.

This is important tax information and is being furnished to you.



Northern Trust

2008 Tax Information Statement

Account Number: 26-11868
Recipient's Tax ID number: 95-6060162

Recipient's Name and Address
THE THOMAS AND DOROTHY LEAVEY
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LOS ANGELES, CA 90067-4276

THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

Corrected

2nd TIN notice

Number of shares	CU\$IP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
200.0000	78440X101	SL GREEN RLTY CORP COM STK	06/14/2007	09/22/2008	13,525.92	26,880.00	-13,354.08	0.00
200.0000	78440X101	SL GREEN RLTY CORP COM STK	06/13/2007	09/23/2008	13,295.92	26,676.66	-13,380.74	0.00
200.0000	713448108	PEPSICO INC	12/20/2006	09/26/2008	14,351.91	12,671.26	1,680.65	0.00
1000.0000	50075N104	KRAFT FOODS INC CL A	VARIOUS	09/29/2008	31,869.82	32,437.00	-567.18	0.00
400.0000	713448108	PEPSICO INC	VARIOUS	09/29/2008	28,345.84	25,340.63	3,005.21	0.00
200.0000	494368103	KIMBERLY CLARK CORP	12/22/2006	09/30/2008	12,733.92	13,535.28	-801.36	0.00
300.0000	25179M103	DEVON ENERGY CORP NEW	02/22/2007	10/01/2008	26,327.85	20,004.60	6,323.25	0.00
600.0000	494368103	KIMBERLY CLARK CORP	12/22/2006	10/01/2008	38,712.80	40,605.84	-1,893.04	0.00
500.0000	91913Y100	VALERO ENERGY CORP NEW	02/02/2007	10/01/2008	14,806.57	28,195.00	-13,388.43	0.00
1200.0000	G2552X108	COVIDIEN LTD COM STK	08/21/2007	10/02/2008	61,819.69	45,960.00	15,859.69	0.00
1300.0000	681904108	OMNICARE INC COM	VARIOUS	10/06/2008	32,967.81	25,598.00	7,369.81	0.00
700.0000	G2552X108	COVIDIEN LTD COM STK	08/21/2007	10/06/2008	34,231.83	26,810.00	7,421.83	0.00
1000.0000	260003108	DOVER CORP	VARIOUS	10/07/2008	33,557.81	48,118.00	-14,560.19	0.00
500.0000	346091705	FOREST OIL CORP COM PAR \$0.01 COM PAR \$0.01	VARIOUS	10/07/2008	18,342.39	14,758.95	3,583.44	0.00
900.0000	724479100	PITNEY BOWES INC	VARIOUS	10/07/2008	26,574.87	38,364.33	-11,789.46	0.00
800.0000	94106L109	WASTE MGMT INC DEL	VARIOUS	10/09/2008	23,353.86	22,776.78	577.08	0.00

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Northern Trust

2008 Tax Information Statement

Account Number: 26-11868
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Recipient's Name and Address
THE THOMAS AND DOROTHY LEAVEY
FOUNDATION
C/O LOUIS CASTRUCCIO
IRELL & MANELLA LLP
1800 AVENUE OF THE STARS, SUITE 900
LOS ANGELES, CA 90067-4276

THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

Corrected 2nd TIN notice

Table with columns: Number of shares, CUSIP, Description, Date Acquired, Date of Sale, Stocks Bonds, etc., Cost or other Basis, Net Gain or Loss, Federal Income Tax Withheld. Contains 18 rows of stock transaction data.

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Northern Trust

2008 Tax Information Statement

Account Number: 26-11868
 Recipient's Tax ID number: 95-6060162

Recipient's Name and Address
 THE THOMAS AND DOROTHY LEAVEY
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 IRELL & MANELLA LLP
 1800 AVENUE OF THE STARS, SUITE 900
 LOS ANGELES, CA 90067-4276

THE NORTHERN TRUST COMPANY
 P.O. BOX 803878
 CHICAGO, IL 60680

Corrected 2nd TIN notice

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
1300.0000	712704105	PEOPLES UTD FINL INC COM	10/22/2007	11/11/2008	23,191.86	23,314.59	-122.73	0.00
1100.0000	712704105	PEOPLES UTD FINL INC COM	10/22/2007	11/19/2008	19,568.89	19,727.73	-158.84	0.00
600.0000	156700106	CENTURYTEL INC	08/26/2004	11/20/2008	13,576.30	18,851.34	-5,275.04	0.00
800.0000	742718109	PROCTER & GAMBLE CO	12/15/2006	11/20/2008	50,162.67	50,949.12	-786.45	0.00
1000.0000	845467109	SOUTHWESTN ENERGY DE COM	06/14/2006	11/20/2008	26,435.85	13,480.00	12,955.85	0.00
1200.0000	06846N104	BARRETT BILL CORP COM STK	VARIOUS	11/24/2008	25,207.89	30,396.00	-5,188.11	0.00
400.0000	253651103	DIEBOLD INC COM	11/02/2005	11/24/2008	10,635.94	14,604.00	-3,968.06	0.00
1100.0000	712704105	PEOPLES UTD FINL INC COM	10/22/2007	11/25/2008	19,984.90	19,727.73	257.17	0.00
500.0000	712704105	PEOPLES UTD FINL INC COM	10/22/2007	11/26/2008	9,489.94	8,967.15	522.79	0.00
300.0000	903236107	URS CORP NEW	11/01/2006	11/26/2008	10,934.94	12,268.29	-1,333.35	0.00
400.0000	253651103	DIEBOLD INC COM	VARIOUS	12/01/2008	10,755.93	14,346.60	-3,590.67	0.00
200.0000	983024100	WYETH LABS	07/13/2006	12/01/2008	6,561.96	8,656.00	-2,094.04	0.00
2000.0000	038149100	#REORG/APPLIED BIO CASH & STK MERGER TO LIFE TECHNOLOGIES CORP 2048413 11/21/08	VARIOUS	12/02/2008	57,933.76	57,933.76	0.00	0.00
100.0000	554382101	MACERICH CO COM	06/26/2007	12/02/2008	968.99	8,068.25	-7,099.26	0.00
300.0000	903236107	URS CORP NEW	11/01/2006	12/02/2008	10,067.94	12,268.29	-2,200.35	0.00

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Northern Trust

2008 Tax Information Statement

Account Number: 26-11868
Recipient's Tax ID number: 95-6060162

Recipient's Name and Address
THE THOMAS AND DOROTHY LEAVEY
FOUNDATION
C/O LOUIS CASTRUCCIO
IRELL & MANELLA LLP
1800 AVENUE OF THE STARS, SUITE 900
LOS ANGELES, CA 90067-4276

THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

Corrected 2nd TIN notice

Table with columns: Number of shares, CUSIP, Description, Date Acquired, Date of Sale, Stocks Bonds, etc., Cost or other Basis, Net Gain or Loss, Federal Income Tax Withheld. Includes rows for various stocks like SOUTHERN UN CO NEW COM, ILLINOIS TOOL WORKS INC COM, URS CORP NEW, LIFE TECHNOLOGIES CORP COM STK, VALERO ENERGY CORP NEW, CLEARWATER PAPER CORP COM STK, and a Total Long Term 15% Sales row.

This is important tax information and is being furnished to you.

**STATEMENT ATTACHED TO AND MADE PART OF FORM 990-PF
U.S. RETURN OF PRIVATE FOUNDATION
FOR YEAR ENDED DECEMBER 31, 2008**

Part VII-B, Question 1a(3)

The Leavey Foundation, a trustee of the Leavey Foundation, and another private foundation share office expenses and equipment based upon usage.

Part VII-B, Question 1a(4)

All outside trustees are paid \$600 per board meeting. See Form 990-PF, Part VIII (1).

A law firm, of which a trustee of the Foundation is a partner emeritus, performed legal advisory services at fair market value which qualify under the exceptions described in Reg. Sec. 53.4941(d)-3(c). The legal fees paid in 2008 were \$111,181.

Thomas and Dorothy Leavey Foundation
EIN: 95-6060162
A Statement Attached to and Made Part of Form 990-PF
For the Year Ended December 31, 2008

Form 990-PF, Part XV, Section (a) - Schedule B:
Grant Payments

Name	Amount
JUNIORS OF SOCIAL SERVICE	\$25,000
AMERICANS UNITED FOR LIFE	\$10,000
BEYOND SHELTER	\$25,000
CAMP RONALD MCDONALD	\$22,500
GUIDE DOGS OF THE DESERT	\$25,000
IGNATIAN VOLUNTEER CORPS	\$20,000
KIDSAVE	\$10,000
L A GOAL	\$10,000
MAKING THE RIGHT CONNECTION	\$10,000
NEW VISIONS FOUNDATION	\$10,000
VISITING NURSE ASSOCIATION	\$25,000
CA 4-H FOUNDATION	\$135,000
CA 4-H FOUNDATION	\$100,000
JUNIOR ACHIEVEMENT OF SOUTHERN CALIFORNIA	\$5,000
GOOD SHEPHERD CENTER	\$250,000
A PLACE CALLED HOME	\$25,000
VENICE FAMILY CLINIC	\$5,000
FADICA	\$7,500
AUDIO VISION	\$10,000
BETHANY	\$10,000
DAUGHTERS OF MARY & JOSEPH	\$20,000
EPILEPSY FOUNDATION	\$7,500
FIVE ACRES	\$10,000
HOUSE EAR INSTITUTE	\$25,000
JOVENES	\$30,000
LIBRARY FOUNDATION OF LOS ANGELES	\$25,000
LITTLE SISTERS OF THE POOR	\$25,000
MARYMOUNT HIGH SCHOOL	\$75,000
PROVIDENCE HIGH SCHOOL	\$18,000
SANTA CLARA UNIVERSITY	\$1,000,000
SOCIETY OF ST VINCENT DE PAUL	\$25,000
SPECIAL OLYMPICS OF SOUTHERN CALIFORNIA	\$25,000
ST MARY MEDICAL CENTER	\$25,000
ST MARY SCHOOL	\$30,000
ST THOMAS THE APOSTLE PARISH	\$50,000
UNITED NEGRO COLLEGE FUND	\$50,000
WYLY COMMUNITY ARTS CENTER	\$30,000
NATIONAL LEADERSHIP ROUNDTABLE ON CHURCH MGMT	\$10,000
CATHOLIC RELIEF SERVICES	\$10,000
ARCHDIOCESAN YOUTH EMPLOYMENT SERVICES	\$5,000
NOTRE DAME ACADEMY	\$67,000
PARA LOS NINOS	\$25,000
NEW ORLEANS RECOVERY PROJECT	\$100,000

ARCHDIOCESE OF LOS ANGELES	\$20,000
ASSTANCE LEAGUE OF SOUTHERN CALIFORNIA	\$25,000
CATHOLIC RELIEF SERVICES	\$100,000
CHRYSALIS	\$10,000
CONVALESCENT AID SOCIETY	\$10,000
DEVIL PUPS, INC	\$1,500
FADICA	\$7,500
DETENTION MINISTRY / SR ELIZABETH O'KEEFE	\$10,000
RECORDING FOR THE BLIND & DYSLEXIC	\$10,000
SUPPORT OUR AGING RELIGIOUS	\$25,000
ST CAMILLUS PASTORAL CARE CENTER	\$35,000
HOSPITALLER FOUNDATION	\$50,000
THE FUND FOR AMERICAN STUDIES	\$20,000
RIGHT TO LIFE LEAGUE OF SOUTHERN CALIFORNIA	\$25,000
UNIVERSITY OF SAN FRANCISCO	\$100,000
VOLUNTEERS OF AMERICA	\$25,000
WESTSIDE FOOD BANK	\$10,000
JUNIOR BLIND OF AMERICA	\$20,000
ST BRENDAN PARISH	\$68,210
AMERICAN RED CROSS	\$10,000
CALIFORNIA HOSPITAL MEDICAL CENTER	\$500,000
CHILDREN'S HOSPITAL OF LOS ANGELES	\$500,000
CHILDREN'S INSTITUTE	\$1,000,000
FADICA	\$25,000
HOSPITALLER FOUNDATION	\$125,000
LOYOLA MARYMOUNT UNIVERSITY	\$2,000,000
MAKE A WISH FOUNDATION	\$10,000
NATIONAL PHILANTHROPY DAY	\$1,000
PROVIDENCE HIGH SCHOOL	\$82,000
SANTA CLARA UNIVERSITY	\$2,000,000
SOCIAL SERVICE AUXILLARY	\$25,000
ST BRENDAN PARISH	\$115,867
ST IGNATIUS HIGH SCHOOL	\$250,000
THE BANNING MUSEUM	\$10,000
THE HUNGER PROJECT	\$100,000
SANTA BARBARA MISSION ARCHIVE LIBRARY	\$25,000
VERBUM DEI HIGH SCHOOL	\$100,000
CHILDREN'S HOSPITAL OF LOS ANGELES	\$500,000
GOOD SHEPHERD CENTER	\$250,000
GEORGETOWN UNIVERSITY	\$1,000,000
GEORGETOWN UNIVERSITY	\$1,000,000
USC CENTER ON PHILANTHROPY & PUBLIC POLICY	\$10,000

Total grants paid during the year

12,638,577

Thomas and Dorothy Leavey Foundation
EIN: 95-6060162
A Statement Attached to and Made Part of Form 990-PF
For the Year Ended December 31, 2008

Form 990-PF, Part XV, Section (a) - Schedule C.
Scholarship Payments

<u>Name</u>	<u>Amount</u>
WESTMONT COLLEGE	\$2,000
CA INSTITUTE OF ART	\$2,000
BAYLOR UNIVERSITY	\$2,000
SO. VIRGINIA UNIV	\$2,000
USC	\$2,000
GONZAGA UNIVERSITY	\$2,000
BRIGHAM YOUNG UNIV	\$2,000
BRIGHAM YOUNG UNIV	\$2,000
BRIGHAM YOUNG UNIV	\$2,000
OKLAHOMA CITY UNIV	\$2,000
NEW YORK UNIV	\$2,000
REGIS UNIVERSITY	\$2,000
SW BAPTIST UNIV	\$2,000
TUFTS UNIVERSITY	\$2,000
GROVE CITY COLLEGE	\$2,000
WASHBURN UNIVERSITY	\$2,000
BRIGHAM YOUNG UNIV	\$2,000
BOSTON UNIVERSITY	\$2,000
BYU IDAHO	\$2,000
FRESNO PACIFIC UNIVERS	\$2,000
ST. LOUIS UNIV	\$2,000
BRIGHAM YOUNG UNIV	\$2,000
GEORGETOWN UNIVERSITY	\$2,000
BYU IDAHO	\$2,000
SAMFORD UNIVERSITY	\$2,000
JOHN BROWN UNIV	\$2,000
HOPE COLLEGE	\$2,000
ST. JOHN'S UNIV	\$2,000
BRIGHAM YOUNG UNIV	\$2,000
HOPE COLLEGE	\$2,000
BOSTON UNIVERSITY	\$2,000
UNIV OF ROCHESTER	\$2,000
HARVARD UNIVERSITY	\$2,000
BENTLEY COLLEGE	\$2,000
LIFE PACIFIC COLLEGE	\$2,000
AZUSA PACIFIC UNIV	\$2,000
DE PAUL UNIVERSITY	\$2,000
UNIVERSITY ST. THOMAS	\$2,000
GONZAGA UNIVERSITY	\$2,000
UNIV OF DETROIT MERCY	\$2,000
DRURY UNIVERSITY	\$2,000
USC	\$2,000
TRANSYLVANIA UNIV	\$2,000
CONCORDIA COLLEGE	\$2,000
WELLESLEY COLLEGE	\$2,000

CASE WESTERN RES UNIV	\$2,000
CALVIN COLLEGE	\$2,000
UNIV OF ST THOMAS	\$2,000
COLUMBIA UNIVERSITY	\$2,000
UNIV OF DENVER	\$2,000
LEWIS & CLARK COLLEGE	\$2,000
UNIV OF SOUTHERN CA	\$2,000
BRIGHAM YOUNG UNIV	\$2,000
HARVARD UNIVERSITY	\$2,000
FONTBONNE UNIV	\$2,000
HARVARD UNIVERSITY	\$2,000
WESTMONT COLLEGE	\$2,000
REGIS UNIVERSITY	\$2,000
OKLAHOMA CITY UNIV	\$2,000
SOUTHWEST BAPTIST UNI	\$2,000
BOSTON UNIVERSITY	\$2,000
GEORGETOWN UNIVERSITY	\$2,000
SAINT LOUIS UNIV	\$2,000
TUFTS UNIVERSITY	\$2,000
HOPE COLLEGE	\$2,000
FRANCISCAN UNIV	\$2,000
BRIGHAM YOUNG UNIV	\$2,000
WOODBURY UNIVERSITY	\$2,000
SAINT LOUIS UNIV	\$2,000
BRIGHAM YOUNG UNIV	\$2,000
BRIGHAM YOUNG UNIV	\$2,000
CALVIN COLLEGE	\$2,000
BAYLOR UNIVERSITY	\$2,000
DEPAUL UNIVERSITY	\$2,000
PEPPERDINE UNIV	\$2,000
SANTA CLARA UNIV	\$2,000
UNIV OF DETROIT MERCY	\$2,000
SAMFORD UNIVERSITY	\$2,000
BOSTON UNIVERSITY	\$2,000
BRIGHAM YOUNG UNIV	\$2,000
BRIGHAM YOUNG UNIV	\$2,000
GONZAGA UNIVERSITY	\$2,000
LAWRENCE TECHNOLOGICA	\$2,000
UNIV OF SOUTHERN CA	\$2,000
CA INSTITUTE OF ARTS	\$2,000
BENTLEY COLLEGE	\$2,000
SOUTHERN VIRGINIA	\$2,000
FRESNO PACIFIC UNIV	\$2,000
BRIGHAM YOUNG UNIV	\$2,000
COLUMBIA UNIVERSITY	\$2,000
BRIGHAM YOUNG UNIV	\$2,000
BRIGHAM YOUNG UNIV	\$2,000
CALIF LUTHERAN UNIV	\$2,000
GONZAGA UNIVERSITY	\$2,000
GONZAGA UNIVERSITY	\$2,000
GONZAGA UNIVERSITY	\$2,000
PACIFIC LUTHERAN UNIV	\$2,000
UNIVERSITY OF DENVER	\$2,000
COLLEGE OF IDAHO	\$2,000
BRIGHAM YOUNG UNIV	\$2,000

UNIV OF ST THOMAS	\$2,000
HOPE COLLEGE	\$2,000
BRIGHAM YOUNG UNIV	\$2,000
LOYOLA MARYMOUNT UNIV	\$2,000
LIFE PACIFIC COLLEGE	\$2,000
ST. JOHN'S UNIV	\$2,000
WELLESLEY COLLEGE	\$2,000
HOPE COLLEGE	\$2,000
UNIVERSITY OF DENVER	\$2,000
NEW YORK UNIV	\$2,000
GROVE CITY COLLEGE	\$2,000
UNIV OF ST THOMAS	\$2,000
CALIF LUTHERAN UNIV	\$2,000
UNIV OF SO CALIF	\$2,000
BRIGHAM YOUNG UNIV	\$2,000
JOHN BROWN UNIV	\$2,000
UNIV OF ROCHESTER	\$2,000
UNIV OF DENVER	\$2,000

Total grants paid during the year

236,000

Reporting

Account number Multiple Accounts

31 DEC 08

2604465,2605505,2610103,2611533,2611867,2611868,2617213,2628765,2632282,2632428,2643378,2643381,2663667,2679829,2693709
,2693973,2693974,2693975

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◆ Asset Detail - Base Currency

Description / Asset ID

Investment Mgr ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
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Equities

Common stock

Canada - USD

GOLDCORP INC NEW COM CUSIP 380956409

4,400 000	31 53	0 00	138,732 00	99,935 42	38,796 58	0 00	38,796 58
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RESEARCH IN MOTION LTD COM CUSIP 760975102

22,868 000	40 58	0 00	927,983 44	638,204 38	289,779 06	0 00	289,779 06
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Total USD		0 00	1,066,715 44	738,139 80	328,575 64	0 00	328,575 64
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Total Canada		0 00	1,066,715 44	738,139 80	328,575 64	0 00	328,575 64
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Denmark - USD

ADR VESTAS WIND SYS A/S UTD KINGDOM UNSPONSORED ADR REPSTG 3 ORD SHS CUSIP 925458101

73,861 000	19 35	0 00	1,429,210 35	2,821,716 00	-1,392,505 65	0 00	-1,392,505 65
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Total USD		0 00	1,429,210 35	2,821,716 00	-1,392,505 65	0 00	-1,392,505 65
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Total Denmark		0 00	1,429,210 35	2,821,716 00	-1,392,505 65	0 00	-1,392,505 65
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Finland - USD

ADR NOKIA CORP SPONSORED ADR CUSIP 654902204

38,600 000	15 60	0 00	602,160 00	735,964 66	-133,804 66	0 00	-133,804 66
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Total USD		0 00	602,160 00	735,964 66	-133,804 66	0 00	-133,804 66
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Total Finland		0 00	602,160 00	735,964 66	-133,804 66	0 00	-133,804 66
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International Region - USD

#REORG ARTIO N/C WITH CUSIP CHANGE MFO ARTIO GLOBAL INVT FDS 2048169 02/27/09 CUSIP 481370500

728,256 710	24 57	0 00	17,893,267 36	25,667,698 79	-7,774,431 43	0 00	-7,774,431 43
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Reporting

Account number Multiple Accounts

31 DEC 08

2604465,2605505,2610103,2611533,2611867,2611868,2617213,2628765,2632282,2632428,2643378,2643381,2663667,2679829,2693709
,2693973,2693974,2693975

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◆ Asset Detail - Base Currency

Description / Asset ID		Exchange rate/	Accrued	Market Value	Cost	Unrealized gain/loss		Total
Investment Mgr ID	Shares/PAR value	local market price	income/expense			Market	Translation	
Equities								
Common stock								
International Region - USD								
MFO DODGE & COX INTL STK FD CUSIP 256206103								
	692,700 450	21 90	0 00	15,170,139 85	28 956,386 82	-13,786,246 97	0 00	-13,786,246 97
MFO E I I RLTY SECS TR GLOBAL PPTY FD INSTL SHS CUSIP 26852M204								
	176,588 270	9 02	0 00	1,592,826 19	3,062,094 83	-1,469,268 64	0 00	-1,469,268 64
Total USD			0 00	34,656,233 40	57,686,180 44	-23,029,947 04	0 00	-23,029,947 04
Total International Region			0 00	34,656,233 40	57,686,180 44	-23,029,947 04	0 00	-23,029,947 04
Israel - USD								
CELLCOM ISRAEL LTD COM STK ILS0 01 CUSIP M2196U109								
	6,400 000	22 10	0 00	141,440 00	154,783 90	-13,343 90	0 00	-13,343 90
Total USD			0 00	141,440 00	154,783 90	-13,343 90	0 00	-13,343 90
Total Israel			0 00	141,440 00	154,783 90	-13,343 90	0 00	-13,343 90
Netherlands - USD								
CORE LABORATORIES NV NLG0 03 CUSIP N22717107								
	1,095 000	59 86	0 00	65,546 70	138 481 52	-72,934 82	0 00	-72,934 82
Total USD			0 00	65,546 70	138,481 52	-72,934 82	0 00	-72,934 82
Total Netherlands			0 00	65,546 70	138,481 52	-72,934 82	0 00	-72,934 82
Switzerland - USD								
ADR ABB LTD SPONSORED ADR CUSIP 000375204								
	31,100 000	15 01	0 00	466,811 00	659,942 71	-193,131 71	0 00	-193,131 71
Total USD			0 00	466,811 00	659,942 71	-193,131 71	0 00	-193,131 71

Reporting

Account number Multiple Accounts

31 DEC 08

2604465,2605505,2610103,2611533,2611867,2611868,2617213,2628765,2632282,2632428,2643378,2643381,2663667,2679829,2693709
 ,2693973,2693974,2693975

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◆ Asset Detail - Base Currency

Description / Asset ID

Investment Mgr ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss		Total
Shares/PAR value					Market	Translation	

Equities

Common stock

Total Switzerland		0 00	466,811 00	659,942 71	-193,131 71	0 00	-193,131 71
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United Kingdom - USD

ADR UNILEVER PLC SPONSORED ADR NEW CUSIP 904767704

4,000 000	23 02	0 00	92,080 00	113,585 00	-21,505 00	0 00	-21,505 00
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Total USD		0 00	92,080 00	113,585 00	-21,505 00	0 00	-21,505 00
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Total United Kingdom		0 00	92,080 00	113,585 00	-21,505 00	0 00	-21,505 00
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United States - USD

#REORG/ACCENTURE LTD BERMUDA CLASS A MAND EXCH ACCENTURE PLC 2054139 9/1/09 CUSIP G1150G111

20,600 000	32 79	0 00	675,474 00	406,132 09	269,341 91	0 00	269,341 91
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#REORG/CENTEX CORP COMMON STK-STK MERGERTO PULTE HOMES INC 2752339 08/19/09 CUSIP 152312104

2,700 000	10 64	0 00	28,728 00	45,292 00	-16,564 00	0 00	-16,564 00
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#REORG/COVIDEN LTD PLAN OF REORG TO COVIDEN PLC SEC # 2052566 EFF 6/4/09 CUSIP G2552X108

1,100 000	36 24	0 00	39,864 00	44,951 96	-5,087 96	0 00	-5,087 96
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#REORG/EMBARQ CORPORATION STOCK MERGER TO CENTURYTEL INC SEC 2117900 EFF 7/1/09 CUSIP 29078E105

2,300 000	35 96	0 00	82,708 00	137,446 99	-54,738 99	0 00	-54,738 99
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#REORG/EQUITABLE RES NAME CHANGE TO EQT CORP SEC # 2050084 EFF 2/9/09 CUSIP 294549100

2,800 000	33 55	0 00	93,940 00	135,998 40	-42,058 40	0 00	-42,058 40
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#REORG/NOBLE CORPORATION STK MERGER TO NOBLE CORP SWITZ 2051409 EFF 3/27/09 CUSIP G65422100

800 000	22 09	0 00	17,672 00	34,824 00	-17,152 00	0 00	-17,152 00
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#REORG/PEDIATRIX N/C WITH CUSIP CHANGE TO MEDNAX INC 2049260 12/31/08 CUSIP 705324101

2,755 000	31 70	0 00	87,333 50	141,381 48	-54,047 98	0 00	-54,047 98
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Northern Trust

*Generated by Northern Trust from reviewed periodic data on 9 Nov 09 B003

Reporting

Account number Multiple Accounts

31 DEC 08

2604465,2605505,2610103,2611533,2611867,2611868,2617213,2628765,2632282,2632428,2643378,2643381,2663667,2679829,2693709
,2693973,2693974,2693975

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◆ Asset Detail - Base Currency

Description / Asset ID

Investment Mgr ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss		Total
Shares/PAR value					Market	Translation	

Equities

Common stock

United States - USD

#REORG/TYCO INTL LTD ST OF INC CHANGE TOTYCO INTL LTD SWITZ H89128104 3/16/09 CUSIP G9143X208

6,200 000	21 60	1,240 00	133,920 00	217,706 03	-83,786 03	0 00	-83,786 03
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#REORG/WYETH COM CASH AND STOCK MERGER EFF 10-15-09 CUSIP 983024100

3,200 000	37 51	0 00	120,032 00	133,644 00	-13,612 00	0 00	-13,612 00
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3M CO COM CUSIP 88579Y101

17,100 000	57 54	0 00	983,934 00	859,276 61	124,657 39	0 00	124,657 39
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ADVANCE AUTO PTS INC COM CUSIP 00751Y106

3,200 000	33 65	192 00	107,680 00	92,373 76	15,306 24	0 00	15,306 24
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AFLAC INC COM CUSIP 001055102

2,500 000	45 84	0 00	114,600 00	137,217 96	-22,617 96	0 00	-22,617 96
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AGILENT TECHNOLOGIES INC COM CUSIP 00846U101

31,200 000	15 63	0 00	487,656 00	823,894 63	-336,238 63	0 00	-336,238 63
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AIR PROD & CHEM INC COM CUSIP 009158106

1,500 000	50 27	660 00	75,405 00	93,689 01	-18,284 01	0 00	-18,284 01
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ALCOA INC COM STK CUSIP 013817101

6,400 000	11 26	0 00	72,064 00	163,649 38	-91,585 38	0 00	-91,585 38
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ALLEGHENY TECHNOLOGIES INC COM CUSIP 01741R102

16,800 000	25 53	0 00	428,904 00	883,292 28	-454,388 28	0 00	-454,388 28
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Reporting

Account number Multiple Accounts

31 DEC 08

2604465,2605505,2610103,2611533,2611867,2611868,2617213,2628765,2632282,2632428,2643378,2643381,2663667,2679829,2693709
,2693973,2693974,2693975

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◆ Asset Detail - Base Currency

Description / Asset ID

Investment Mgr ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss		Total
Shares/PAR value					Market	Translation	
Equities							
Common stock							
United States - USD							
ALLERGAN INC COM CUSIP 018490102							
14,300 000	40 32	0 00	576,576 00	560,580 34	15,995 66	0 00	15,995 66
ALLIANCEBERNSTEIN HLDG L P UNIT LTD CUSIP 01881G106							
5,200 000	20 79	0 00	108,108 00	271,409 03	-163,301 03	0 00	-163,301 03
ALLSTATE CORP COM CUSIP 020002101							
4,800 000	32 76	1,804 00	157,248 00	180 118 04	-22,870 04	0 00	-22,870 04
AMB PPTY CORP REIT CUSIP 00163T109							
1,600 000	23 42	0 00	37,472 00	80,274 00	-42,802 00	0 00	-42,802 00
AMERICAN EAGLE OUTFITTERS INC NEW COM CUSIP 02553E106							
8 300 000	9 36	830 00	77 688 00	147,147 00	-69,459 00	0 00	-69,459 00
AMERICAN TOWER CORP CL A CUSIP 029912201							
62,863 000	29 32	0 00	1,843,143 16	1,599,652 74	243,490 42	0 00	243,490 42
AMERISAFE INC COM CUSIP 03071H100							
4,885 000	20 53	0 00	100,289 05	78,050 66	22,238 39	0 00	22,238 39
AMERN MED SYS HLDGS INC COM STK CUSIP 02744M108							
10,205 000	8 99	0 00	91,742 95	155,469 80	-63,726 85	0 00	-63,726 85
AMETEK INC NEW COM CUSIP 031100100							
4,127 000	30 21	0 00	124,676 67	134 659 20	-9,982 53	0 00	-9,982 53

Reporting

Account number Multiple Accounts

31 DEC 08

2604465,2605505,2610103,2611533,2611867,2611868,2617213,2628765,2632282,2632428,2643378,2643381,2663667,2679829,2693709
 ,2693973,2693974,2693975

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◆ Asset Detail - Base Currency

Description / Asset ID

Investment Mgr ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
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Equities

Common stock

United States - USD

AMPHENOL CORP NEW CL A CUSIP 032095101

10,060 000	23 98	150 90	241,238 80	203,157 50	38,081 30	0 00	38,081 30
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ANADARKO PETRO CORP COM CUSIP 032511107

3,000 000	38 55	0 00	115,650 00	118,220 51	-2,570 51	0 00	-2,570 51
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ANALOG DEVICES INC COM CUSIP 032654105

4,100 000	19 02	0 00	77,982 00	127,078 00	-49,096 00	0 00	-49,096 00
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ANSYS INC COM CUSIP 03662Q105

7,490 000	27 89	0 00	208,896 10	173,292 48	35,603 62	0 00	35,603 62
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AON CORP COM CUSIP 037389103

8,380 000	45 68	0 00	382,798 40	321,163 69	61,634 71	0 00	61,634 71
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APACHE CORP COM CUSIP 037411105

6,800 000	74 53	0 00	506,804 00	448,280 13	58,523 87	0 00	58,523 87
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APPLE INC CUSIP 037833100

11,057 000	85 35	0 00	943,714 95	662,061 81	281,653 14	0 00	281,653 14
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APPLIED MATERIALS INC COM CUSIP 038222105

7,300 000	10 13	0 00	73,949 00	117,464 00	-43,515 00	0 00	-43,515 00
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ARCH CAPITAL GROUP COM STK CUSIP G0450A105

2,995 000	70 10	0 00	209,949 50	149,009 30	60,940 20	0 00	60,940 20
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Reporting

Account number Multiple Accounts

31 DEC 08

2604465,2605505,2610103,2611533,2611867,2611868,2617213,2628765,2632282,2632428,2643378,2643381,2663667,2679829,2693709
 ,2693973,2693974,2693975

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◆ Asset Detail - Base Currency

Description / Asset ID		Exchange rate/	Accrued	Market Value	Cost	Unrealized gain/loss		Total
Investment Mgr ID	Shares/PAR value	local market price	income/expense			Market	Translation	
Equities								
Common stock								
United States - USD								
ARCH COAL INC COM CUSIP 039380100								
	2,600 000	16 29	0 00	42,354 00	111,349 50	-68,995 50	0 00	-68,995 50
ASPEN INSURANCE HLDGS COM CUSIP G05384105								
	5,495 000	24 25	3,863 64	133,253 75	124 554 11	8,699 64	0 00	8,699 64
AUTODESK INC COM CUSIP 052769106								
	1,700 000	19 65	0 00	33,405 00	27,761 17	5,643 83	0 00	5,643 83
AVALONBAY CMNTYS REIT CUSIP 053484101								
	700 000	60 58	1,890 00	42,406 00	76,183 95	-33,777 95	0 00	-33,777 95
AVNET INC COM CUSIP 053807103								
	2,700 000	18 21	0 00	49,167 00	76,594 98	-27,427 98	0 00	-27,427 98
AVOCENT CORP COM CUSIP 053893103								
	1,800 000	17 91	0 00	32,238 00	29,353 50	2,884 50	0 00	2,884 50
BAKER HUGHES INC COM CUSIP 057224107								
	8,400 000	32 07	0 00	269,388 00	371 129 89	-101,741 89	0 00	-101,741 89
BALL CORP COM CUSIP 058498106								
	3,200 000	41 59	0 00	133,088 00	131,820 74	1,267 26	0 00	1,267 26
BANK OF AMERICA CORP CUSIP 060505104								
	26,011 000	14 08	0 00	366,234 88	923,041 84	-556,806 96	0 00	-556,806 96

Reporting

Account number Multiple Accounts

31 DEC 08

2604465,2605505,2610103,2611533,2611867,2611868,2617213,2628765,2632282,2632428,2643378,2643381,2663667,2679829,2693709
 ,2693973,2693974,2693975

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◆ Asset Detail - Base Currency

Description / Asset ID		Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss		Total
Investment Mgr ID	Shares/PAR value					Market	Translation	
Equities								
Common stock								
United States - USD								
BAXTER INTL INC COM CUSIP 071813109								
	7,200 000	53 59	1,872 00	385,848 00	204 744 56	181,103 44	0 00	181,103 44
BB&T CORP COM CUSIP 054937107								
	2,000 000	27 46	0 00	54,920 00	54,863 00	57 00	0 00	57 00
BERKSHIRE HATHAWAY INC CL B COM CUSIP 084670207								
	82 000	3,214 00	0 00	263,548 00	220 373 76	43,174 24	0 00	43,174 24
BIO RAD LABS INC CL A CUSIP 090572207								
	3,010 000	75 31	0 00	226,683 10	267,897 80	-41,214 70	0 00	-41,214 70
BORG WARNER INC COM CUSIP 099724106								
	1,000 000	21 77	0 00	21,770 00	21,195 00	575 00	0 00	575 00
BRINKS CO COM STOCK CUSIP 109696104								
	1,170 000	26 88	0 00	31,449 60	30,751 57	698 03	0 00	698 03
BROWN & BROWN INC COM CUSIP 115236101								
	5,700 000	20 90	0 00	119,130 00	115,928 96	3,201 04	0 00	3,201 04
BROWN-FORMAN INC CL B NON-VTG COM CUSIP 115637209								
	0 000	51 49	172 50	0 00	0 00	0 00	0 00	0 00
BRUKER CORP CUSIP 116794108								
	17,150 000	4 04	0 00	69,286 00	169,740 64	-100,454 64	0 00	-100,454 64

Reporting

Account number Multiple Accounts

31 DEC 08

2604465,2605505,2610103,2611533,2611867,2611868,2617213,2628765,2632282,2632428,2643378,2643381,2663667,2679829,2693709
 ,2693973,2693974,2693975

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◆ Asset Detail - Base Currency

Description / Asset ID		Exchange rate/	Accrued	Market Value	Cost	Unrealized gain/loss		Total
Investment Mgr ID	Shares/PAR value	local market price	income/expense			Market	Translation	
Equities								
Common stock								
United States - USD								
BSTN PPTYS INC CUSIP 101121101								
	900 000	55 00	612 00	49 500 00	60,651 00	-11,151 00	0 00	-11,151 00
BURGER KING HLDGS INC COM CUSIP 121208201								
	1,600 000	23 88	0 00	38,208 00	40,492 96	-2,284 96	0 00	-2,284 96
CABOT OIL & GAS CORP COM CUSIP 127097103								
	2,400 000	26 00	0 00	62 400 00	81,840 05	-19,440 05	0 00	-19,440 05
CAMERON INTL CORP COM STK CUSIP 13342B105								
	44,000 000	20 50	0 00	902,000 00	581 361 08	320,638 92	0 00	320,638 92
CAPELLA ED CO COM CUSIP 139594105								
	995 000	58 76	0 00	58 466 20	24,477 37	33,988 83	0 00	33,988 83
CARDINAL HLTH INC CUSIP 14149Y108								
	26,700 000	34 47	3,738 00	920,349 00	1 686,409 63	-766,060 63	0 00	-766,060 63
CARNIVAL CORP COM PAIRED CUSIP 143658300								
	29,200 000	24 32	0 00	710,144 00	964 177 01	-254,033 01	0 00	-254,033 01
CELGENE CORP COM CUSIP 151020104								
	16 293 000	55 28	0 00	900,677 04	900,994 75	-317 71	0 00	-317 71
CENTURYTEL INC COM STK CUSIP 156700106								
	1,500 000	27 33	0 00	40,995 00	46,009 89	-5,014 89	0 00	-5,014 89

Reporting

Account number Multiple Accounts

31 DEC 08

2604465,2605505,2610103,2611533,2611867,2611868,2617213,2628765,2632282,2632428,2643378,2643381,2663667,2679829,2693709
 ,2693973,2693974,2693975

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◆ Asset Detail - Base Currency

Description / Asset ID

Investment Mgr ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
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Equities

Common stock

United States - USD

CF CHILTON GLOBAL NAT RES INTL BVI CL C0108 FD CUSIP 599999091

186 160	11,136 58	0 00	2,073,185 73	3,000,000 00	-926 814 27	0 00	-926,814 27
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CF TCW AMERICAS DEV ASSN LP FD CUSIP 493999072

0 800	2,888,519 79	0 00	2,298,288 32	3,195,376 14	-897,087 82	0 00	-897,087 82
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CHARLES RIV LABORATORIES INTL INC COM CUSIP 159864107

3,695 000	26 20	0 00	96,809 00	174,764 40	-77,955 40	0 00	-77,955 40
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CHEROKEE INC DEL NEW COM CUSIP 16444H102

2,790 000	17 35	0 00	48,406 50	44,651 80	3,754 70	0 00	3,754 70
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CIGNA CORP COM CUSIP 125509109

26,300 000	16 85	0 00	443,155 00	369,035 30	74,119 70	0 00	74,119 70
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CITIGROUP INC COM CUSIP 172967101

29,133 000	6 71	0 00	195,482 43	576,115 66	-380,633 23	0 00	-380,633 23
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CITY NATL CORP COM CUSIP 178566105

1,400 000	48 70	0 00	68,180 00	59,686 00	8,494 00	0 00	8,494 00
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CLEARWATER PAPER CORP COM STK CUSIP 18538R103

1,044 000	8 39	0 00	8,759 16	33,296 13	-24,536 97	0 00	-24,536 97
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CME GROUP INC COM STK CUSIP 12572Q105

4,044 000	208 11	0 00	841,596 84	1,629,928 80	-788 331 96	0 00	-788,331 96
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Reporting

Account number Multiple Accounts

31 DEC 08

2604465,2605505,2610103,2611533,2611867,2611868,2617213,2628765,2632282,2632428,2643378,2643381,2663667,2679829,2693709
 ,2693973,2693974,2693975

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◆ Asset Detail - Base Currency

Description / Asset ID

Investment Mgr ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss		Total
Shares/PAR value					Market	Translation	

Equities

Common stock

United States - USD

COGNIZANT TECHNOLOGY SOLUTIONS CORP CL ACL A CUSIP 192446102

74,246 000	18 06	0 00	1,340,882 76	2,052,605 00	-711,722 24	0 00	-711,722 24
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COMCAST CORP NEW-CL A CUSIP 20030N101

2,500 000	16 88	0 00	42,200 00	51,100 00	-8,900 00	0 00	-8,900 00
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COMMSCOPE INC COM CUSIP 203372107

3,685 000	15 54	0 00	57,264 90	117,510 23	-60,245 33	0 00	-60,245 33
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COMSTOCK RES INC COM NEW COM NEW CUSIP 205768203

6,050 000	47 25	0 00	285,862 50	262,669 95	23,192 55	0 00	23,192 55
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COMTECH TELECOMMUNICATIONS CORP COM NEW CUSIP 205826209

2,045 000	45 82	0 00	93,701 90	90,391 13	3,310 77	0 00	3 310 77
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COPART INC COM CUSIP 217204106

6,835 000	27 19	0 00	185,843 65	250 578 53	-64,734 88	0 00	-64,734 88
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COVANCE INC COM CUSIP 222816100

15,774 000	46 03	0 00	726,077 22	1,277,288 62	-551,211 40	0 00	-551,211 40
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COVENTRY HEALTH CARE INC COM CUSIP 222862104

1,500 000	14 88	0 00	22,320 00	74,763 06	-52,443 06	0 00	-52,443 06
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CROWN HLDGS INC COM CUSIP 228368106

4,720 000	19 20	0 00	90,624 00	75,170 15	15,453 85	0 00	15,453 85
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Reporting

Account number Multiple Accounts

31 DEC 08

2604465,2605505,2610103,2611533,2611867,2611868,2617213,2628765,2632282,2632428,2643378,2643381,2663667,2679829,2693709
 ,2693973,2693974,2693975

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◆ Asset Detail - Base Currency

Description / Asset ID

Investment Mgr ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
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Equities

Common stock

United States - USD

CVS CAREMARK CORP COM STK CUSIP 126650100

75,139 000	28 74	0 00	2,159,494 86	2,458,468 36	-298 973 50	0 00	-298,973 50
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DARDEN RESTAURANTS INC COM CUSIP 237194105

2,100 000	28 18	0 00	59,178 00	63,622 00	-4,444 00	0 00	-4,444 00
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DEAN FOODS CO NEW COM CUSIP 242370104

9,540 000	17 97	0 00	171,433 80	214,887 90	-43,454 10	0 00	-43,454 10
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DEERE & CO COM CUSIP 244199105

3,800 000	38 32	980 00	145,616 00	176,444 38	-30,828 38	0 00	-30,828 38
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DEVON ENERGY CORP NEW COM CUSIP 25179M103

700 000	65 71	0 00	45,997 00	47,904 20	-1,907 20	0 00	-1,907 20
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DEVRY INC DEL COM CUSIP 251893103

1,925 000	57 41	236 00	110,514 25	80,224 07	30,290 18	0 00	30,290 18
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DIEBOLD INC COM CUSIP 253651103

2,600 000	28 09	0 00	73,034 00	82,994 38	-9,960 38	0 00	-9,960 38
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DPL CO COM CUSIP 233293109

2,700 000	22 84	0 00	61,668 00	71,561 00	-9,893 00	0 00	-9,893 00
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DREAMWORKS ANIMATION INC CL A COM STK CUSIP 26153C103

8,115 000	25 26	0 00	204,984 90	197 920 88	7,064 02	0 00	7,064 02
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Reporting

Account number Multiple Accounts

31 DEC 08

2604465,2605505,2610103,2611533,2611867,2611868,2617213,2628765,2632282,2632428,2643378,2643381,2663667,2679829,2693709
 ,2693973,2693974,2693975

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◆ Asset Detail - Base Currency

Description / Asset ID

Investment Mgr ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss		Total
Shares/PAR value					Market	Translation	

Equities

Common stock

United States - USD

DST SYS INC COM CUSIP 233326107

2,615 000	37 98	0 00	99,317 70	163,730 64	-64,412 94	0 00	-64,412 94
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EATON CORP COM CUSIP 278058102

11,400 000	49 71	0 00	566,694 00	440 338 38	126,355 62	0 00	126,355 62
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EBAY INC COM CUSIP 278642103

2,200 000	13 96	0 00	30,712 00	36,511 00	-5,799 00	0 00	-5,799 00
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ELECTR ARTS COM CUSIP 285512109

49,298 000	16 04	0 00	790,739 92	966 644 67	-175,904 75	0 00	-175,904 75
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EMERSON ELECTRIC CO COM CUSIP 291011104

2,900 000	36 61	0 00	106,169 00	98,385 96	7,783 04	0 00	7,783 04
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ENDO PHARMACEUTICALS HLDGS INC COM CUSIP 29264F205

3,000 000	25 88	0 00	77,640 00	82,905 99	-5,265 99	0 00	-5,265 99
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ENSTAR GROUP LIMITED COM CUSIP G3075P101

2,810 000	59 14	0 00	166,183 40	253 777 09	-87,593 69	0 00	-87,593 69
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ENTEGRIS INC COM CUSIP 29362U104

41,291 000	2 19	0 00	90,427 29	268 032 70	-177,605 41	0 00	-177,605 41
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EQTY RESDNTL EFF 5/15/02 CUSIP 29476L107

2,200 000	29 82	1,061 50	65,604 00	89,665 00	-24,061 00	0 00	-24,061 00
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Reporting

Account number Multiple Accounts

31 DEC 08

2604465,2605505,2610103,2611533,2611867,2611868,2617213,2628765,2632282,2632428,2643378,2643381,2663667,2679829,2693709
 ,2693973,2693974,2693975

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◆ Asset Detail - Base Currency

Description / Asset ID

Investment Mgr ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss		Total
Shares/PAR value					Market	Translation	

Equities

Common stock

United States - USD

EVEREST RE GROUP COM CUSIP G3223R108

800 000	76 14	0 00	60 912 00	54,838 00	6,074 00	0 00	6,074 00
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F P L GROUP INC COM CUSIP 302571104

1,100 000	50 33	0 00	55,363 00	47,238 01	8,124 99	0 00	8,124 99
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FIRST SOLAR INC COM CUSIP 336433107

5,824 000	137 96	0 00	803,479 04	732,724 49	70,754 55	0 00	70,754 55
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FISERV INC COM CUSIP 337738108

900 000	36 37	0 00	32,733 00	37,458 00	-4,725 00	0 00	-4,725 00
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FLOWERS FOODS INC COM CUSIP 343498101

4,785 000	24 36	0 00	116,562 60	122,192 40	-5,629 80	0 00	-5,629 80
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FOREST LABORATORIES INC CUSIP 345838106

3,400 000	25 47	0 00	86,598 00	122,040 00	-35,442 00	0 00	-35,442 00
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FOREST OIL CORP COM PAR \$0 01 COM PAR \$0 01 CUSIP 346091705

4,100 000	16 49	0 00	67,609 00	106,416 78	-38,807 78	0 00	-38,807 78
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FREEMPORT-MCMORAN COPPER & GOLD INC CUSIP 35671D857

1 100 000	24 44	0 00	26,884 00	106,249 00	-79,365 00	0 00	-79,365 00
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FRKLN RES INC COM CUSIP 354613101

1,400 000	63 78	294 00	89,292 00	131,431 98	-42,139 98	0 00	-42,139 98
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Reporting

Account number Multiple Accounts

31 DEC 08

2604465,2605505,2610103,2611533,2611867,2611868,2617213,2628765,2632282,2632428,2643378,2643381,2663667,2679829,2693709
 ,2693973,2693974,2693975

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◆ Asset Detail - Base Currency

<u>Description / Asset ID</u>						<u>Unrealized gain/loss</u>		
Investment Mgr ID	Exchange rate/	Accrued				Market	Translation	Total
Shares/PAR value	local market price	income/expense	Market Value	Cost				
Equities								
Common stock								
United States - USD								
FRONTIER OIL CORP COM CUSIP 35914P105								
4,100 000	12 63	246 00	51,783 00	94,664 65		-42,881 65	0 00	-42,881 65
GAMESTOP CORP NEW CL A CUSIP 36467W109								
4,455 000	21 66	0 00	96,495 30	107 476 36		-10,981 06	0 00	-10 981 06
GATX CORP COM CUSIP 361448103								
6,255 000	30 97	0 00	193,717 35	246 395 03		-52,677 68	0 00	-52,677 68
GEN-PROBE INC NEW COM CUSIP 36866T103								
800 000	42 84	0 00	34,272 00	25,944 00		8,328 00	0 00	8,328 00
GENZYME CORP COM CUSIP 372917104								
24,777 000	66 37	0 00	1,644,449 49	1,498,143 43		146,306 06	0 00	146,306 06
GILEAD SCIENCES INC CUSIP 375558103								
39,229 000	51 14	0 00	2,006,171 06	858,111 37		1,148,059 69	0 00	1,148,059 69
GOLDMAN SACHS GROUP INC COM CUSIP 38141G104								
10,400 000	84 39	0 00	877,656 00	921,194 30		-43,538 30	0 00	-43,538 30
HANOVER INS GROUP INC COM CUSIP 410867105								
6,070 000	42 97	0 00	260,827 90	267 958 84		-7,130 94	0 00	-7,130 94
HARLEY DAVIDSON INC COM CUSIP 412822108								
1,200 000	16 97	0 00	20 364 00	43,951 00		-23,587 00	0 00	-23,587 00

Reporting

Account number Multiple Accounts

31 DEC 08

2604465,2605505,2610103,2611533,2611867,2611868,2617213,2628765,2632282,2632428,2643378,2643381,2663667,2679829,2693709
 ,2693973,2693974,2693975

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◆ Asset Detail - Base Currency

Description / Asset ID

Investment Mgr ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
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Equities

Common stock

United States - USD

HARRIS CORP COM CUSIP 413875105

16 100 000	38 05	0 00	612,605 00	806,502 71	-193,897 71	0 00	-193,897 71
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HEALTH NET INC COM CUSIP 42222G108

3,900 000	10 89	0 00	42,471 00	147 790 00	-105,319 00	0 00	-105,319 00
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HEALTHCARE SVCS GROUP INC COM CUSIP 421906108

7 725 000	15 93	0 00	123,059 25	130,960 51	-7,901 26	0 00	-7,901 26
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HESS CORP COM STK CUSIP 42809H107

1,700 000	53 64	130 00	91,188 00	140 389 00	-49,201 00	0 00	-49,201 00
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HEWLETT PACKARD CO COM CUSIP 428236103

29,900 000	36 29	2,392 00	1,085 071 00	822,362 51	262,708 49	0 00	262,708 49
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HOLOGIC INC COM CUSIP 436440101

3,300 000	13 07	0 00	43,131 00	56,345 00	-13,214 00	0 00	-13,214 00
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HOSPIRA INC COM CUSIP 441060100

3,200 000	26 82	0 00	85,824 00	120 258 00	-34,434 00	0 00	-34,434 00
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IAC / INTERACTIVECORP COM PAR \$ 001 STK CUSIP 44919P508

3,450 000	15 73	0 00	54,268 50	76,834 44	-22,565 94	0 00	-22,565 94
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IHS INC COM CL A COM CL A CUSIP 451734107

2,920 000	37 42	0 00	109,266 40	148,741 98	-39,475 58	0 00	-39,475 58
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Reporting

Account number Multiple Accounts

31 DEC 08

2604465,2605505,2610103,2611533,2611867,2611868,2617213,2628765,2632282,2632428,2643378,2643381,2663667,2679829,2693709
 ,2693973,2693974,2693975

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◆ Asset Detail - Base Currency

Description / Asset ID		Exchange rate/	Accrued	Market Value	Cost	Unrealized gain/loss		Total
Investment Mgr ID	Shares/PAR value	local market price	income/expense			Market	Translation	
Equities								
Common stock								
United States - USD								
ILL TOOL WKS INC COM CUSIP 452308109								
	900 000	35 05	279 00	31,545 00	41,320 50	-9,775 50	0 00	-9,775 50
INTERCONTINENTALEXCHANGE INC COM CUSIP 45885V100								
	1,680 000	82 44	0 00	138,499 20	158,049 86	-19,550 66	0 00	-19,550 66
INTERNATIONAL SPEEDWAY CORP CL A CUSIP 460335201								
	3,785 000	28 73	0 00	108,743 05	103 149 45	5,593 60	0 00	5,593 60
INTERVAL LEISURE GROUP INC COM STK CUSIP 46113M108								
	14,200 000	5 39	0 00	76,538 00	164,286 69	-87,748 69	0 00	-87,748 69
INTUIT COM CUSIP 461202103								
	2,500 000	23 79	0 00	59,475 00	64,921 00	-5,446 00	0 00	-5,446 00
INVESCO LTD COM STK USD0 10 CUSIP G491BT108								
	12,600 000	14 44	0 00	181,944 00	279,908 36	-97,964 36	0 00	-97,964 36
ITC HLDGS CORP COM STK CUSIP 465685105								
	5,160 000	43 68	0 00	225,388 80	255,083 15	-29,694 35	0 00	-29,694 35
J2 GLOBAL COMMUNICATONS INC COM NEW CUSIP 46626E205								
	3,400 000	20 04	0 00	68,136 00	69,664 47	-1 528 47	0 00	-1,528 47
JACOBS ENGR GROUP INC COM CUSIP 469814107								
	1,400 000	48 10	0 00	67,340 00	59,129 01	8,210 99	0 00	8,210 99

Reporting

Account number Multiple Accounts

31 DEC 08

2604465,2605505,2610103,2611533,2611867,2611868,2617213,2628765,2632282,2632428,2643378,2643381,2663667,2679829,2693709
 ,2693973,2693974,2693975

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◆ Asset Detail - Base Currency

Description / Asset ID						Unrealized gain/loss		
Investment Mgr ID	Exchange rate/ Shares/PAR value	local market price	Accrued income/expense	Market Value	Cost	Market	Translation	Total
Equities								
Common stock								
United States - USD								
K12 INC COM STOCK USD 0001 CUSIP 48273U102								
	8,345 000	18 75	0 00	156,468 75	190,157 92	-33,689 17	0 00	-33,689 17
KAYDON CORP COM CUSIP 486587108								
	2,800 000	34 35	476 00	96 180 00	85,197 57	10,982 43	0 00	10,982 43
KB HOME COM CUSIP 48666K109								
	2,200 000	13 62	0 00	29,964 00	35,504 04	-5,540 04	0 00	-5,540 04
KELLOGG CO COM CUSIP 487836108								
	1,900 000	43 85	0 00	83,315 00	91,724 00	-8,409 00	0 00	-8,409 00
KIMBERLY-CLARK CORP COM CUSIP 494368103								
	1,300 000	52 74	754 00	68,562 00	79,728 00	-11,166 00	0 00	-11,166 00
KINETIC CONCEPTS INC COM NEW COM NEW CUSIP 49460W208								
	18,600 000	19 18	0 00	356,748 00	745 099 24	-388,351 24	0 00	-388,351 24
KOHLS CORP COM CUSIP 500255104								
	2 100 000	36 20	0 00	76,020 00	64,446 96	11,573 04	0 00	11,573 04
KRAFT FOODS INC CL A CUSIP 50075N104								
	2,400 000	26 85	696 00	64,440 00	76,109 00	-11,669 00	0 00	-11,669 00
KS CY SOUTHN CUSIP 485170302								
	4,000 000	19 05	0 00	76,200 00	87,336 99	-11,136 99	0 00	-11,136 99

Reporting

Account number Multiple Accounts

31 DEC 08

2604465,2605505,2610103,2611533,2611867,2611868,2617213,2628765,2632282,2632428,2643378,2643381,2663667,2679829,2693709
,2693973,2693974,2693975

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◆ Asset Detail - Base Currency

<u>Description / Asset ID</u>						<u>Unrealized gain/loss</u>		
Investment Mgr ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Translation	Total	
Equities								
Common stock								
United States - USD								
L-3 COMMUNICATIONS HLDG CORP COM CUSIP 502424104								
11,680 000	73 78	0 00	861,750 40	954,611 99	-92,861 59	0 00	-92,861 59	
LABORATORY CORP AMER HLDGS COM NEW COM NEW CUSIP 50540R409								
6,610 000	64 41	0 00	425,750 10	411,290 77	14,459 33	0 00	14,459 33	
LANDSTAR SYS INC COM CUSIP 515098101								
3,280 000	38 43	0 00	126,050 40	134,622 69	-8,572 29	0 00	-8,572 29	
LIFE TECHNOLOGIES CORP COM STK CUSIP 53217V109								
885 000	23 31	0 00	20,629 35	20,604 59	24 76	0 00	24 76	
LINCARE HLDGS INC COM CUSIP 532791100								
9,320 000	26 93	0 00	250,987 60	293,834 79	-42,847 19	0 00	-42,847 19	
LINCOLN NATL CORP COM CUSIP 534187109								
4,500 000	18 84	0 00	84,780 00	83,271 41	1,508 59	0 00	1,508 59	
LUBRIZOL CORP COM CUSIP 549271104								
4,700 000	36 39	0 00	171,033 00	208,240 77	-37,207 77	0 00	-37,207 77	
MACYS INC COM STK CUSIP 55616P104								
39,600 000	10 35	5,247 00	409,860 00	1,129,833 83	-719,973 83	0 00	-719,973 83	
MANPOWER INC WIS COM CUSIP 56418H100								
1,500 000	33 99	0 00	50,985 00	75,175 05	-24,190 05	0 00	-24,190 05	

Reporting

Account number Multiple Accounts

31 DEC 08

2604465,2605505,2610103,2611533,2611867,2611868,2617213,2628765,2632282,2632428,2643378,2643381,2663667,2679829,2693709
 ,2693973,2693974,2693975

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◆ Asset Detail - Base Currency

Description / Asset ID

Investment Mgr ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss		Total
Shares/PAR value					Market	Translation	

Equities

Common stock

United States - USD

MARATHON OIL CORP COM CUSIP 565849106

4,200 000	27 36	0 00	114,912 00	198,917 00	-84,005 00	0 00	-84 005 00
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MARRIOTT INTL INC NEW COM STK CL A CUSIP 571903202

3,200 000	19 45	227 50	62,240 00	60,428 00	1,812 00	0 00	1 812 00
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MCDERMOTT INTL INC COM STK \$1 PAR CUSIP 580037109

7,700 000	9 88	0 00	76,076 00	127 712 98	-51,636 98	0 00	-51,636 98
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MCGRAW HILL COMPANIES INC COM CUSIP 580645109

900 000	23 19	0 00	20,871 00	38,174 15	-17,303 15	0 00	-17,303 15
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MEDASSETS INC COM STK CUSIP 584045108

4,240 000	14 60	0 00	61,904 00	59,326 12	2,577 88	0 00	2,577 88
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MEN S WEARHOUSE INC COMMOM CUSIP 587118100

7,690 000	13 54	0 00	104,122 60	119 072 46	-14,949 86	0 00	-14,949 86
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MERCURY GEN CORP NEW COM CUSIP 589400100

2,100 000	45 99	0 00	96,579 00	105,384 96	-8,805 96	0 00	-8,805 96
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MERIDIAN BIOSCIENCE INC COM CUSIP 589584101

8,780 000	25 47	0 00	223,626 60	137,609 98	86,016 62	0 00	86,016 62
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METTLER-TOLEDO INTL INC COM CUSIP 592688105

2,460 000	67 40	0 00	165,804 00	195,320 15	-29,516 15	0 00	-29,516 15
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Reporting

Account number Multiple Accounts

31 DEC 08

2604465,2605505,2610103,2611533,2611867,2611868,2617213,2628765,2632282,2632428,2643378,2643381,2663667,2679829,2693709
 ,2693973,2693974,2693975

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◆ Asset Detail - Base Currency

Description / Asset ID

Investment Mgr ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss		Total
Shares/PAR value					Market	Translation	

Equities

Common stock

United States - USD

MICROSOFT CORP COM CUSIP 594918104

25,800 000	19 44	0 00	501,552 00	729,434 08	-227,882 08	0 00	-227,882 08
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MKS INSTRS INC COM CUSIP 55306N104

3,590 000	14 79	0 00	53 096 10	79,984 21	-26,888 11	0 00	-26,888 11
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MLP KINDER MORGAN ENERGY PARTNERS L P UNIT LTD PARTNERSHIP INT CUSIP 494550106

1,300 000	45 75	0 00	59,475 00	58,966 70	508 30	0 00	508 30
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MOLSON COORS BREWING CO CL B CL B CUSIP 60871R209

2,900 000	48 92	0 00	141,868 00	135,151 01	6,716 99	0 00	6,716 99
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MONOTYPE IMAGING HLDGS INC COM STK CUSIP 61022P100

19,070 000	5 80	0 00	110,606 00	231,209 44	-120,603 44	0 00	-120,603 44
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MONSANTO CO NEW COM CUSIP 61166W101

16,382 000	70 35	0 00	1,152,473 70	1 619,815 25	-467,341 55	0 00	-467,341 55
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MOSAIC CO COM CUSIP 61945A107

600 000	34 60	0 00	20 760 00	23,053 64	-2,293 64	0 00	-2,293 64
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NATIONAL OILWELL VARCO COM STK CUSIP 637071101

36 031 000	24 44	0 00	880,597 64	971,317 05	-90,719 41	0 00	-90,719 41
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NCR CORP COM CUSIP 62886E108

13,075 000	14 14	0 00	184,880 50	320,210 52	-135,330 02	0 00	-135,330 02
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Reporting

Account number Multiple Accounts

31 DEC 08

2604465,2605505,2610103,2611533,2611867,2611868,2617213,2628765,2632282,2632428,2643378,2643381,2663667,2679829,2693709
 ,2693973,2693974,2693975

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◆ Asset Detail - Base Currency

Description / Asset ID

Investment Mgr ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
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Equities

Common stock

United States - USD

NEUTRAL TANDEM INC COM STK CUSIP 64128B108

11,710 000	16 22	0 00	189,936 20	207,681 87	-17,745 67	0 00	-17,745 67
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NEWFIELD EXPLORATION CUSIP 651290108

1,300 000	19 75	0 00	25,675 00	30,041 65	-4,366 65	0 00	-4,366 65
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NIKE INC CL B CL B CUSIP 654106103

28,300 000	51 00	7,075 00	1,443,300 00	919,366 13	523,933 87	0 00	523,933 87
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NOBLE ENERGY INC COM CUSIP 655044105

2,300 000	49 22	0 00	113,206 00	83,192 97	30,013 03	0 00	30,013 03
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NTELOS HLDGS CORP COM CUSIP 67020Q107

7,590 000	24 66	1,973 40	187,169 40	172,120 22	15,049 18	0 00	15,049 18
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OLD REP INTL CORP COM CUSIP 680223104

10,500 000	11 92	0 00	125,160 00	178,505 80	-53,345 80	0 00	-53,345 80
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OMNICOM GROUP INC COM CUSIP 681919106

2,400 000	26 92	360 00	64,608 00	108,731 00	-44,123 00	0 00	-44,123 00
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ON SEMICONDUCTOR CORP COM CUSIP 682189105

16,955 000	3 40	0 00	57,647 00	110,752 97	-53,105 97	0 00	-53,105 97
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ORBITAL SCI CORP COM CUSIP 685564106

8,740 000	19 53	0 00	170,692 20	203,939 12	-33,246 92	0 00	-33,246 92
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Reporting

Account number Multiple Accounts

31 DEC 08

2604465,2605505,2610103,2611533,2611867,2611868,2617213,2628765,2632282,2632428,2643378,2643381,2663667,2679829,2693709
,2693973,2693974,2693975

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◆ Asset Detail - Base Currency

Description / Asset ID

Investment Mgr ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
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Equities

Common stock

United States - USD

OWENS ILL INC COM NEW CUSIP 690768403

7 385 000	27 33	0 00	201,832 05	222,962 53	-21,130 48	0 00	-21,130 48
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PACTIV CORP COM CUSIP 695257105

8,385 000	24 88	0 00	208,618 80	225 988 34	-17,369 54	0 00	-17,369 54
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PENN NATL GAMING INC COM CUSIP 707569109

5,030 000	21 38	0 00	107,541 40	124,126 66	-16,585 26	0 00	-16,585 26
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PEOPLES UTD FINL INC COM CUSIP 712704105

8,200 000	17 83	0 00	146,206 00	139,995 26	6,210 74	0 00	6,210 74
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PEPSICO INC COM CUSIP 713448108

900 000	54 77	382 50	49,293 00	56,881 98	-7,588 98	0 00	-7,588 98
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PERKINELMER INC COM CUSIP 714046109

4 500 000	13 91	0 00	62,595 00	84,789 80	-22,194 80	0 00	-22,194 80
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PETROHAWK ENERGY CORP COM CUSIP 716495106

3,540 000	15 63	0 00	55,330 20	61,706 80	-6,376 60	0 00	-6,376 60
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PICO HLDGS INC COM NEW STK CUSIP 693366205

2,705 000	26 58	0 00	71,898 90	86,499 97	-14,601 07	0 00	-14,601 07
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PITNEY BOWES INC COM CUSIP 724479100

1,400 000	25 48	0 00	35,672 00	58,768 00	-23,096 00	0 00	-23,096 00
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Northern Trust

*Generated by Northern Trust from reviewed periodic data on 9 Nov 09 B003

Reporting

Account number Multiple Accounts

31 DEC 08

2604465,2605505,2610103,2611533,2611867,2611868,2617213,2628765,2632282,2632428,2643378,2643381,2663667,2679829,2693709
 ,2693973,2693974,2693975

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◆ Asset Detail - Base Currency

Description / Asset ID

Investment Mgr ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss		Total
Shares/PAR value					Market	Translation	

Equities

Common stock

United States - USD

PLAINS ALL AMERN PIPELN UNIT LTD PARTNERSHIP INT CUSIP 726503105							
4,200 000	34 69	0 00	145,698 00	191,885 97	-46,187 97	0 00	-46,187 97
PNC FINANCIAL SERVICES GROUP COM STK CUSIP 693475105							
1,000 000	49 00	0 00	49,000 00	45,298 98	3,701 02	0 00	3,701 02
POLYCOM INC COM CUSIP 73172K104							
1,800 000	13 51	0 00	24,318 00	37,200 78	-12,882 78	0 00	-12,882 78
POTLATCH CORP NEW REIT CUSIP 737630103							
6,155 000	26 01	0 00	160,091 55	213,445 56	-53,354 01	0 00	-53,354 01
PPL CORP COM ISIN US69351T1060 CUSIP 69351T106							
3,500 000	30 69	1,172 50	107,415 00	104,070 70	3,344 30	0 00	3,344 30
PRECISION CASTPARTS CORP COM CUSIP 740189105							
1,960 000	59 48	0 00	116,580 80	120,874 09	-4,293 29	0 00	-4,293 29
PROCTER & GAMBLE CO COM CUSIP 742718109							
700 000	61 82	0 00	43,274 00	44,580 48	-1,306 48	0 00	-1,306 48
PROGRESS SOFTWARE CORP COM CUSIP 743312100							
5,675 000	19 26	0 00	109,300 50	140,753 52	-31,453 02	0 00	-31,453 02
PROGRESSIVE CORP OH COM CUSIP 743315103							
2,200 000	14 81	0 00	32,582 00	38,751 00	-6,169 00	0 00	-6,169 00

Reporting

Account number Multiple Accounts

31 DEC 08

2604465,2605505,2610103,2611533,2611867,2611868,2617213,2628765,2632282,2632428,2643378,2643381,2663667,2679829,2693709
 ,2693973,2693974,2693975

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◆ Asset Detail - Base Currency

Description / Asset ID

Investment Mgr ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss		Total
Shares/PAR value					Market	Translation	

Equities

Common stock

United States - USD

PROTECTIVE LIFE CORP COM CUSIP 743674103

6,900 000	14 35	0 00	99,015 00	300,871 76	-201,856 76	0 00	-201,856 76
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PUB SERVICE ENTERPRISE GROUP INC COM CUSIP 744573106

4,600 000	29 17	0 00	134,182 00	179 793 03	-45,611 03	0 00	-45,611 03
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PULTE HOMES INC COM CUSIP 745867101

4,200 000	10 93	168 00	45,906 00	44,693 05	1,212 95	0 00	1 212 95
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QUALCOMM INC COM CUSIP 747525103

50,757 000	35 83	8,121 12	1,818,623 31	1 833,608 15	-14,984 84	0 00	-14,984 84
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QUANTA SVCS INC COM CUSIP 74762E102

81,876 000	19 80	0 00	1,621,144 80	1,840,088 91	-218,944 11	0 00	-218,944 11
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QUEST DIAGNOSTICS INC COM CUSIP 74834L100

22,200 000	51 91	0 00	1,152,402 00	1 103,169 22	49,232 78	0 00	49,232 78
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RAYMOND JAMES FNCL INC COM STK CUSIP 754730109

4,700 000	17 13	517 00	80,511 00	94,130 28	-13,619 28	0 00	-13,619 28
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RAYONIER INC REIT CUSIP 754907103

9,685 000	31 35	0 00	303,624 75	262 739 17	40,885 58	0 00	40,885 58
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REDWOOD TR INC COM CUSIP 758075402

4,000 000	14 91	3,000 00	59,640 00	104,247 00	-44,607 00	0 00	-44,607 00
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Reporting

Account number Multiple Accounts

31 DEC 08

2604465,2605505,2610103,2611533,2611867,2611868,2617213,2628765,2632282,2632428,2643378,2643381,2663667,2679829,2693709
 ,2693973,2693974,2693975

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◆ Asset Detail - Base Currency

<u>Description / Asset ID</u>						Unrealized gain/loss		
Investment Mgr ID	Exchange rate/	Accrued				Market	Translation	Total
Shares/PAR value	local market price	income/expense	Market Value	Cost				
Equities								
Common stock								
United States - USD								
REINSURANCE GROUP AMER INC COM NEW STK CUSIP 759351604								
5,345 000	42 82	0 00	228,872 90	256,964 60		-28,091 70	0 00	-28,091 70
REPUBLIC SVCS INC COM CUSIP 760759100								
3,450 000	24 79	655 50	85,525 50	48,491 87		37,033 63	0 00	37,033 63
ROBBINS & MYERS INC COM CUSIP 770196103								
305 000	16 17	0 00	4,931 85	7,576 44		-2,644 59	0 00	-2,644 59
ROBERT HALF INTL INC COM CUSIP 770323103								
4,600 000	20 82	0 00	95,772 00	110,658 79		-14,886 79	0 00	-14,886 79
ROCKWELL COLLINS INC COM CUSIP 774341101								
2,600 000	39 09	0 00	101,634 00	139,864 00		-38,230 00	0 00	-38,230 00
ROPER INDS INC NEW COM CUSIP 776696106								
1,970 000	43 41	0 00	85,517 70	80,695 63		4,822 07	0 00	4,822 07
RUDDICK CORP COM CUSIP 781258108								
7,475 000	27 65	737 40	206,683 75	222,445 57		-15,761 82	0 00	-15,761 82
SANDRIDGE ENERGY INC COM CUSIP 80007P307								
2,600 000	6 15	0 00	15,990 00	74,196 30		-58,206 30	0 00	-58,206 30
SCHLUMBERGER LTD COM STK CUSIP 806857108								
16,900 000	42 33	3,402 00	715,377 00	380,008 81		335,368 19	0 00	335,368 19

Reporting

Account number Multiple Accounts

31 DEC 08

2604465,2605505,2610103,2611533,2611867,2611868,2617213,2628765,2632282,2632428,2643378,2643381,2663667,2679829,2693709,2693973,2693974,2693975

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◆ Asset Detail - Base Currency

Description / Asset ID						Unrealized gain/loss		
Investment Mgr ID	Exchange rate/	Accrued				Market	Translation	Total
Shares/PAR value	local market price	income/expense	Market Value	Cost				
Equities								
Common stock								
United States - USD								
SCHWAB CHARLES CORP COM NEW CUSIP 808513105								
81,944 000	16 17	0 00	1,325,034 48	1,360,281 04		-35,246 56	0 00	-35,246 56
SERVICE CORP INTL COM CUSIP 817565104								
20 110 000	4 97	0 00	99,946 70	153 904 85		-53,958 15	0 00	-53,958 15
SILGAN HLDGS INC COM CUSIP 827048109								
6,330 000	47 81	0 00	302,637 30	308,272 37		-5,635 07	0 00	-5,635 07
SL GREEN RLTY CORP COM STK CUSIP 78440X101								
700 000	25 90	262 50	18,130 00	71,119 83		-52,989 83	0 00	-52,989 83
SMART BALANCE INC COM STK CUSIP 83169Y108								
17,445 000	6 80	0 00	118,626 00	110,942 18		7,683 82	0 00	7,683 82
SNAP-ON INC COM CUSIP 833034101								
2,030 000	39 38	0 00	79,941 40	118,209 39		-38,267 99	0 00	-38,267 99
SOUTHERN UN CO NEW COM CUSIP 844030106								
2,400 000	13 04	360 00	31,296 00	55,247 02		-23,951 02	0 00	-23,951 02
SRA INTL INC CL A CUSIP 78464R105								
2 700 000	17 25	0 00	46,575 00	35,775 00		10,800 00	0 00	10,800 00
ST JUDE MED INC COM CUSIP 790849103								
1,500 000	32 96	0 00	49,440 00	49,810 00		-370 00	0 00	-370 00

Reporting

Account number Multiple Accounts

31 DEC 08

2604465,2605505,2610103,2611533,2611867,2611868,2617213,2628765,2632282,2632428,2643378,2643381,2663667,2679829,2693709
 ,2693973,2693974,2693975

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◆ Asset Detail - Base Currency

Description / Asset ID

Investment Mgr ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss		Total
Shares/PAR value					Market	Translation	

Equities

Common stock

United States - USD

STANLEY WKS COM CUSIP 854616109

1,300 000	34 10	0 00	44,330 00	56,663 00	-12,333 00	0 00	-12,333 00
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STARWOOD HOTELS & RESORTS WORLDWIDE INC COM STK CUSIP 85590A401

11,500 000	17 90	10,350 00	205,850 00	371,444 57	-165,594 57	0 00	-165,594 57
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SUN TR BANKS INC COM CUSIP 867914103

3 100 000	- 29 54	0 00	91,574 00	128,894 84	-37,320 84	0 00	-37,320 84
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SYNOVUS FINL CORP COM CUSIP 87161C105

10,500 000	8 30	630 00	87,150 00	94,715 22	-7,565 22	0 00	-7,565 22
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TAUBMAN CTRS INC COM CUSIP 876664103

1,500 000	25 46	622 50	38,190 00	28,180 05	10,009 95	0 00	10,009 95
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TECH DATA CORP COM CUSIP 878237106

3,800 000	17 84	0 00	67,792 00	122,400 87	-54,608 87	0 00	-54,608 87
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TELEDYNE TECHNOLOGIES INC COM CUSIP 879360105

2,505 000	44 55	0 00	111,597 75	77,715 78	33,881 97	0 00	33,881 97
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TEMPLE INLAND INC COM CUSIP 879868107

7,000 000	4 80	0 00	33,600 00	70,897 52	-37,297 52	0 00	-37,297 52
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TEREX CORP NEW COM CUSIP 880779103

19,100 000	17 32	0 00	330,812 00	845,253 68	-514,441 68	0 00	-514,441 68
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Reporting

Account number Multiple Accounts

31 DEC 08

2604465,2605505,2610103,2611533,2611867,2611868,2617213,2628765,2632282,2632428,2643378,2643381,2663667,2679829,2693709
 ,2693973,2693974,2693975

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◆ Asset Detail - Base Currency

Description / Asset ID

Investment Mgr ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
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Equities

Common stock

United States - USD

TEXAS INDS INC COM CUSIP 882491103

900 000	34 50	0 00	31 050 00	29,907 00	1,143 00	0 00	1,143 00
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TEXTRON INC COM CUSIP 883203101

29,500 000	13 87	6,785 00	409,165 00	1,243,253 22	-834 088 22	0 00	-834,088 22
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THERMO FISHER CORP CUSIP 883556102

25,951 000	34 07	0 00	884,150 57	1,390,024 48	-505 873 91	0 00	-505,873 91
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THOMAS & BETTS CORP COM CUSIP 884315102

7,400 000	24 02	0 00	177,748 00	243,378 21	-65,630 21	0 00	-65,630 21
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TJX COS INC COM NEW CUSIP 872540109

2,900 000	20 57	0 00	59,653 00	74,635 05	-14,982 05	0 00	-14,982 05
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TRANSOCEAN LTD CUSIP H8817H100

989 000	47 25	0 00	46,730 25	132,266 55	-85,536 30	0 00	-85,536 30
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UNION PAC CORP COM CUSIP 907818108

9,300 000	47 80	2,322 00	444,540 00	524,163 16	-79,623 16	0 00	-79,623 16
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UNITED PARCEL SVC INC CL B CUSIP 911312106

11,700 000	55 16	0 00	645,372 00	804,707 42	-159,335 42	0 00	-159,335 42
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UNITED TECHNOLOGIES CORP COM CUSIP 913017109

12,900 000	53 60	0 00	691,440 00	827,124 92	-135 684 92	0 00	-135,684 92
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Reporting

Account number Multiple Accounts

31 DEC 08

2604465,2605505,2610103,2611533,2611867,2611868,2617213,2628765,2632282,2632428,2643378,2643381,2663667,2679829,2693709
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◆ Asset Detail - Base Currency

Description / Asset ID

Investment Mgr ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
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Equities

Common stock

United States - USD

URS CORP NEW COM CUSIP 903236107

4,400 000	40 77	0 00	179,388 00	160,634 07	18,753 93	0 00	18,753 93
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USG CORP COM NEW CUSIP 903293405

22,300 000	8 04	0 00	179,292 00	774 373 97	-595,081 97	0 00	-595,081 97
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VALERO ENERGY CORP COM STK NEW CUSIP 91913Y100

1,200 000	21 64	0 00	25,968 00	56,988 00	-31,020 00	0 00	-31,020 00
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VALIDUS HOLDING LTD COM STK USD0 175 CUSIP G9319H102

6,745 000	26 16	0 00	176,449 20	119,758 98	56,690 22	0 00	56,690 22
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VALSPAR CORP COM CUSIP 920355104

6,535 000	18 09	980 25	118,218 15	147,799 24	-29,581 09	0 00	-29,581 09
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VARIAN INC COM CUSIP 922206107

2,500 000	33 51	0 00	83,775 00	103 875 45	-20,100 45	0 00	-20,100 45
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VIACOM INC NEW CL B CUSIP 92553P201

3,600 000	19 06	0 00	68,616 00	130 978 05	-62,362 05	0 00	-62,362 05
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VISA INC COM CL A STK CUSIP 92826C839

10,467 000	52 45	0 00	548,994 15	560,592 63	-11,598 48	0 00	-11,598 48
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VISHAY INTERTECHNOLOGY INC COM STK CUSIP 928298108

9,300 000	3 42	0 00	31,806 00	116,281 10	-84,475 10	0 00	-84,475 10
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Reporting

Account number Multiple Accounts

31 DEC 08

2604465,2605505,2610103,2611533,2611867,2611868,2617213,2628765,2632282,2632428,2643378,2643381,2663667,2679829,2693709
 ,2693973,2693974,2693975

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◆ Asset Detail - Base Currency

Description / Asset ID

Investment Mgr ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss		Total
Shares/PAR value					Market	Translation	

Equities

Common stock

United States - USD

WABCO HLDGS INC COM STK CUSIP 92927K102

20,566 000	15 79	0 00	324,737 14	705,076 91	-380,339 77	0 00	-380,339 77
------------	-------	------	------------	------------	-------------	------	-------------

WALGREEN CO COM CUSIP 931422109

3,900 000	24 67	0 00	96,213 00	129,220 00	-33,007 00	0 00	-33,007 00
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WASTE CONNECTIONS INC COM CUSIP 941053100

8,532 000	31 57	0 00	269,355 24	221,440 05	47,915 19	0 00	47,915 19
-----------	-------	------	------------	------------	-----------	------	-----------

WATSON WYATT WORLDWIDE INC CL A CUSIP 942712100

2,215 000	47 82	166 12	105,921 30	114,512 27	-8,590 97	0 00	-8,590 97
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WELLS FARGO & CO NEW COM STK CUSIP 949746101

23,500 000	29 48	0 00	692,780 00	446,064 47	246,715 53	0 00	246,715 53
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WEYERHAEUSER CO COM CUSIP 962166104

1,700 000	30 61	0 00	52,037 00	90,686 66	-38,649 66	0 00	-38,649 66
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WILEY JOHN & SONS INC CL A CUSIP 968223206

7,450 000	35 58	968 50	265,071 00	256,604 78	8,466 22	0 00	8,466 22
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WMS INDS INC COM STK CUSIP 929297109

3,360 000	26 90	0 00	90,384 00	121,941 21	-31,557 21	0 00	-31,557 21
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XTO ENERGY INC COM CUSIP 98385X106

16,700 000	35 27	2,004 00	589,009 00	744,532 98	-155,523 98	0 00	-155,523 98
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Reporting

Account number Multiple Accounts

31 DEC 08

2604465,2605505,2610103,2611533,2611867,2611868,2617213,2628765,2632282,2632428,2643378,2643381,2663667,2679829,2693709
 ,2693973,2693974,2693975

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◆ Asset Detail - Base Currency

Description / Asset ID

Investment Mgr ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss		Total
Shares/PAR value					Market	Translation	

Equities

Common stock

United States - USD

ZENITH NATL INS CORP COM CUSIP 989390109

9,710,000	31.57	0.00	306,544.70	349,930.65	-43,385.95	0.00	-43,385.95
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ZIMMER HLDGS INC COM CUSIP 98956P102

2,500,000	40.42	0.00	101,050.00	150,474.02	-49,424.02	0.00	-49,424.02
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Total USD		83,059.33	68,237,602.25	81,426,616.05	-13,189,013.80	0.00	-13,189,013.80
------------------	--	------------------	----------------------	----------------------	-----------------------	-------------	-----------------------

Total United States		83,059.33	68,237,602.25	81,426,616.05	-13,189,013.80	0.00	-13,189,013.80
----------------------------	--	------------------	----------------------	----------------------	-----------------------	-------------	-----------------------

Total Common Stock

4,083,903.390		83,059.33	106,757,799.14	144,475,410.08	-37,717,610.94	0.00	-37,717,610.94
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Rights/warrants

United States - USD

LANTRONIX INC WTS 02-09-2011 CUSIP 516990264

100,000	0.00	0.00	0.00	0.00	0.00	0.00	0.00
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Total USD		0.00	0.00	0.00	0.00	0.00	0.00
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Total United States		0.00	0.00	0.00	0.00	0.00	0.00
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Total Rights/Warrants

100,000		0.00	0.00	0.00	0.00	0.00	0.00
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Total Equities

4,084,003.390		83,059.33	106,757,799.14	144,475,410.08	-37,717,610.94	0.00	-37,717,610.94
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Fixed Income

Reporting

Account number Multiple Accounts

31 DEC 08

2604465,2605505,2610103,2611533,2611867,2611868,2617213,2628765,2632282,2632428,2643378,2643381,2663667,2679829,2693709
,2693973,2693974,2693975

Page 33 of 36

◆ Asset Detail - Base Currency

<u>Description / Asset ID</u>						<u>Unrealized gain/loss</u>		
Investment Mgr ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Translation	Total	
Shares/PAR value								

Fixed Income

Corporate bonds

United States - USD

MFO PIMCO FDS PAC INVT MGMT SER TOTAL RETURN FD INSTL CL CUSIP 693390700

7,678,474.290	10.14	402,742.54	77,859,729.30	76,631,448.56	1,228,280.74	0.00	1,228,280.74
Total USD		402,742.54	77,859,729.30	76,631,448.56	1,228,280.74	0.00	1,228,280.74
Total United States		402,742.54	77,859,729.30	76,631,448.56	1,228,280.74	0.00	1,228,280.74
Total Corporate Bonds		402,742.54	77,859,729.30	76,631,448.56	1,228,280.74	0.00	1,228,280.74
Total Fixed Income		402,742.54	77,859,729.30	76,631,448.56	1,228,280.74	0.00	1,228,280.74

Venture Capital and Partnerships

Partnerships

United States - USD

WILTON PRIVATE EQUITY LLC CUSIP 000163659

1,601,050.810	1,862,440.00	0.00	1,862,440.00	1,601,050.81	261,389.19	0.00	261,389.19
<i>* Market value based on prices received from an external manager or other client-directed pricing source</i>							
Total USD		0.00	1,862,440.00	1,601,050.81	261,389.19	0.00	261,389.19
Total United States		0.00	1,862,440.00	1,601,050.81	261,389.19	0.00	261,389.19
Total Partnerships		0.00	1,862,440.00	1,601,050.81	261,389.19	0.00	261,389.19
Total Venture Capital and Partnerships		0.00	1,862,440.00	1,601,050.81	261,389.19	0.00	261,389.19

Northern Trust

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Reporting

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 ,2693973,2693974,2693975

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◆ Asset Detail - Base Currency

Description / Asset ID

Investment Mgr ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss		Total
Shares/PAR value					Market	Translation	

Commodities

Commodity linked funds

United States - USD

MFC IPATH DOW JONES-UBS COMMODITY INDEX TOTAL RETURN ETN 6/12/36 CUSIP 06738C778

36,384 000	35 26	0 00	1,282,899 84	1,999,995 73	-717,095 89	0 00	-717,095 89
Total USD		0 00	1,282,899.84	1,999,995 73	-717,095 89	0 00	-717,095 89
Total United States		0 00	1,282,899 84	1,999,995 73	-717,095 89	0 00	-717,095 89
Total Commodity Linked Funds		0.00	1,282,899.84	1,999,995.73	-717,095.89	0.00	-717,095.89
36,384.000		0.00	1,282,899.84	1,999,995.73	-717,095.89	0.00	-717,095.89
Total Commodities		0.00	1,282,899.84	1,999,995.73	-717,095.89	0.00	-717,095.89
36,384.000		0.00	1,282,899.84	1,999,995.73	-717,095.89	0.00	-717,095.89

Hedge Fund

Hedge equity

United States - USD

FORTRESS PARTNERS OFFSHORE FUND, LP CUSIP 000486860

10,000,000 000	7,602,893 00	0 00	7,602,893 00	10,000,000 00	-2,397,107 00	0 00	-2,397,107 00
Total USD		0 00	7,602,893 00	10,000,000 00	-2,397,107 00	0 00	-2,397,107 00
Total United States		0 00	7,602,893 00	10,000,000 00	-2,397,107 00	0 00	-2,397,107 00
Total Hedge Equity		0.00	7,602,893.00	10,000,000.00	-2,397,107.00	0.00	-2,397,107.00
10,000,000.000		0.00	7,602,893.00	10,000,000.00	-2,397,107.00	0.00	-2,397,107.00
Total Hedge Fund		0.00	7,602,893.00	10,000,000.00	-2,397,107.00	0.00	-2,397,107.00
10,000,000.000		0.00	7,602,893.00	10,000,000.00	-2,397,107.00	0.00	-2,397,107.00

Northern Trust

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◆ Asset Detail - Base Currency

Description / Asset ID

Investment Mgr ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss		Total
Shares/PAR value					Market	Translation	

Cash and Cash Equivalents

Short term investment funds

USD - MFB NORTHERN INSTL FDS GOVT SELECT PORTFOLIO

	1 00	1,090 27 -	2,301 635 50	2,301,635 50	0 00 -	0 00	0 00
Total short term investment funds - all currencies		1,090 27	2,301,635 50	2,301,635 50	0 00	0 00	0 00
Total short term investment funds - all countries		1,090 27	2,301,635 50	2,301,635 50	0 00	0 00	0 00
Total Short Term Investment Funds							
	2,301,635.500	1,090.27	2,301,635.50	2,301,635.50	0.00	0.00	0.00
Total Cash and Cash Equivalents							
	2,301,635.500	1,090.27 -	2,301,635.50	2,301,635.50	0.00 -	0.00	0.00

Adjustments To Cash

Pending trade purchases

USD - United States dollar

	1 00	0 00	-454,929 55	-454,929 55	0 00	0 00	0 00
Total pending trade purchases - all currencies		0 00	-454,929 55	-454,929 55	0 00	0 00	0 00
Total pending trade purchases - all countries		0 00	-454,929 55	-454,929 55	0 00	0 00	0 00
Total Pending trade purchases							
	0.000	0.00	-454,929.55	-454,929.55	0.00	0.00	0.00

Pending trade sales

Reporting

Account number Multiple Accounts

31 DEC 08

2604465,2605505,2610103,2611533,2611867,2611868,2617213,2628765,2632282,2632428,2643378,2643381,2663667,2679829,2693709
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◆ Asset Detail - Base Currency

Description / Asset ID

Investment Mgr ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss		Total
Shares/PAR value					Market	Translation	

Adjustments To Cash

Pending trade sales

USD - United States dollar

	1 00	0 00	1,797 58	1,797 58	0 00	0 00	0 00
Total pending trade sales - all currencies		0 00	1,797 58	1,797 58	0 00	0 00	0 00
Total pending trade sales - all countries		0 00	1,797 58	1,797 58	0 00	0 00	0 00
Total Pending trade sales	0.000	0.00	1,797.58	1,797.58	0.00	0.00	0.00
Total Adjustments To Cash	0.000	0.00	-453,131.97	-453,131.97	0.00	0.00	0.00
Total	25,701,647.990	486,892.14	197,214,264.81	236,556,408.71	-39,342,143.90	0.00	-39,342,143.90

Please note that this report has been prepared using best available data. This report may also contain information provided by third parties, derived by third parties or derived from third party data and/or data that may have been categorized or otherwise reported based upon client direction - Northern Trust assumes no responsibility for the accuracy, timeliness or completeness of any such information. Northern Trust assumes no responsibility for the consequences of investment decisions made in reliance on information contained in this report. If you have questions regarding third party data or direction as it relates to this report, please contact your Northern Trust relationship team.

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**Thomas and Dorothy Leavey Foundation
Distributable Amounts**

Taxable Year	Distributable Amount	Qualifying Distribution		Start-Up Minimum Amount	Actual Payments Made	Aggregate Actual Payments																																																																																																																																																																																																																																																												
Start-Up Period																																																																																																																																																																																																																																																																		
1972	131,217	323,511	20%	26,243	323,511	323,511																																																																																																																																																																																																																																																												
1973	191,562	249,587	40%	76,625	249,587	573,098																																																																																																																																																																																																																																																												
1974	437,124	341,482	60%	262,316	341,482	914,580																																																																																																																																																																																																																																																												
1975	669,052	680,447	80%	535,329	680,447	1,595,027																																																																																																																																																																																																																																																												
<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 15%;"></th> <th style="width: 15%;"></th> <th style="width: 15%;"></th> <th style="width: 15%;"></th> <th style="width: 15%;"></th> <th style="width: 15%;"></th> <th style="width: 15%;"></th> </tr> <tr> <th></th> <th>(a)</th> <th>(b)</th> <th>(b) - (a)</th> <th>C/O Distribution in Excess of Full-Pmt Period Minimum Amount *</th> <th>(b)</th> <th></th> </tr> </thead> <tbody> <tr> <td colspan="7">Full Payment Periods</td> </tr> <tr> <td>1976</td> <td>691,688</td> <td>763,413</td> <td>71,725</td> <td>71,725</td> <td>763,413</td> <td>2,358,440</td> </tr> <tr> <td>1977</td> <td>666,262</td> <td>869,120</td> <td>202,858</td> <td>274,583</td> <td>869,120</td> <td>3,227,560</td> </tr> <tr> <td>1978</td> <td>1,288,135</td> <td>1,579,058</td> <td>290,923</td> <td>565,506</td> <td>1,579,058</td> <td>4,806,618</td> </tr> <tr> <td>1979</td> <td>1,595,578</td> <td>1,214,235</td> <td>(381,343)</td> <td>184,163</td> <td>1,214,235</td> <td>6,020,853</td> </tr> <tr> <td>1980</td> <td>2,430,168</td> <td>2,877,536</td> <td>447,368</td> <td>631,531</td> <td>2,877,536</td> <td>8,898,389</td> </tr> <tr> <td>1981</td> <td>2,941,628</td> <td>4,196,894</td> <td>1,255,266</td> <td>1,886,797</td> <td>4,196,894</td> <td>13,095,283</td> </tr> <tr> <td>1982</td> <td>2,241,628</td> <td>4,316,428</td> <td>2,074,800</td> <td>3,889,872</td> <td>4,316,428</td> <td>17,411,711</td> </tr> <tr> <td>1983</td> <td>2,514,882</td> <td>5,453,487</td> <td>2,938,605</td> <td>6,716,039</td> <td>5,453,487</td> <td>22,865,198</td> </tr> <tr> <td>1984</td> <td>2,560,537</td> <td>3,107,451</td> <td>546,914</td> <td>7,447,116</td> <td>3,107,451</td> <td>25,972,649</td> </tr> <tr> <td>1985</td> <td>3,312,974</td> <td>5,079,238</td> <td>1,766,264</td> <td>9,029,217</td> <td>5,079,238</td> <td>31,051,887</td> </tr> <tr> <td>1986</td> <td>4,128,167</td> <td>9,733,201</td> <td>5,605,034</td> <td>14,186,883</td> <td>9,733,201</td> <td>40,785,088</td> </tr> <tr> <td>1987</td> <td>4,157,668</td> <td>6,152,280</td> <td>1,994,612</td> <td>14,926,229</td> <td>6,152,280</td> <td>46,937,368</td> </tr> <tr> <td>1988</td> <td>4,233,367</td> <td>11,622,051</td> <td>7,388,684</td> <td>20,240,113</td> <td>11,622,051</td> <td>58,559,419</td> </tr> <tr> <td>1989</td> <td>5,804,490</td> <td>4,956,229</td> <td>(848,261)</td> <td>16,453,247</td> <td>4,956,229</td> <td>63,515,648</td> </tr> <tr> <td>1990</td> <td>6,363,814</td> <td>6,457,040</td> <td>93,226</td> <td>15,999,559</td> <td>6,457,040</td> <td>69,972,688</td> </tr> <tr> <td>1991</td> <td>7,029,568</td> <td>7,280,324</td> <td>250,756</td> <td>14,484,051</td> <td>7,280,324</td> <td>77,253,012</td> </tr> <tr> <td>1992</td> <td>7,296,938</td> <td>7,777,870</td> <td>480,932</td> <td>9,359,949</td> <td>7,777,870</td> <td>85,030,882</td> </tr> <tr> <td>1993</td> <td>7,296,318</td> <td>5,373,516</td> <td>(1,922,802)</td> <td>5,442,535</td> <td>5,373,516</td> <td>90,404,398</td> </tr> <tr> <td>1994</td> <td>7,195,273</td> <td>10,251,313</td> <td>3,056,040</td> <td>3,056,040</td> <td>10,251,313</td> <td>100,655,711</td> </tr> <tr> <td>1995</td> <td>7,589,427</td> <td>9,373,069</td> <td>1,783,642</td> <td>4,839,682</td> <td>9,373,069</td> <td>110,028,780</td> </tr> <tr> <td>1996</td> <td>8,430,221</td> <td>10,189,131</td> <td>1,758,910</td> <td>6,598,592</td> <td>10,189,131</td> <td>120,217,911</td> </tr> <tr> <td>1997</td> <td>9,218,650</td> <td>11,772,537</td> <td>2,553,887</td> <td>9,152,479</td> <td>11,772,537</td> <td>131,990,448</td> </tr> <tr> <td>1998</td> <td>11,066,653</td> <td>13,263,687</td> <td>1,447,034</td> <td>10,599,513</td> <td>12,513,687</td> <td>144,504,135</td> </tr> <tr> <td>1999</td> <td>13,192,888</td> <td>6,314,789</td> <td>(6,628,099)</td> <td>3,971,414</td> <td>6,564,789</td> <td>151,068,924</td> </tr> <tr> <td>2000</td> <td>14,289,604</td> <td>15,820,457</td> <td>1,780,853</td> <td>5,752,267</td> <td>16,070,457</td> <td>167,139,381</td> </tr> <tr> <td>2001</td> <td>11,666,671</td> <td>6,384,370</td> <td>(5,032,301)</td> <td>719,966</td> <td>6,634,370</td> <td>173,773,751</td> </tr> <tr> <td>2002</td> <td>10,712,404</td> <td>10,957,555</td> <td>245,151</td> <td>965,117</td> <td>10,957,555</td> <td>184,731,306</td> </tr> <tr> <td>2003</td> <td>10,398,080</td> <td>10,376,550</td> <td>(21,530)</td> <td>943,587</td> <td>10,376,550</td> <td>195,107,856</td> </tr> <tr> <td>2004</td> <td>11,538,823</td> <td>11,509,581</td> <td>(29,242)</td> <td>914,345</td> <td>11,509,581</td> <td>206,617,437</td> </tr> <tr> <td>2005</td> <td>11,740,896</td> <td>11,418,948</td> <td>(321,948)</td> <td>245,527</td> <td>11,418,948</td> <td>218,036,385</td> </tr> <tr> <td>2006</td> <td>12,349,791</td> <td>12,920,118</td> <td>570,327</td> <td>815,478</td> <td>12,920,118</td> <td>230,956,503</td> </tr> <tr> <td>2007</td> <td>13,813,528</td> <td>14,606,453</td> <td>792,925</td> <td>1,363,252</td> <td>14,056,453</td> <td>245,012,956</td> </tr> <tr> <td>2008</td> <td>12,721,374</td> <td>13,192,269</td> <td>470,895</td> <td>1,834,147</td> <td>13,492,269</td> <td>258,505,225</td> </tr> </tbody> </table>															(a)	(b)	(b) - (a)	C/O Distribution in Excess of Full-Pmt Period Minimum Amount *	(b)		Full Payment Periods							1976	691,688	763,413	71,725	71,725	763,413	2,358,440	1977	666,262	869,120	202,858	274,583	869,120	3,227,560	1978	1,288,135	1,579,058	290,923	565,506	1,579,058	4,806,618	1979	1,595,578	1,214,235	(381,343)	184,163	1,214,235	6,020,853	1980	2,430,168	2,877,536	447,368	631,531	2,877,536	8,898,389	1981	2,941,628	4,196,894	1,255,266	1,886,797	4,196,894	13,095,283	1982	2,241,628	4,316,428	2,074,800	3,889,872	4,316,428	17,411,711	1983	2,514,882	5,453,487	2,938,605	6,716,039	5,453,487	22,865,198	1984	2,560,537	3,107,451	546,914	7,447,116	3,107,451	25,972,649	1985	3,312,974	5,079,238	1,766,264	9,029,217	5,079,238	31,051,887	1986	4,128,167	9,733,201	5,605,034	14,186,883	9,733,201	40,785,088	1987	4,157,668	6,152,280	1,994,612	14,926,229	6,152,280	46,937,368	1988	4,233,367	11,622,051	7,388,684	20,240,113	11,622,051	58,559,419	1989	5,804,490	4,956,229	(848,261)	16,453,247	4,956,229	63,515,648	1990	6,363,814	6,457,040	93,226	15,999,559	6,457,040	69,972,688	1991	7,029,568	7,280,324	250,756	14,484,051	7,280,324	77,253,012	1992	7,296,938	7,777,870	480,932	9,359,949	7,777,870	85,030,882	1993	7,296,318	5,373,516	(1,922,802)	5,442,535	5,373,516	90,404,398	1994	7,195,273	10,251,313	3,056,040	3,056,040	10,251,313	100,655,711	1995	7,589,427	9,373,069	1,783,642	4,839,682	9,373,069	110,028,780	1996	8,430,221	10,189,131	1,758,910	6,598,592	10,189,131	120,217,911	1997	9,218,650	11,772,537	2,553,887	9,152,479	11,772,537	131,990,448	1998	11,066,653	13,263,687	1,447,034	10,599,513	12,513,687	144,504,135	1999	13,192,888	6,314,789	(6,628,099)	3,971,414	6,564,789	151,068,924	2000	14,289,604	15,820,457	1,780,853	5,752,267	16,070,457	167,139,381	2001	11,666,671	6,384,370	(5,032,301)	719,966	6,634,370	173,773,751	2002	10,712,404	10,957,555	245,151	965,117	10,957,555	184,731,306	2003	10,398,080	10,376,550	(21,530)	943,587	10,376,550	195,107,856	2004	11,538,823	11,509,581	(29,242)	914,345	11,509,581	206,617,437	2005	11,740,896	11,418,948	(321,948)	245,527	11,418,948	218,036,385	2006	12,349,791	12,920,118	570,327	815,478	12,920,118	230,956,503	2007	13,813,528	14,606,453	792,925	1,363,252	14,056,453	245,012,956	2008	12,721,374	13,192,269	470,895	1,834,147	13,492,269	258,505,225
	(a)	(b)	(b) - (a)	C/O Distribution in Excess of Full-Pmt Period Minimum Amount *	(b)																																																																																																																																																																																																																																																													
Full Payment Periods																																																																																																																																																																																																																																																																		
1976	691,688	763,413	71,725	71,725	763,413	2,358,440																																																																																																																																																																																																																																																												
1977	666,262	869,120	202,858	274,583	869,120	3,227,560																																																																																																																																																																																																																																																												
1978	1,288,135	1,579,058	290,923	565,506	1,579,058	4,806,618																																																																																																																																																																																																																																																												
1979	1,595,578	1,214,235	(381,343)	184,163	1,214,235	6,020,853																																																																																																																																																																																																																																																												
1980	2,430,168	2,877,536	447,368	631,531	2,877,536	8,898,389																																																																																																																																																																																																																																																												
1981	2,941,628	4,196,894	1,255,266	1,886,797	4,196,894	13,095,283																																																																																																																																																																																																																																																												
1982	2,241,628	4,316,428	2,074,800	3,889,872	4,316,428	17,411,711																																																																																																																																																																																																																																																												
1983	2,514,882	5,453,487	2,938,605	6,716,039	5,453,487	22,865,198																																																																																																																																																																																																																																																												
1984	2,560,537	3,107,451	546,914	7,447,116	3,107,451	25,972,649																																																																																																																																																																																																																																																												
1985	3,312,974	5,079,238	1,766,264	9,029,217	5,079,238	31,051,887																																																																																																																																																																																																																																																												
1986	4,128,167	9,733,201	5,605,034	14,186,883	9,733,201	40,785,088																																																																																																																																																																																																																																																												
1987	4,157,668	6,152,280	1,994,612	14,926,229	6,152,280	46,937,368																																																																																																																																																																																																																																																												
1988	4,233,367	11,622,051	7,388,684	20,240,113	11,622,051	58,559,419																																																																																																																																																																																																																																																												
1989	5,804,490	4,956,229	(848,261)	16,453,247	4,956,229	63,515,648																																																																																																																																																																																																																																																												
1990	6,363,814	6,457,040	93,226	15,999,559	6,457,040	69,972,688																																																																																																																																																																																																																																																												
1991	7,029,568	7,280,324	250,756	14,484,051	7,280,324	77,253,012																																																																																																																																																																																																																																																												
1992	7,296,938	7,777,870	480,932	9,359,949	7,777,870	85,030,882																																																																																																																																																																																																																																																												
1993	7,296,318	5,373,516	(1,922,802)	5,442,535	5,373,516	90,404,398																																																																																																																																																																																																																																																												
1994	7,195,273	10,251,313	3,056,040	3,056,040	10,251,313	100,655,711																																																																																																																																																																																																																																																												
1995	7,589,427	9,373,069	1,783,642	4,839,682	9,373,069	110,028,780																																																																																																																																																																																																																																																												
1996	8,430,221	10,189,131	1,758,910	6,598,592	10,189,131	120,217,911																																																																																																																																																																																																																																																												
1997	9,218,650	11,772,537	2,553,887	9,152,479	11,772,537	131,990,448																																																																																																																																																																																																																																																												
1998	11,066,653	13,263,687	1,447,034	10,599,513	12,513,687	144,504,135																																																																																																																																																																																																																																																												
1999	13,192,888	6,314,789	(6,628,099)	3,971,414	6,564,789	151,068,924																																																																																																																																																																																																																																																												
2000	14,289,604	15,820,457	1,780,853	5,752,267	16,070,457	167,139,381																																																																																																																																																																																																																																																												
2001	11,666,671	6,384,370	(5,032,301)	719,966	6,634,370	173,773,751																																																																																																																																																																																																																																																												
2002	10,712,404	10,957,555	245,151	965,117	10,957,555	184,731,306																																																																																																																																																																																																																																																												
2003	10,398,080	10,376,550	(21,530)	943,587	10,376,550	195,107,856																																																																																																																																																																																																																																																												
2004	11,538,823	11,509,581	(29,242)	914,345	11,509,581	206,617,437																																																																																																																																																																																																																																																												
2005	11,740,896	11,418,948	(321,948)	245,527	11,418,948	218,036,385																																																																																																																																																																																																																																																												
2006	12,349,791	12,920,118	570,327	815,478	12,920,118	230,956,503																																																																																																																																																																																																																																																												
2007	13,813,528	14,606,453	792,925	1,363,252	14,056,453	245,012,956																																																																																																																																																																																																																																																												
2008	12,721,374	13,192,269	470,895	1,834,147	13,492,269	258,505,225																																																																																																																																																																																																																																																												

* THE EXCESS REDUCES THE FULL PAYMENT PERIOD MINIMUM AMOUNT FOR EACH SUCCEEDING TAXABLE YEAR, LIMITED TO A PERIOD OF FIVE YEARS FOLLOWING THE YEAR IN WHICH THE EXCESS DISTRIBUTION IS MADE

IRC Section 4942(g)(2)
Treas Reg Section 53.4942(a)-3(b)