TRIARC COMPANIES INC
Form 8-K/A
October 05, 2004

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

FORM 8-K/A
(AMENDMENT NO. 1)

CURRENT REPORT

Pursuant to Section 13 or 15 (d) of the
Securities Exchange Act of 1934

Date of report (Date of earliest event reported): July 22, 2004

TRIARC COMPANIES, INC.
(Exact name of registrant as specified in its charter)

Delaware	1-2207	38-0471180
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

280 Park Avenue New York, New York	10017
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code: (212) 451-3000

N/A

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

[ ] Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

[ ] Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

[ ] Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

[ ] Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange

Act (17 CFR 240.13e-4(c))

This Form 8-K/A of Triarc Companies, Inc. ('Triarc' and, together with its subsidiaries, the 'Company') constitutes Amendment No. 1 to Triarc's Current Report on Form 8-K (the 'Original Form 8-K') which was filed with the Securities and Exchange Commission on July 22, 2004. This amendment has been prepared in conformity with the requirements of Form 8-K, as amended by the Securities and Exchange Commission effective August 23, 2004. This amendment furnishes information required by Items 9.01 (a) and 9.01 (b) (formerly Items 7 (a) and 7 (b), respectively) omitted from the Original Form 8-K.

This Current Report on Form 8-K/A contains or incorporates by reference certain statements that are not historical facts, including, most importantly, information concerning possible or assumed future results of operations of the Company. Those statements, as well as statements preceded by, followed by, or that include the words 'may,' 'believes,' 'expects,' 'anticipates,' or the negation thereof, or similar expressions, constitute 'forward-looking statements' within the meaning of the Private Securities Litigation Reform Act of 1995 (the 'Act'). All statements that address operating performance, events or developments that are expected or anticipated to occur in the future, including statements relating to revenue growth, earnings per share growth or statements expressing general optimism about future operating results, are forward-looking statements within the meaning of the Act. These forward-looking statements are based on our current expectations, speak only as of the date thereof and are susceptible to a number of risks, uncertainties and other factors. Our actual results, performance and achievements may differ materially from any future results, performance or achievements expressed or implied by such forward-looking statements. For those statements, we claim the protection of the safe harbor for forward-looking statements contained in the Act. Many important factors could affect our future results and could cause those results to differ materially from those expressed in the forward-looking statements contained herein. Such factors include, but are not limited to, the following:

- competition, including pricing pressures, the potential impact of competitors' new units on sales by Arby's'r' restaurants and consumers' perceptions of the relative quality, variety and value of the food products offered;

- success of operating initiatives;

- development costs;

- advertising and promotional efforts;

- brand awareness;

- the existence or absence of positive or adverse publicity;

- new product and concept development by the Company and its competitors, and market acceptance of such new product offerings and concepts;

- changes in consumer tastes and preferences, including changes resulting from concerns over nutritional or safety aspects of beef, poultry, french fries or other foods or the effects of food-borne illnesses such as 'mad cow disease' and avian influenza or 'bird flu';

- changes in spending patterns and demographic trends;
- the business and financial viability of key franchisees;
- the timely payment of franchisee obligations due to the Company;
- availability, location and terms of sites for restaurant development by the Company and its franchisees;
- the ability of franchisees to open new restaurants in accordance with their development commitments, including the ability of franchisees to finance restaurant development;
- delays in opening new restaurants or completing remodels;
- anticipated or unanticipated restaurant closures by the Company and its franchisees;
- the ability to identify, attract and retain potential franchisees with sufficient experience and financial resources to develop and operate Arby's restaurants;

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- changes in business strategy or development plans, and the willingness of franchisees to participate in the Company's strategy;
- business abilities and judgment of the Company's and franchisees' management and other personnel;
- availability of qualified restaurant personnel to the Company and to franchisees;
- the Company's ability, if necessary, to secure alternative distribution of supplies of food, equipment and other products to Arby's restaurants at competitive rates and in adequate amounts, and the potential financial impact of any interruptions in such distribution;
- adverse weather conditions;
- changes in commodity (including beef), labor, supplies and other operating costs and availability and cost of insurance;
- significant reductions in the Company's client assets under management (and thus in the Company's management fee revenue), due to such factors as weak performance of the Company's investment products (either on an absolute basis or relative to the Company's competitors), substantial illiquidity or volatility in the fixed income instruments that the Company trades, loss of key portfolio management personnel, reduced investor demand for alternative fixed income investment products, and loss of investor confidence due to adverse publicity;
- increased competition from other alternative fixed income investment managers;
- pricing pressure on the management fees that the Company can charge for its investment advisory services;

- difficulty in increasing assets under management, or managing existing assets, due to market-related constraints on trading capacity;

- the removal of the Company as investment manager of one or more of the collateralized debt obligations ('CDOs') it manages, or the reduction in the Company's CDO management fees because of payment defaults by issuers of the underlying collateral;

- availability, terms (including changes in interest rates) and deployment of capital;

- changes in national, regional and local economic, market, business or political conditions in the countries and other territories in which the Company and its franchisees operate;

- changes in government regulations, including franchising laws, investment management regulations, accounting standards, environmental laws, minimum wage rates and taxation rates;

- the costs, uncertainties and other effects of legal, environmental and administrative proceedings;

- the impact of general economic conditions on consumer spending, including a slower consumer economy and the effects of war or terrorist activities;

- our ability to identify appropriate acquisition targets in the future and to successfully integrate any future acquisitions into our existing operations; and

- other risks and uncertainties affecting the Company referred to in Triarc's most recent Annual Report on Form 10-K and its other current and periodic filings with the Securities and Exchange Commission, all of which are difficult or impossible to predict accurately and many of which are beyond our control.

Readers are cautioned not to place undue reliance on forward-looking statements, which speak only as of the date thereof. We will not undertake and specifically decline any obligation to release publicly the result of any revisions that may be made to any forward-looking statements to reflect events or circumstances after the date of such statements or to reflect the occurrence of anticipated or unanticipated events. In addition, it is our policy generally not to make any specific projections as to future earnings, and we do not endorse any projections regarding future performance that may be made by third parties.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

(a) FINANCIAL STATEMENTS OF BUSINESSES ACQUIRED

The financial statements, together with the notes thereto, of the business acquired, reflecting the historical results of Deerfield & Company LLC ('Deerfield') required by this part, are set forth below.

(i) Audited consolidated financial statements of Deerfield for the year ended December 31, 2002.

(ii) Audited consolidated financial statements of Deerfield for the year ended December 31, 2003.
(iii) Unaudited consolidated financial statements of Deerfield for the six months ended June 30, 2003.
(iv) Unaudited consolidated financial statements of Deerfield for the six months ended June 30, 2004.

Deerfield & Company LLC
(An Illinois Limited Liability Company)

Consolidated Financial Statements

Year ended December 31, 2002

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Report of Independent Registered Public Accounting Firm

To the Members of
Deerfield & Company LLC

We have audited the accompanying consolidated balance sheet of Deerfield & Company LLC (an Illinois limited liability company) as of December 31, 2002, and the related consolidated statements of operations, members' equity, and cash flows for the year then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and

significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of Deerfield & Company LLC at December 31, 2002, and the consolidated results of their operations and their cash flows for the year then ended, in conformity with U.S. generally accepted accounting principles.

/s/ Ernst & Young LLP
Chicago, Illinois

March 7, 2003

Deerfield & Company LLC
(An Illinois Limited Liability Company)

Consolidated Balance Sheet

December 31, 2002

ASSETS	
Cash and cash equivalents	$ 7,812,462
Incentive and management fees receivable	5,892,380
Notes receivable	5,000,000
Notes receivable from employee	307,341
Investments, at fair value	3,354,088
Fixed assets (net of accumulated depreciation and amortization of $3,194,708)	1,333,114
Intangible assets (net of accumulated amortization of $513,028)	256,513
Other assets	2,269
Total assets	$23,958,167
LIABILITIES AND MEMBERS' EQUITY	
Accrued expenses	$ 7,285,783
Notes payable	8,898,191
Payable to former member	750,000
Total liabilities	16,933,974
Members' equity (including accumulated other comprehensive loss of $1,408,412)	7,024,193
Total liabilities and members' equity	$23,958,167

See accompanying notes.

Deerfield & Company LLC
(An Illinois Limited Liability Company)

Consolidated Statement of Operations

Year ended December 31, 2002

Revenues:	
Management fees	$20,209,534
Incentive fees	8,348,739
Interest and dividends	472,978
Other income	1,860,903
	30,892,154
Expenses:	
Compensation and benefits	19,005,144
Travel and promotional	1,522,300
Data fees	1,019,654
Depreciation and amortization	813,315
Office and occupancy	688,230
Legal and professional	501,791
Other expenses	1,730,879
Total expenses	25,281,313
Net income	$ 5,610,841

See accompanying notes.

Deerfield & Company LLC
(An Illinois Limited Liability Company)

Consolidated Statement of Members' Equity

Year ended December 31, 2002

	MEMBERS' EQUITY		
	CLASS A	CLASS B	TOTAL

Balance, January 1, 2002	$ 2,719,028	$ 105,605	$ 2,824,633
Equity-based compensation	--	(2,869)	(2,869)
Change in unrealized appreciation on investments available for sale	(1,246,824)	(161,588)	(1,408,412)
Net income	4,967,107	643,734	5,610,841
Balance, December 31, 2002	$ 6,439,311	$ 584,882	$ 7,024,193

See accompanying notes.

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Deerfield & Company LLC
(An Illinois Limited Liability Company)

Consolidated Statement of Cash Flows

Year ended December 31, 2002

CASH FLOWS FROM OPERATING ACTIVITIES	
Net income	$ 5,610,841
Adjustments to reconcile net income to net cash provided by operating activities:	
Depreciation and amortization	813,315
Noncash compensation	132,835
Decrease in incentive and management fees receivable	40,720
Decrease in other assets	32,257
Increase in accrued expenses	1,920,624
Decrease in payable to former member	(750,000)
Net cash provided by operating activities	7,800,592
CASH FLOWS FROM INVESTING ACTIVITIES	
Purchases of investments	(6,262,500)
Proceeds from sale of investment	1,500,000
Purchases of fixed assets	(170,016)
Net cash used in investing activities	(4,932,516)
CASH FLOWS FROM FINANCING ACTIVITIES	
Proceeds from issuance of notes payable	6,250,000
Repayment of notes payable	(4,436,179)
Net cash provided by financing activities	1,813,821
Net increase in cash and cash equivalents	4,681,897
Cash and cash equivalents, beginning of year	3,130,565
Cash and cash equivalents, end of year	$ 7,812,462

SUPPLEMENTAL CASH FLOW INFORMATION	
Interest paid	$ 140,118

See accompanying notes.

Deerfield & Company LLC
(An Illinois Limited Liability Company)

Notes to Consolidated Financial Statements

1. ORGANIZATION AND NATURE OF BUSINESS

Deerfield & Company LLC (the Company), an Illinois limited liability company, was organized on February 24, 1997, and commenced operations on March 1, 1997. The Company has two classes of membership interests, Class A and Class B, with rights as described in the third amended and restated operating agreement of Deerfield & Company LLC (the Operating Agreement). Class A is owned by Sachs Capital Management LLC (SCM) and SLA Investments, Inc. (SLA), and has 100% of the voting rights in the Company. As of December 31, 2002, there are three owners of Class B membership interests, which have no voting privileges. Two of the three Class B members have profits only interests.

The Company is the parent of two wholly-owned subsidiaries: Deerfield Capital Management LLC, (DCM); and Badger Protection Services, Ltd. (Badger). DCM serves as the trading advisor for five fixed income investment funds and three private investment accounts (hereafter referred to collectively as the Funds). Badger is a company which provides credit enhancement to investors in one of the Funds managed by the Company. Additionally, DCM is a collateral manager for 13 collateralized debt obligations (CDO), collateralized loan obligations (CLO), and collateralized bond obligations (CBO) (hereafter referred to collectively as the CDOs). DCM earns management and incentive fees for the services provided to the Funds and the CDOs. As of December 31, 2002, the Company had approximately $7.2 billion in assets under management.

2. SIGNIFICANT ACCOUNTING POLICIES

USE OF ESTIMATES

The consolidated financial statements of the Company have been prepared in accordance with accounting principles generally accepted in the United States. Such preparation requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Deerfield & Company LLC
(An Illinois Limited Liability Company)

Notes to Consolidated Financial Statements (continued)

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

The following is a summary of significant accounting policies followed by the Company in the preparation of its financial statements.

BASIS OF PRESENTATION

The consolidated financial statements include the accounts of the Company and its subsidiaries. All intercompany transactions and balances have been eliminated in consolidation.

CASH AND CASH EQUIVALENTS

For financial statement reporting purposes, the Company considers cash and all highly liquid investments, including money market accounts and commercial paper, with a maturity of 90 days or less to be cash and cash equivalents.

FIXED ASSETS

Office equipment, including computer equipment, is depreciated over five years using the straight-line method. Office furniture is depreciated over seven years using the straight-line method. Leasehold improvements are depreciated over the remaining life of the lease using the straight-line method.

INVESTMENTS

Investments in limited partnerships are accounted for under the equity method of accounting. Investments in preferred shares of CDOs are recorded at fair value, and classified as securities available-for-sale. Unrealized gains and losses on securities available-for-sale are recorded as a separate component of members' equity.

Deerfield & Company LLC
(An Illinois Limited Liability Company)

Notes to Consolidated Financial Statements (continued)

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

REVENUE RECOGNITION

Management fees are received from the Funds and CDOs managed by the Company. These fees are paid periodically in accordance with the individual management agreements between the Company and the individual Funds and CDOs, and are based upon the net asset values of the Funds and aggregate collateral amount of the CDOs as defined in the individual management agreements. Management fees are recognized as revenue when earned. In accordance with Emerging Issues Task Force Topic D-96, 'Accounting for Management Fees Based on a Formula,' the Company does not recognize these fees as revenue until all contingencies have been removed.

Incentive fees are received from the Funds and certain of the CDOs managed by the Company. These fees are paid periodically in accordance with the individual management agreements between the Company and the individual Funds and CDOs, and are based upon the performance of the funds and CDOs. Incentive fees are recognized as revenues when the amounts are fixed and determinable.

Incentive income and other expenses include amounts earned or incurred under arrangements with certain investors or guarantors in the CDOs the Company manages. Income and expense is recorded when earned or incurred and is recorded gross, except under circumstances where the income and expense are contractually required to be settled with a net payment to or from the counterparty.

Dividend income is recorded on the ex-dividend date. Interest income is recorded on an accrual basis and includes accretion of interest on certain investments in accordance with EITF Issue No. 99-20, 'Recognition of Interest Income and Impairment on Purchased and Retained Beneficial Interests in Securitized Financial Assets.'

Other income primarily includes structuring and warehousing fees earned by the Company for services provided to CDOs or placement agents for the CDOs. These fees are recorded when earned.

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

INCOME TAXES

Income taxes are not provided for as the income (loss) of the Company is includable in the returns of the Class A and Class B members. The Company records Illinois state replacement tax expense, as applicable, in the consolidated statement of operations.

Pursuant to Treasury Regulation Section 301.7701, the subsidiaries of the Company have elected to be disregarded as separate entities for U.S. tax purposes and are, therefore, treated as branches of the Company.

NEW ACCOUNTING PRONOUNCEMENTS

In November 2002 the FASB issued Interpretation No. 45 (FIN 45), 'Guarantor's Accounting and Disclosure Requirements for Guarantees, Including Indirect Guarantees of Indebtedness of Others,' which expands the disclosure requirements to be made by a guarantor in its financial statements regarding its obligations under certain guarantees that it has issued. FIN 45 also requires, under certain circumstances, the recognition, at the inception of a guarantee, of a liability for the fair value of the obligation as a result of issuing the guarantee. The recognition provisions of FIN 45 are effective for any guarantees issued or modified after December 31, 2002, while the disclosure requirements are currently effective. The Company has adopted the disclosure requirements of FIN 45 and is in the process of evaluating the impact of the remaining provisions.

In January 2003 the FASB issued Interpretation No. 46, 'Consolidation of Variable Interest Entities,' which provides new criteria for determining whether or not consolidation accounting is required by a variable interest holder in certain entities. The Interpretation may require the Company to consolidate financial information for certain of the Funds and CDOs it manages. This Interpretation is effective for Funds and CDOs created after January 31, 2003; otherwise, it is applicable for the annual reporting period beginning January 1, 2004. If applicable, the Interpretation would require the Company to consolidate a Fund or CDOs assets and liabilities, and results of operations, with a minority interest recorded for the ownership share applicable to other investors. The effect of such

consolidation would not change the net income or loss of the Company. Where consolidation is not required, additional disclosures may be required. FIN 46 is effective immediately for variable interest entities created after January 31, 2003, and on July 1, 2003, for investments in variable interest entities acquired before February 1, 2003. The Company is in the process of evaluating the impact of FIN 46.

3. INVESTMENTS

The Company's investments at December 31, 2002, were comprised of an investment in a limited partnership and an investment in preferred shares of a CDO for which it provides management services. The following is a summary of the Company's investments at December 31, 2002:

	VALUE
Available-for-sale:	
Investment in CDO preferred shares (cost $4,250,000)	$3,341,412
Equity method:	
Investment in limited partnership	12,676
	$3,354,088

4. FIXED ASSETS

The Company's fixed assets at December 31, 2002, are summarized as follows:

Computer equipment and software	$ 3,189,815
Leasehold improvements	673,633
Office furniture and fixtures	664,374

	4,527,822
Less: Accumulated depreciation and amortization	(3,194,708)
	$ 1,333,114

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Deerfield & Company LLC
(An Illinois Limited Liability Company)

Notes to Consolidated Financial Statements (continued)

5. LEASE COMMITMENTS

The Company has a sublease agreement (the agreement) to lease office facilities through May 30, 2007. In conjunction with the agreement, a standby letter of credit has been issued by a financial institution to the sublessor in the amount of $600,000. The Company pledged a $600,000 cash balance as collateral against the standby letter of credit. Under the agreement, beginning January 1, 1999, the standby letter of credit and related collateral can be reduced by $50,000 per year until the standby letter of credit reaches $400,000. At December 31, 2002, the pledged collateral was approximately $404,000, and was included in cash and cash equivalents on the balance sheet. The balance of the letter of credit facility is $400,000 as of December 31, 2002. Management does not believe the standby letter of credit will be utilized. Rent expense for 2002 was approximately $485,000.

Future base lease commitments on the Company's operating leases are as follows:

2003	$ 468,236
2004	462,983
2005	472,730
2006	482,477
2007	205,093
	$2,091,519

6. NOTES RECEIVABLE AND NOTES PAYABLE

The Company manages a private synthetic CLO for an investment banking firm (the Investor). A guarantor (the Guarantor), unrelated to the Company and the Investor, has provided a guarantee against losses in the CLO to the Investor (the guarantee agreement) for up to the first $50 million of the Investor's principal losses. As a premium for the guarantee, the Guarantor receives all of the residual cash flows from the CLO. The Guarantor does not have any direct investment in the CLO and will only make payments in the event of a principal loss, as defined in the CLO's guarantee agreement with the Guarantor.

As a condition of entering into a collateral management agreement with the CLO,

the Company has entered into agreements with the Guarantor and another counterparty (the Counterparty) to share in the guarantee agreement with the

6. NOTES RECEIVABLE AND NOTES PAYABLE (CONTINUED)

Guarantor up to 10% of the total guaranteed amount (e.g. maximum loss guarantee of $5 million). The Company's share of the first $50 million of losses in CDO will be on a pro rata basis, up to $5 million. Under the agreement with the Guarantor, the Company has deposited $5,000,000 in escrow (the escrow account) for the benefit of the Guarantor evidenced by a note receivable from the Guarantor with a principal amount of $5,000,000, recorded as a note receivable on the consolidated balance sheet. Interest on the note receivable is equal to 10% of the Guarantor's guarantee fee premium and 100% of the amounts earned on the amount in escrow. In the event of any payment by the Guarantor under the guarantee agreement, the Company's share will be taken from the escrow account and the note receivable will be forgiven by the Company in the amount of 10% of the guarantee payments made by the Guarantor.

To offset its exposure under the guarantee, the Company entered into a separate agreement with a third party counterparty (the Counterparty), under which the Counterparty agreed to make payments to the Company in the event it has to fund the Guarantor under the agreement described above. Under the agreement with the Counterparty, the Company received $5,000,000, which was utilized to fund the escrow account and issued a note payable to the Counterparty in the amount of $5,000,000. Interest on the note payable is equal to the interest on the note receivable from the Guarantor, except that only 50% of any amounts in excess of LIBOR plus 4% are payable to the Counterparty. In the event of any forgiveness of the note receivable from the Guarantor, as described above, an equal amount of the Company's note payable to the Counterparty will be forgiven by the Counterparty. The Company has pledged its future senior management fees from two other CDOs it manages as collateral for payment of any amounts owed to the Counterparty.

Separate from the above transaction, during 2002, the Company financed its purchase of preferred shares of one of the CDOs for which it provides management services by issuing a non-recourse note to an investment banking firm for $6,250,000, which bears interest at LIBOR, and has no stated maturity. The preferred shares are pledged as collateral against the note, and all management fees earned by the Company for managing the underlying assets of the CDO and any distributions received on the preferred shares will be remitted to the note holder until all principal and interest on the note are paid in full.

6. NOTES RECEIVABLE AND NOTES PAYABLE (CONTINUED)

During 2002, the Company recorded interest on the note of $57,944 and repaid $2,409,753 of principal and interest. At December 31, 2002, the balance of the note was $3,898,191.

7. MEMBERS' EQUITY

Effective January 1, 2001, a Class B member of the Company resigned and redeemed his 5.74% ownership interest in the Company. The Company paid the member $2,230,460 in accordance with the terms of the Operating Agreement. The member was also paid $769,540 to sign a three-year noncompete agreement, which is being amortized over three years. This amount is recorded as an intangible asset, net of accumulated amortization, on the consolidated balance sheet. As of December 31, 2002, the remaining amount due the member is $750,000, which is recorded as a payable to former member on the consolidated balance sheet. The final redemption payment will be made on December 31, 2003. If the former member fails to abide by any covenant set forth in the noncompete agreement, any future redemption payment will no longer be due and the Company shall be entitled to the return of any previous redemption payments made.

Effective January 1, 1999, an individual was granted a Class B interest constituting a .5% ownership interest in the Company. In accordance with Accounting Principles Bulletin No. 25, 'Accounting for Stock Issued to Employees' (APB 25), and FASB Interpretation No. 44, 'Accounting for Certain Transactions involving Stock Compensation -- an interpretation of APB Opinion No. 25' (FIN 44), variable plan accounting applies to this grant, and noncash compensation expense is recorded for changes in the value of the grant, as determined by the Operating Agreement. During 2002, the value of the employee's interest decreased approximately $72,000, which was recorded as a decrease to compensation expense and to the employee's member equity account.

Effective January 1, 2002, Class B nonvoting Profits Only Interests representing an 11% membership interest in the Company were granted to two employees. The employees' interest in future profits was fully vested at the date of grant. The employees' earnings payout value, as defined in the Operating Agreement, cliff

7. MEMBERS' EQUITY (CONTINUED)

vests on their 20th anniversary of employment with the Company. These grants are accounted for under the variable plan accounting rules of APB 25 and FIN 44, and amortized compensation expense is recorded for changes in the employees' earnings pay out value over 20 years. During 2002, approximately $69,000 was recorded as non-cash compensation expense in the members' equity accounts related to the cliff vesting of the earnings payout value.

8. EMPLOYEE BENEFIT PLANS

The Company has a voluntary contribution 401(k) plan (the Plan). Under the Plan,

employees are eligible to contribute a percentage of their salary into the Plan after completing an initial employment period. The Company has the option to match a percentage of the employee contributions for the year. All Plan contributions are paid into the Deerfield & Company LLC 401(k) Savings Trust (the Trust). The Trust is allowed to invest the contributions in a variety of instruments defined in the Plan agreement. The Company's matching contribution for 2002 was approximately $145,000.

The Company sponsors a Key Employee Equity Participation Plan (KEEP Plan), which is a 'phantom' equity appreciation plan. Under the KEEP Plan, participants are awarded stock appreciation rights (SAR) by the Company. Upon redemption, the KEEP Plan provides participants with the positive difference, if any, between the value of a SAR and its strike price. The value of a SAR is defined in the KEEP Plan as the average of the three most recent year's annual net earnings multiplied by five and divided by the number of SARs authorized. The stock appreciation rights do not represent an equity interest in the Company. The Company retains the sole discretion to determine the employees who will receive awards under the KEEP Plan. The awards vest one fourth each year, on the first, second, third, and fourth anniversaries of the award date, and are not exercisable until the fourth anniversary of the award date. As of December 31, 2002, there were 291,000 SARs outstanding with a value of $1.26 per award. Strike prices for the SARs were either $4.00 or $4.21 per award, depending on the date of the award. No SARs were granted or forfeited during 2002. Participants were either 25% or 50% vested in the KEEP Plan awards depending on the date of the award. The SARs are accounted for under the variable accounting rules of

APB25 and FIN 44 and the total compensation expense recognized related to the KEEP Plan during 2002 was $(8,269).

9. CONTINGENT FEE ARRANGEMENTS

The Company acts as collateral manager for various CDOs, capitalized by third party investors. Typically, the transactions are sponsored and underwritten by third party investment banks, who may warehouse the collateral and place the debt and equity of the CDOs with the ultimate investors. The underlying collateral of the CDOs, which is typically purchased in the open market, consists of corporate debt, structured notes, commercial loans, synthetic instruments, and the notional amount of credit default instruments, and is owned by separate special purpose entities for each CDO, which issue various classes of notes and beneficial interests to third party investors, including the Company or related entities in certain instances. The Company manages the underlying collateral on behalf of the investors under the terms of collateral management agreements.

As of December 31, 2002, the Company managed 13 CDOs. The total par/notional value of the underlying collateral under management was approximately $6.5 billion at December 31, 2002. The total debt outstanding of the CDOs was approximately $4.0 billion.

TYPE OF CDO/ COLLATERAL	NUMBER OF CDOs MANAGED	PAR VALUE OF COLLATERAL
Bank loans	5	$1,938,000,000
Credit default swaps	2	1,995,000,000
Corporate bonds	3	1,611,000,000
Asset-backed securities	3	939,000,000
	13	$6,483,000,000

The CDOs have various terms/maturities, ranging from 5 to 35 years.

Pursuant to the underlying collateral management agreements, the Company is compensated for managing the underlying collateral of the CDOs. The Company receives various fees for its services, as follows: (1) base collateral investment management fees (Senior), which are paid before interest to the debt holders in the transaction, and range from five to 31.5 basis points annually, (2) base

9. CONTINGENT FEE ARRANGEMENTS (CONTINUED)

collateral investment management fees (Junior), which are subordinate to a certain return to the debt and/or equity holders in the CDO, and range from seven to 55 basis points annually, and in certain instances (3) incentive fees (Incentive) that are paid after certain investors' returns exceed a hurdle internal rate of return (IRR). The Incentive fees range from 25 to 38 basis points or 10-20% of residual cash flows above the hurdle IRR and vary by transaction. In accordance with the Company's accounting policies, management fees are accrued as Management Fee income is earned. Incentive fees, which are contingent upon achieving certain performance objectives, are recognized as income once the contingencies are resolved and the fees are fixed and determinable.

From time to time, the Company enters into agreements with investors or providers of guarantees to the CDOs. In some of these agreements, the Company enters into contractual arrangements with the investor or guarantee provider whereby the Company is required to make payments upon the occurrence of certain events. In other agreements, the Company will provide credit enhancement to provide additional protection to a certain investor. These agreements vary by transaction. In instances where the Company is required pursuant to a contractual arrangement to make a payment to an investor or guarantee provider, the Company may subordinate receipt of all or a portion of its future Senior fees, Junior fees, if any, and Incentive fees, if any, until the Company's obligation to the investor or guarantee provider has been met. The Company typically records such amounts as other expenses. In all cases, the subordinated

amounts are limited to the extent of future fees earned on specific CDOs. As of December 31, 2002, approximately $509,000 in such payments were made and included in other expenses. In consideration of these agreements, the Company may share in the excess returns (as defined in the individual agreements) realized by the investor. The Company records any such shared excess amounts as incentive fee revenue. During 2002, approximately $775,000 in such amounts were received and included in incentive fee revenue. In addition the Company has provided credit enhancement in the form of notes payable, and escrow deposits for $5 million to various third parties (See Note 6).

At December 31, 2002, the Company does not have a direct ownership interest in any of the CDOs, except for one, where its ownership of preferred shares is less than 5% of the CDO's total debt and equity. In addition, the Company has

9. CONTINGENT FEE ARRANGEMENTS (CONTINUED)

determined that it does not have the substantive residual risks or substantially all of the residual rewards of the underlying assets and obligations imposed by the underlying debt. Pursuant to the provisions of EITF Issue 90-15, 'Impact of Nonsubstantive Lessors, Residual Value Guarantees, and Other Provisions in Leasing Transactions,' the underlying assets and liabilities related to these transactions are not consolidated with Deerfield's financial statements. See Note 2 for a discussion of the recently issued FASB Interpretation No. 46 on Variable Interest Entities.

10. RELATED PARTIES

An entity affiliated through common ownership owns 26.6%, and 4.3%, respectively, of the equity of two CDOs managed by the Company.

The Company owns 15.8% of the equity of a CDO managed by the Company, as described in Note 3.

A privately managed investment account managed by the Company owns 33.3% and 38.9%, respectively, of the equity of two CDOs managed by the Company. This managed account is also the Counterparty described in Note 6.

The Company has provided two notes to an employee of the Company for $250,000 each. The interest rate on the notes is equal to the Federal Funds Rate, and is calculated monthly. Each year on the employee's anniversary of employment with the Company, 20% of the balance of the note and all accrued interest is forgiven as long as the employee is still employed with the Company. During 2002 approximately $143,000 in principal and interest on the note were forgiven.

Deerfield & Company LLC
(An Illinois Limited Liability Company)

Consolidated Financial Statements

Year ended December 31, 2003

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Report of Independent Registered Public Accounting Firm

To the Members of
Deerfield & Company LLC

We have audited the accompanying consolidated balance sheet of Deerfield & Company LLC (an Illinois limited liability company) as of December 31, 2003, and the related consolidated statements of operations, members' equity, and cash flows for the year then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of Deerfield & Company LLC at December 31, 2003, and the consolidated results of their operations and their cash flows for the year then ended in conformity with U.S. generally accepted accounting principles.

/s/ Ernst & Young LLP
Chicago, Illinois

March 12, 2004

Deerfield & Company LLC
(An Illinois Limited Liability Company)

Consolidated Balance Sheet

December 31, 2003

ASSETS	
Cash and cash equivalents	$ 6,338,353
Incentive and management fees receivable	8,860,136
Notes receivable	5,000,000
Notes receivable from employee	200,000
Investments, at fair value	15,033,675
Fixed assets (net of accumulated depreciation and amortization of $1,939,208)	1,040,924
Prepaid expenses	945,307
Other assets	5,031
Total assets	$37,423,426
LIABILITIES AND MEMBERS' EQUITY	
Accrued expenses	$ 8,414,506
Notes payable	17,045,662
Total liabilities	25,460,168
Members' equity (including accumulated other comprehensive loss of $647,564)	11,963,258
Total liabilities and members' equity	$37,423,426

See accompanying notes.

Deerfield & Company LLC
(An Illinois Limited Liability Company)

Consolidated Statement of Operations

Year ended December 31, 2003

Revenues:

Management fees	$27,316,935
Incentive fees	7,621,458
Interest and dividends	1,598,541
Other income	351,193
	36,888,127
Expenses:	
Compensation and benefits	19,464,136
Travel and promotional	1,349,410
Legal and professional	908,677
Data fees	776,582
Depreciation and amortization	721,009
Office and occupancy	627,865
Interest expense	502,576
Taxes	249,023
Other expenses	1,175,886
Total expenses	25,775,164
Net income	$11,112,963

See accompanying notes.

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Deerfield & Company LLC
(An Illinois Limited Liability Company)

Consolidated Statement of Members' Equity

Year ended December 31, 2003

	MEMBERS' EQUITY		
	CLASS A	CLASS B	TOTAL
Balance, January 1, 2003	$ 6,439,311	$ 584,882	$ 7,024,193
Capital distribution	(6,000,161)	(999,839)	(7,000,000)
Equity-based compensation	--	65,254	65,254
Change in unrealized appreciation on investments available for sale	636,136	124,712	760,848
Net income	9,321,201	1,791,762	11,112,963
Balance, December 31, 2003	$10,396,487	$1,566,771	$11,963,258

See accompanying notes.

Deerfield & Company LLC
(An Illinois Limited Liability Company)

Consolidated Statement of Cash Flows

Year ended December 31, 2003

CASH FLOWS FROM OPERATING ACTIVITIES	
Net income	$ 11,112,963
Adjustments to reconcile net income to net cash provided by operating activities:	
Accretion of interest income	467,461
Depreciation and amortization	721,009
Noncash compensation	172,595
Increase in incentive and management fees receivable	(2,967,756)
Increase in other assets and prepaid expenses	(973,100)
Increase in accrued expenses	1,116,650
Decrease in payable to former member	(750,000)
Net cash provided by operating activities	8,899,822
CASH FLOWS FROM INVESTING ACTIVITIES	
Purchases of investments	(11,386,200)
Purchases of fixed assets	(147,275)
Net cash used in investing activities	(11,533,475)
CASH FLOWS FROM FINANCING ACTIVITIES	
Proceeds from issuance of notes payable	12,575,000
Repayment of notes payable	(4,415,456)
Distributions to members	(7,000,000)
Net cash provided by financing activities	1,159,544
Net decrease in cash and cash equivalents	(1,474,109)
Cash and cash equivalents, beginning of year	7,812,462
Cash and cash equivalents, end of year	$ 6,338,353
SUPPLEMENTAL INFORMATION	
Cash paid for interest	$ 211,572

See accompanying notes.

Deerfield & Company LLC
(An Illinois Limited Liability Company)

Notes to Consolidated Financial Statements

1. ORGANIZATION AND NATURE OF BUSINESS

Deerfield & Company LLC (the Company), an Illinois limited liability company, was organized on February 24, 1997, and commenced operations on March 1, 1997. The Company has two classes of membership interests, Class A and Class B, with rights as described in the third amended and restated operating agreement of Deerfield & Company LLC (the Operating Agreement). Class A is owned by Sachs Capital Management LLC (SCM), SLA Investments, Inc. (SLA), and Deerfield Partners Fund III and has 100% of the voting rights in the Company. As of December 31, 2003, there are three owners of Class B membership interests, which have no voting privileges. Two of the three Class B members have profits only interests.

The Company is the parent of two wholly owned subsidiaries: Deerfield Capital Management LLC, (DCM) and Badger Protection Services, Ltd. (Badger). DCM serves as the trading advisor for five fixed income investment funds and three private investment accounts (hereafter referred to collectively as the Funds). Badger is a company which provides credit enhancement to investors in one of the Funds managed by the Company. Additionally, DCM is a collateral manager for 15 collateralized debt obligations (CDO), collateralized loan obligations (CLO), and collateralized bond obligations (CBO) (hereafter referred to collectively as the CDOs). DCM earns management and incentive fees for the services provided to the Funds and the CDOs. As of December 31, 2003, the Company had approximately $8.1 billion in assets under management.

2. SIGNIFICANT ACCOUNTING POLICIES

USE OF ESTIMATES

The consolidated financial statements of the Company have been prepared in accordance with accounting principles generally accepted in the United States. Such preparation requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

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Deerfield & Company LLC
(An Illinois Limited Liability Company)

Notes to Consolidated Financial Statements (continued)

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

The following is a summary of significant accounting policies followed by the Company in the preparation of its financial statements.

BASIS OF PRESENTATION

The consolidated financial statements include the accounts of the Company and its subsidiaries. All intercompany transactions and balances have been eliminated in consolidation.

CASH AND CASH EQUIVALENTS

For financial statement reporting purposes, the Company considers cash and all highly liquid investments, including money market accounts and commercial paper, with a maturity of 90 days or less to be cash and cash equivalents.

FIXED ASSETS

Office equipment, including computer equipment, is depreciated over five years using the straight-line method. Office furniture is depreciated over seven years using the straight-line method. Leasehold improvements are depreciated over the remaining life of the lease using the straight-line method.

DEFERRED COSTS

Certain costs associated with the acquisition of CDO management contracts and debt financing of preferred share acquisitions are recorded as prepaid expenses in the consolidated balance sheet and amortized over the expected life of the related contract or loan.

INVESTMENTS

Investments in limited partnerships are accounted for under the equity method of accounting. Investments in preferred shares of CDOs are recorded at fair value,

and classified as securities available-for-sale. Unrealized gains and losses on securities available-for-sale are recorded as a separate component of members' equity.

REVENUE RECOGNITION

Management fees are received from the Funds and CDOs managed by the Company. These fees are paid periodically in accordance with the individual management agreements between the Company and the individual Funds and CDOs and are based upon the net asset values of the Funds and aggregate collateral amount of the CDOs as defined in the individual management agreements. Management fees are recognized as revenue when earned. In accordance with Emerging Issues Task Force Topic (EITF) D-96, 'Accounting for Management Fees Based on a Formula,' the Company does not recognize these fees as revenue until all contingencies have been removed.

Incentive fees are received from the Funds and certain of the CDOs managed by the Company. These fees are paid periodically in accordance with the individual management agreements between the Company and the individual Funds and CDOs and are based upon the performance of the funds and CDOs. Incentive fees are

recognized as revenues when the amounts are fixed and determinable.

Incentive income and other expenses include amounts earned or incurred under arrangements with certain investors or guarantors in the CDOs the Company manages. Income and expense is recorded when earned or incurred and is recorded gross, except under circumstances where the income and expense are contractually required to be settled with a net payment to or from the counterparty.

Dividend income is recorded on the ex-dividend date. Interest income is recorded on an accrual basis and includes accretion of interest on certain investments in accordance with EITF Issue No. 99-20, 'Recognition of Interest Income and Impairment on Purchased and Retained Beneficial Interests in Securitized Financial Assets.'

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Other income primarily includes structuring and warehousing fees earned by the Company for services provided to CDOs or placement agents for the CDOs. These fees are recorded when earned.

INCOME TAXES

Income taxes are not provided for as the taxable income (loss) of the Company is includable in the returns of the Class A and Class B members. The Company records Illinois State replacement tax expense, as applicable, in the consolidated statement of operations.

Pursuant to Treasury Regulation Section 301.7701, the subsidiaries of the Company have elected to be disregarded as separate entities for U.S. tax purposes and are, therefore, treated as branches of the Company.

NEW ACCOUNTING PRONOUNCEMENTS

In November 2002, the FASB issued Interpretation No. 45 (FIN 45), 'Guarantor's Accounting and Disclosure Requirements for Guarantees, Including Indirect Guarantees of Indebtedness of Others,' which expands the disclosure requirements to be made by a guarantor in its financial statements regarding its obligations under certain guarantees that it has issued. FIN 45 also requires, under certain circumstances, the recognition, at the inception of a guarantee, of a liability for the fair value of the obligation as a result of issuing the guarantee. The adoption of FIN 45 has not had a material effect on the Company's financial statements.

In December 2003, the FASB revised Interpretation No. 46, 'Consolidation of Variable Interest Entities,' which provides new criteria for determining whether or not consolidation accounting is required by a variable interest holder in certain entities. The Interpretation may require the Company to consolidate financial information for certain of the Funds and CDOs it manages. The Interpretation may require the Company to consolidate certain Funds' or CDOs' assets and liabilities, and results of operations, with a minority interest recorded for the

Deerfield & Company LLC
(An Illinois Limited Liability Company)

Notes to Consolidated Financial Statements (continued)

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

ownership share applicable to other investors. The effect of such consolidation would not change the net income or loss of the Company. Where consolidation is not required, additional disclosures may be required. FIN 46 is effective immediately for variable interest entities created after December 31, 2003, and as of the end of the first fiscal year beginning after December 15, 2004, to variable interest entities acquired before December 31, 2003 (December 31, 2005, for the Company). The Company is in the process of evaluating the impact of FIN 46.

3. INVESTMENTS

The Company's investments at December 31, 2003, were comprised of an investment in a limited partnership and investments in the preferred shares of 3 CDOs for which it provides management services. The following is a summary of the Company's investments at December 31, 2003:

	VALUE
Available for sale:	
Investment in CDO preferred shares (amortized cost $15,667,839)	$15,020,275
Equity method:	
Investment in limited partnership	13,400
	$15,033,675

4. FIXED ASSETS

The Company's fixed assets at December 31, 2003, are summarized as follows:

Computer equipment and software	$ 1,563,319
Leasehold improvements	685,477
Office furniture and fixtures	731,336
	2,980,132
Less: Accumulated depreciation and amortization	(1,939,208)
	$ 1,040,924

Deerfield & Company LLC
(An Illinois Limited Liability Company)

Notes to Consolidated Financial Statements (continued)

5. LEASE COMMITMENTS

The Company has a sublease agreement (the agreement) to lease office facilities through May 30, 2007. In conjunction with the agreement, a standby letter of credit has been issued by a financial institution to the sublessor in the amount of $600,000. The Company pledged a $600,000 cash balance as collateral against the standby letter of credit. Under the agreement, beginning January 1, 1999, the standby letter of credit and related collateral can be reduced by $50,000 per year until the standby letter of credit reaches $400,000. At December 31, 2003, the pledged collateral was approximately $409,000 and was included in cash and cash equivalents on the consolidated balance sheet. The balance of the letter of credit facility is $400,000 as of December 31, 2003. Management believes the standby letter of credit will not be utilized. Rent expense for 2003 was approximately $471,000.

Future base lease commitments on the Company's operating leases are as follows:

2004	$ 462,983
2005	472,730
2006	482,477
2007	205,093
	$1,623,283

6. NOTES RECEIVABLE AND NOTES PAYABLE

The Company manages a private synthetic CLO for an investment banking firm (the Investor). A guarantor (the Guarantor), unrelated to the Company and the Investor, has provided a guarantee against losses in the CLO to the Investor (the guarantee agreement) for up to the first $50 million of the Investor's principal losses. As a premium for the guarantee, the Guarantor receives all of the residual cash flows from the CLO. The Guarantor does not have any direct investment in the CLO and will only make payments in the event of a principal loss, as defined in the CLO's guarantee agreement with the Guarantor.

As a condition of entering into a collateral management agreement with the CLO, the Company has entered into agreements with the Guarantor and another counterparty (the Counterparty) to share in the guarantee agreement with the

6. NOTES RECEIVABLE AND NOTES PAYABLE (CONTINUED)

Guarantor up to 10% of the total guaranteed amount (e.g. maximum loss guarantee of $5 million). The Company's share of the first $50 million of losses in the CLO will be on a pro rata basis, up to $5 million. Under the agreement with the Guarantor, the Company has deposited $5,000,000 in escrow (the escrow account) for the benefit of the Guarantor evidenced by a note receivable from the Guarantor with a principal amount of $5,000,000, recorded as a note receivable on the consolidated balance sheet. Interest on the note receivable is equal to 10% of the Guarantor's guarantee fee premium and 100% of the amounts earned on the amount in escrow. In the event of any payment by the Guarantor under the guarantee agreement, the Company's share will be taken from the escrow account and the note receivable will be forgiven by the Company in the amount of 10% of the guarantee payments made by the Guarantor.

To offset its exposure under the guarantee, the Company entered into a separate agreement with a third party counterparty (the Counterparty), under which the Counterparty agreed to make payments to the Company in the event the Company has to fund the Guarantor under the agreement described above. Under the agreement with the Counterparty, the Company received $5,000,000, which was utilized to fund the escrow account and issued a note payable to the Counterparty in the amount of $5,000,000. Interest on the note payable is equal to the interest on the note receivable from the Guarantor, except that only 50% of any amounts in excess of LIBOR plus 4% are payable to the Counterparty. In the event of any forgiveness of the note receivable from the Guarantor, as described above, an equal amount of the Company's note payable to the Counterparty will be forgiven by the Counterparty. The Company has pledged its future senior management fees from two other CDOs it manages as collateral for payment of any amounts owed to the Counterparty.

Separate from the above transaction, during 2002, the Company financed its purchase of 6,250,000 preferred shares of one of the CDOs for which it provides management services by issuing a nonrecourse note to an investment banking firm for $6,250,000, which bears interest at LIBOR, and has no stated maturity. Concurrent with the Company's sale of 1,500,000 of these preferred shares soon after their purchase in 2002, the Company repaid $1,500,000 of principal plus accrued interest on the note. The remaining 4,750,000 preferred shares are pledged as collateral against the note, and all management fees earned by the

Deerfield & Company LLC
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Notes to Consolidated Financial Statements (continued)

6. NOTES RECEIVABLE AND NOTES PAYABLE (CONTINUED)

Company for managing the underlying assets of the CDO and any distributions received on the preferred shares will be remitted to the note holder until all principal and interest on the note are paid in full. During 2003, the Company recorded interest on the note of $59,619 and repaid $2,530,137 of principal. At

December 31, 2003, the balance of the note was $1,371,170.

During 2003, the Company financed its purchase of preferred shares of one of the CDOs for which it provides management services by issuing a nonrecourse note to an investment banking firm for $8,000,000 (including $888,800 of prepaid fees), which bears interest at LIBOR plus 100 basis points and has no stated maturity. The preferred shares are pledged as collateral against the note, and 62.5% of all management fees earned by the Company for managing the underlying assets of the CDO and of any distributions received on the preferred shares will be remitted to the note holder until all principal and interest on the note are paid in full. During 2003, the Company recorded interest on the note of $108,739 and repaid $375,698 of principal. At December 31, 2003, the balance of the note was $7,624,302.

Also during 2003, the Company financed its purchase of preferred shares of one of the CDOs for which provides management services by issuing a nonrecourse note to a large investment bank for $4,575,000 (including $300,000 of prepaid fees), which bears interest at LIBOR, plus 100 basis points and has no stated maturity. The preferred shares are pledged as collateral against the note, and 65% of all management fees earned by the Company for managing the underlying assets of the CDO and all distributions received on the preferred shares will be remitted to the note holder until all principal and interest on the note are paid in full. During 2003, the Company recorded interest on the note of $75,780 and repaid $1,524,811 of principal and interest. At December 31, 2003, the balance of the note was $3,050,189.

7. MEMBERS' EQUITY

Effective January 1, 2001, a Class B member of the Company resigned and redeemed his 5.74% ownership interest in the Company. The Company paid the member $2,230,460 in accordance with the terms of the Operating Agreement.

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Deerfield & Company LLC
(An Illinois Limited Liability Company)

Notes to Consolidated Financial Statements (continued)

7. MEMBERS' EQUITY (CONTINUED)

The member was also paid $769,540 to sign a three-year noncompete agreement, which is being amortized over three years. This amount was recorded as an intangible asset, net of accumulated amortization, on the consolidated balance sheet. The final redemption payment of $750,000 was made on December 31, 2003.

Effective January 1, 1999, an individual was granted a Class B interest constituting a .5% ownership interest in the Company. In accordance with Accounting Principles Bulletin No. 25, 'Accounting for Stock Issued to Employees' (APB 25), and FASB Interpretation No. 44, 'Accounting for Certain Transactions involving Stock Compensation -- an interpretation of APB Opinion No. 25' (FIN 44), variable plan accounting applies to this grant, and noncash compensation expense is recorded for changes in the value of the grant, as determined by the Operating Agreement. During 2003, the value of the employee's interest decreased approximately $4,100, which was recorded as a decrease to compensation expense and to Class B members' equity.

Effective January 1, 2002, Class B nonvoting Profits Only Interests representing

an 11% membership interest in the Company were granted to two employees. An additional 5% was granted to one of the employees on May 1, 2003. The employees' interest in future profits was fully vested at the date of grant. The employees' earnings payout value, as defined in the Operating Agreement, cliff vests on their 20th anniversary of employment with the Company. These grants are accounted for under the variable plan accounting rules of APB 25 and FIN 44, and amortized compensation expense is recorded for changes in the employees' earnings pay out value over 20 years. During 2003, approximately $65,000 was recorded as noncash compensation expense in the members' equity accounts related to the cliff vesting of the earnings payout value.

8. EMPLOYEE BENEFIT PLANS

The Company has a voluntary contribution 401(k) plan (the Plan). Under the Plan, employees are eligible to contribute a percentage of their salary into the Plan after completing an initial employment period. The Company has the option to match a percentage of the employee contributions for the year. All Plan

8. EMPLOYEE BENEFIT PLANS (CONTINUED)

contributions are paid into the Deerfield & Company LLC 401(k) Savings Trust (the Trust). The Trust is allowed to invest the contributions in a variety of instruments defined in the Plan agreement. The Company's matching contribution for 2003 was approximately $150,000.

The Company sponsors a Key Employee Equity Participation Plan (KEEP Plan), which is a 'phantom' equity appreciation plan. Under the KEEP Plan, participants are awarded stock appreciation rights (SAR) by the Company. Upon redemption, the KEEP Plan provides participants with the positive difference, if any, between the value of a SAR and its strike price. The value of a SAR is defined in the KEEP Plan as the average of the three most recent year's annual net earnings multiplied by five and divided by the number of SARs authorized. The stock appreciation rights do not represent an equity interest in the Company. The Company retains the sole discretion to determine the employees who will receive awards under the KEEP Plan. The awards vest one fourth each year, on the first, second, third, and fourth anniversaries of the award date, and are not exercisable until the fifth anniversary of the award date. As of December 31, 2003, there were 241,500 SARs outstanding with a value of $1.00 per award. Strike prices for the SARs were either $4.00 or $4.21 per award, depending on the date of the award. No SARs were granted during 2003. Participants were either 50% or 75% vested in the KEEP Plan awards depending on the date of the award. The SARs are accounted for under the variable accounting rules of APB 25 and FIN 44 and the total compensation expense recognized related to the KEEP Plan during 2003 was $0.

9. CONTINGENT FEE ARRANGEMENTS

The Company acts as collateral manager for various CDOs, capitalized by third-party investors. Typically, the transactions are sponsored and underwritten by third-party investment banks, who may warehouse the collateral and place the debt and equity of the CDOs with the ultimate investors. The

underlying collateral of the CDOs, which is typically purchased in the open market, consists of corporate debt, structured notes, commercial loans, synthetic instruments, and the notional amount of credit default instruments, and is owned by separate special purpose entities for each CDO, which issue various classes of notes and

Deerfield & Company LLC
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Notes to Consolidated Financial Statements (continued)

9. CONTINGENT FEE ARRANGEMENTS (CONTINUED)

beneficial interests to third-party investors, including the Company or related entities in certain instances. The Company manages the underlying collateral on behalf of the investors under the terms of collateral management agreements.

As of December 31, 2003, the Company managed 15 CDOs. The total par/notional value of the underlying collateral under management was approximately $7 billion at December 31, 2003. The total debt outstanding of the CDOs was approximately $4.6 billion.

TYPE OF CDO/ COLLATERAL	NUMBER OF CDOs MANAGED	PAR VALUE OF COLLATERAL
Bank loans	6	$2,235,000,000
Credit default swaps	2	2,005,000,000
Corporate bonds	3	1,545,000,000
Asset-backed securities	4	1,230,000,000
	15	$7,015,000,000

The CDOs have various terms/maturities, ranging from 5 to 35 years.

Pursuant to the underlying collateral management agreements, the Company is compensated for managing the underlying collateral of the CDOs. The Company earns various fees for its services, as follows: (1) base collateral investment management fees (Senior), which are paid before interest to the debt holders in the transaction, and range from five to 31.5 basis points annually, (2) base collateral investment management fees (Junior), which are subordinate to a certain return to the debt and/or equity holders in the CDO, and range from 7 to 55 basis points annually, and in certain instances, (3) incentive fees (Incentive) that are paid after certain investors' returns exceed a hurdle internal rate of return (IRR). The Incentive fees range from 25 to 38 basis points or 10-20% of residual cash flows above the hurdle IRR and vary by transaction. In accordance with the Company's accounting policies, management fees are accrued as earned. Incentive fees, which are contingent upon achieving certain performance objectives, are recognized as income once the contingencies are resolved and the fees are fixed and determinable.

Deerfield & Company LLC
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Notes to Consolidated Financial Statements (continued)

9. CONTINGENT FEE ARRANGEMENTS (CONTINUED)

From time to time, the Company enters into agreements with investors or providers of guarantees to the CDOs. In some of these agreements, the Company enters into contractual arrangements with the investor or guarantee provider whereby the Company is required to make payments upon the occurrence of certain events. In other agreements, the Company will provide credit enhancement to provide additional protection to a certain investor. These agreements vary by transaction. In instances where the Company is required pursuant to a contractual arrangement to make a payment to an investor or guarantee provider, the Company may subordinate receipt of all or a portion of its future Senior fees, Junior fees, if any, and Incentive fees, if any, until the Company's obligation to the investor or guarantee provider has been met. The Company typically records such amounts as other expenses. In all cases, the subordinated amounts are limited to the extent of future fees earned on specific CDOs. As of December 31, 2003, approximately $185,705 in such payments were made and included in other expenses. In consideration of these agreements, the Company may share in the excess returns (as defined in the individual agreements) realized by the investor. The Company records any such shared excess amounts as incentive fee revenue. During 2003, approximately $138,920 in such amounts were received and included in incentive fee revenue. In addition, the Company has provided credit enhancement in the form of notes payable, and escrow deposits for $17,575,000 to various third parties (see Note 6).

At December 31, 2003, the Company has a direct ownership interest in three CDOs, where its ownership of preferred shares is less than 5% of the CDOs' total debt and equity. In addition, the Company has determined that it does not have the substantive residual risks or substantially all of the residual rewards of the underlying assets and obligations imposed by the underlying debt. Pursuant to the provisions of EITF Issue 90-15, 'Impact of Nonsubstantive Lessors, Residual Value Guarantees, and Other Provisions in Leasing Transactions,' the underlying assets and liabilities related to these transactions are not consolidated with the Company's financial statements. See Note 2 for a discussion of the recently issued FASB Interpretation No. 46 on Variable Interest Entities.

Deerfield & Company LLC
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Notes to Consolidated Financial Statements (continued)

10. RELATED PARTIES

An entity affiliated through common ownership and a related person own 38%, 4.3%, 3.0%, and 5.6%, respectively, of the equity of four CDOs managed by the

Company.

The Company owns 15.8%, 32%, and 27.8%, respectively, of the equity of three CDOs managed by the Company.

A privately managed investment account managed by the Company owns 49.1% and 49.9%, respectively, of the equity of two CDOs managed by the Company. This managed account is also the Counterparty described in Note 6.

The Company has provided two notes to an employee of the Company for $250,000 each. The interest rate on the notes is equal to the Federal Funds Rate, and is calculated monthly. Each year on the employee's anniversary of employment with the Company, 20% of the balance of the note and all accrued interest is forgiven as long as the employee is still employed with the Company. During 2003, approximately $107,000 in principal and interest on the note were forgiven.

Deerfield & Company LLC
(An Illinois Limited Liability Company)

Consolidated Financial Statements

Six months ended June 30, 2003
(Unaudited)

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Consolidated Financial Statements

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Deerfield & Company LLC
(An Illinois Limited Liability Company)

Consolidated Balance Sheet

June 30, 2003
(Unaudited)

ASSETS

Cash and cash equivalents	$ 4,652,009
Incentive and management fees receivable	5,275,057
Notes receivable	5,000,000
Notes receivable from employee	200,000
Investments, at fair value	15,104,600
Fixed assets (net of accumulated depreciation and amortization of $1,724,061)	1,176,544
Prepaid expenses	1,097,437
Other assets	514,511
Total assets	$33,020,158
LIABILITIES AND MEMBERS' EQUITY	
Accrued expenses	$ 3,703,073
Notes payable	19,560,967
Payable to former member	750,000
Total liabilities	24,014,040
Members' equity (including accumulated other comprehensive loss of $736,478)	9,006,118
Total liabilities and members' equity	$33,020,158

See accompanying notes.

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Deerfield & Company LLC
(An Illinois Limited Liability Company)

Consolidated Statement of Operations

Six months ended June 30, 2003
(Unaudited)

Revenues:	
Management fees	$12,187,491
Incentive fees	3,008,620
Interest and dividends	652,522
Other income	238,736
	16,087,369
Expenses:	
Compensation and benefits	9,047,882
Travel and promotional	593,878
Legal and professional	285,730
Data fees	252,940
Depreciation and amortization	352,575
Office and occupancy	247,778
Interest expense	165,633

Taxes	79,456
Other expenses	781,733
Total expenses	11,807,605
Net income	$ 4,279,764

See accompanying notes.

Deerfield & Company LLC
(An Illinois Limited Liability Company)

Consolidated Statement of Members' Equity

Six months ended June 30, 2003
(Unaudited)

	MEMBERS' EQUITY		
	CLASS A	CLASS B	TOTAL
Balance, January 1, 2003	$ 6,439,311	$ 584,882	$ 7,024,193
Capital distribution	(2,655,809)	(344,191)	(3,000,000)
Equity-based compensation	--	30,227	30,227
Change in unrealized appreciation on investments available for sale	561,796	110,138	671,934
Net income	3,602,164	677,600	4,279,764
Balance, June 30, 2003	$ 7,947,462	$1,058,656	$ 9,006,118

See accompanying notes.

Deerfield & Company LLC
(An Illinois Limited Liability Company)

Consolidated Statement of Cash Flows

Six months ended June 30, 2003
(Unaudited)

CASH FLOWS FROM OPERATING ACTIVITIES	
Net income	$ 4,279,764
Adjustments to reconcile net income to net cash provided by operating activities:	
Net accretion of interest income	308,523
Depreciation and amortization	352,575
Noncash compensation	137,568
Decrease in incentive and management fees receivable	617,323
Increase in other assets and prepaid expenses	(1,481,423)
Decrease in accrued expenses	(3,582,710)
Net cash provided by operating activities	631,620
CASH FLOWS FROM INVESTING ACTIVITIES	
Purchases of investments	(11,387,100)
Purchases of fixed assets	(67,749)
Net cash used in investing activities	(11,454,849)
CASH FLOWS FROM FINANCING ACTIVITIES	
Proceeds from issuance of notes payable	12,575,000
Repayment of notes payable	(1,912,224)
Distributions to members	(3,000,000)
Net cash provided by financing activities	7,662,776
Net decrease in cash and cash equivalents	(3,160,453)
Cash and cash equivalents, beginning of period	7,812,462
Cash and cash equivalents, end of period	$ 4,652,009
SUPPLEMENTAL INFORMATION	
Cash paid for interest	$ 65,576

See accompanying notes.

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Deerfield & Company LLC
(An Illinois Limited Liability Company)

Notes to Consolidated Financial Statements

1. ORGANIZATION AND NATURE OF BUSINESS

Deerfield & Company LLC (the Company), an Illinois limited liability company, was organized on February 24, 1997, and commenced operations on March 1, 1997.

The Company has two classes of membership interests, Class A and Class B, with rights as described in the third amended and restated operating agreement of Deerfield & Company LLC (the Operating Agreement). Class A is owned by Sachs Capital Management LLC (SCM), SLA Investments, Inc. (SLA), and Deerfield Partners Fund III and has 100% of the voting rights in the Company. As of June 30, 2003, there are three owners of Class B membership interests, which have no voting privileges. Two of the three Class B members have profits only interests.

The Company is the parent of two wholly owned subsidiaries: Deerfield Capital Management LLC, (DCM) and Badger Protection Services, Ltd. (Badger). DCM serves as the trading advisor for five fixed income investment funds and three private investment accounts (hereafter referred to collectively as the Funds). Badger is a company which provides credit enhancement to investors in one of the Funds managed by the Company. Additionally, DCM is a collateral manager for 15 collateralized debt obligations (CDO), collateralized loan obligations (CLO), and collateralized bond obligations (CBO) (hereafter referred to collectively as the CDOs). DCM earns management and incentive fees for the services provided to the Funds and the CDOs. As of June 30, 2003, the Company had approximately $8.03 billion in assets under management.

2. SIGNIFICANT ACCOUNTING POLICIES

USE OF ESTIMATES

The consolidated financial statements of the Company have been prepared in accordance with accounting principles generally accepted in the United States. Such preparation requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

The following is a summary of significant accounting policies followed by the Company in the preparation of its financial statements.

BASIS OF PRESENTATION

The consolidated financial statements include the accounts of the Company and its subsidiaries. All intercompany transactions and balances have been eliminated in consolidation.

CASH AND CASH EQUIVALENTS

For financial statement reporting purposes, the Company considers cash and all highly liquid investments, including money market accounts and commercial paper, with a maturity of 90 days or less to be cash and cash equivalents.

FIXED ASSETS

Office equipment, including computer equipment, is depreciated over five years using the straight-line method. Office furniture is depreciated over seven years using the straight-line method. Leasehold improvements are depreciated over the remaining life of the lease using the straight-line method.

DEFERRED COSTS

Certain costs associated with the acquisition of CDO management contracts and debt financing of preferred share acquisitions are recorded as prepaid expenses in the consolidated balance sheet and amortized over the expected life of the related contract or loan.

Deerfield & Company LLC
(An Illinois Limited Liability Company)

Notes to Consolidated Financial Statements (continued)

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

INVESTMENTS

Investments in limited partnerships are accounted for under the equity method of accounting. Investments in preferred shares of CDOs are recorded at fair value and classified as securities available-for-sale. Unrealized gains and losses on securities available-for-sale are recorded as a separate component of members' equity. Interest income is accreted and investments are assessed for impairment in accordance with EITF Issue 99-20, 'Recognition of Interest Income and Impairment on Purchased and Retained Beneficial Interests in Securitized Financial Assets' (EITF 99-20).

REVENUE RECOGNITION

Management fees are received from the Funds and CDOs managed by the Company. These fees are paid periodically in accordance with the individual management agreements between the Company and the individual Funds and CDOs and are based upon the net asset values of the Funds and aggregate collateral amount of the CDOs as defined in the individual management agreements. Management fees are recognized as revenue when earned. In accordance with Emerging Issues Task Force Topic (EITF) D-96, 'Accounting for Management Fees Based on a Formula,' the Company does not recognize these fees as revenue until all contingencies have been removed.

Incentive fees are received from the Funds and certain of the CDOs managed by the Company. These fees are paid periodically in accordance with the individual management agreements between the Company and the individual Funds and CDOs and are based upon the performance of the funds and CDOs. Incentive fees are recognized as revenues when the amounts are fixed and determinable.

Incentive income and other expenses include amounts earned or incurred under arrangements with certain investors or guarantors in the CDOs the Company manages. Income and expense is recorded when earned or incurred and is recorded gross, except under circumstances where the income and expense are contractually required to be settled with a net payment to or from the counterparty.

Deerfield & Company LLC
(An Illinois Limited Liability Company)

Notes to Consolidated Financial Statements (continued)

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Dividend income is recorded on the ex-dividend date. Interest income is recorded on an accrual basis and includes accretion of interest on certain investments in accordance with EITF 99-20.

Other income primarily includes structuring and warehousing fees earned by the Company for services provided to CDOs or placement agents for the CDOs. These fees are recorded when earned.

INCOME TAXES

Income taxes are not provided for as the taxable income (loss) of the Company is includable in the returns of the Class A and Class B members. The Company records Illinois State replacement tax expense, as applicable, in the consolidated statement of operations.

Pursuant to Treasury Regulation Section 301.7701, the subsidiaries of the Company have elected to be disregarded as separate entities for U.S. tax purposes and are, therefore, treated as branches of the Company.

NEW ACCOUNTING PRONOUNCEMENTS

In November 2002, the FASB issued Interpretation No. 45 (FIN 45), 'Guarantor's Accounting and Disclosure Requirements for Guarantees, Including Indirect Guarantees of Indebtedness of Others,' which expands the disclosure requirements to be made by a guarantor in its financial statements regarding its obligations under certain guarantees that it has issued. FIN 45 also requires, under certain circumstances, the recognition, at the inception of a guarantee, of a liability for the fair value of the obligation as a result of issuing the guarantee. The adoption of FIN 45 has not had a material effect on the Company's financial statements.

In December 2003, the FASB revised Interpretation No. 46, 'Consolidation of Variable Interest Entities,' which provides new criteria for determining whether or not consolidation accounting is required by a variable interest holder in certain entities. The Interpretation may require the Company to consolidate financial

Deerfield & Company LLC
(An Illinois Limited Liability Company)

Notes to Consolidated Financial Statements (continued)

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

information for certain of the Funds and CDOs it manages. The Interpretation may

require the Company to consolidate certain Funds' or CDOs' assets and liabilities, and results of operations, with a minority interest recorded for the ownership share applicable to other investors. The effect of such consolidation would not change the net income or loss of the Company. Where consolidation is not required, additional disclosures may be required. FIN 46 is effective immediately for variable interest entities created after December 31, 2003, and as of the end of the first fiscal year beginning after December 31, 2004, to variable interest entities acquired before December 31, 2003 (December 31, 2005, for the Company). The Company has evaluated the impact of FIN 46 and does not believe that it will have a material impact on the financial statements.

3. INVESTMENTS

The Company's investments at June 30, 2003, were comprised of an investment in a limited partnership and investments in the preferred shares of 3 CDOs for which it provides management services. The following is a summary of the Company's investments at June 30, 2003:

	VALUE
Available for sale:	
Investment in CDO preferred shares (amortized cost $15,827,678)	$15,091,200
Equity method:	
Investment in limited partnership	13,400
	$15,104,600

Deerfield & Company LLC
(An Illinois Limited Liability Company)

Notes to Consolidated Financial Statements (continued)

4. FIXED ASSETS

The Company's fixed assets at June 30, 2003, are summarized as follows:

Computer equipment and software	$1,511,441
Leasehold improvements	681,832
Office furniture and fixtures	707,332
	2,900,605
Less: Accumulated depreciation and amortization	(1,724,061)
	$1,176,544

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5. LEASE COMMITMENTS

The Company has a sublease agreement (the agreement) to lease office facilities through May 30, 2007. In conjunction with the agreement, a standby letter of credit has been issued by a financial institution to the sublessor in the amount of $600,000. The Company pledged a $600,000 cash balance as collateral against the standby letter of credit. Under the agreement, beginning January 1, 1999, the standby letter of credit and related collateral can be reduced by $50,000 per year until the standby letter of credit reaches $400,000. At June 30, 2003, the pledged collateral was approximately $408,000 and was included in cash and cash equivalents on the consolidated balance sheet. The balance of the letter of credit facility is $400,000 as of June 30, 2003. Management does not believe the standby letter of credit will be utilized. Rent expense for the first six months of 2003 was approximately $234,000.

Future base lease commitments on the Company's operating leases are as follows:

2004	$ 462,983
2005	472,730
2006	482,477
2007	205,093
	$1,623,283

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Deerfield & Company LLC
(An Illinois Limited Liability Company)

Notes to Consolidated Financial Statements (continued)

6. NOTES RECEIVABLE AND NOTES PAYABLE

The Company manages a private synthetic CLO for an investment banking firm (the Investor). A guarantor (the Guarantor), unrelated to the Company and the Investor, has provided a guarantee against losses in the CLO to the Investor (the guarantee agreement) for up to the first $50 million of the Investor's principal losses. As a premium for the guarantee, the Guarantor receives all of the residual cash flows from the CLO. The Guarantor does not have any direct investment in the CLO and will only make payments in the event of a principal loss, as defined in the CLO's guarantee agreement with the Guarantor.

As a condition of entering into a collateral management agreement with the CLO, the Company has entered into agreements with the Guarantor and another counterparty (the Counterparty) to share in the guarantee agreement with the Guarantor up to 10% of the total guaranteed amount (e.g., maximum loss guarantee of $5 million). The Company's share of the first $50 million of losses in the CLO will be on a pro rata basis, up to $5 million. Under the agreement with the Guarantor, the Company has deposited $5,000,000 in escrow (the escrow account) for the benefit of the Guarantor evidenced by a note receivable from the

Guarantor with a principal amount of $5,000,000, recorded as a note receivable on the consolidated balance sheet. Interest on the note receivable is equal to 10% of the Guarantor's guarantee fee premium and 100% of the amounts earned on the amount in escrow. In the event of any payment by the Guarantor under the guarantee agreement, the Company's share will be taken from the escrow account and the note receivable will be forgiven by the Company in the amount of 10% of the guarantee payments made by the Guarantor.

To offset its exposure under the guarantee, the Company entered into a separate agreement with a third-party counterparty (the Counterparty), under which the Counterparty agreed to make payments to the Company in the event the Company has to fund the Guarantor under the agreement described above. Under the agreement with the Counterparty, the Company received $5,000,000, which was utilized to fund the escrow account and issued a note payable to the Counterparty in the amount of $5,000,000. Interest on the note payable is equal to the interest on the note receivable from the Guarantor, except that only 50% of any amounts in excess of LIBOR plus 4% are payable to the Counterparty. In the event of any forgiveness of the note receivable from the Guarantor, as described above, an equal amount of the Company's note payable to the Counterparty will

be forgiven by the Counterparty. The Company has pledged its future senior management fees from two other CDOs it manages as collateral for payment of any amounts owed to the Counterparty.

Separate from the above transaction, during 2002, the Company financed its purchase of 6,250,000 preferred shares of one of the CDOs for which it provides management services by issuing a nonrecourse note to an investment banking firm for $6,250,000, which bears interest at LIBOR, and has no stated maturity. Concurrent with the Company's sale of 1,500,000 of these preferred shares soon after their purchase in 2002, the Company repaid $1,500,000 of principal plus accrued interest on the note. The remaining 4,750,000 preferred shares are pledged as collateral against the note, and all management fees earned and received by the Company for managing the underlying assets of the CDO and any distributions received on the preferred shares will be remitted to the note holder until all principal and interest on the note are paid in full. During the first six months of 2003, the Company recorded interest on the note of $30,415 and repaid $1,276,702 of principal. At June 30, 2003, the balance of the note was $2,609,417.

During 2003, the Company financed its purchase of preferred shares of one of the CDOs for which it provides management services by issuing a nonrecourse note to a large investment bank for $8,000,000 (including $888,800 of prepaid fees), which bears interest at LIBOR plus 100 basis points and has no stated maturity. The preferred shares are pledged as collateral against the note, and 62.5% of all management fees earned and received by the Company for managing the underlying assets of the CDO and all distributions received on the preferred shares will be remitted to the note holder until all principal and interest on the note are paid in full. During the first six months of 2003, the Company recorded interest on the note of $20,113 and repaid $0 of principal. At June 30,

2003, the balance of the note was $8,000,000.

Also during 2003, the Company financed its purchase of preferred shares of one of the CDOs for which it provides management services by issuing a nonrecourse note to an investment banking firm for $4,575,000 (including $300,000 of prepaid fees), which bears interest at LIBOR, plus 100 basis points and has no stated maturity. The preferred shares are pledged as collateral against the note, and 65% of all management fees earned and received by the Company for managing the

Deerfield & Company LLC
(An Illinois Limited Liability Company)

Notes to Consolidated Financial Statements (continued)

6. NOTES RECEIVABLE AND NOTES PAYABLE (CONTINUED)

underlying assets of the CDO and all distributions received on the preferred shares will be remitted to the note holder until all principal and interest on the note are paid in full. During the first six months of 2003, the Company recorded interest on the note of $35,814 and repaid $623,450 of principal. At June 30, 2003, the balance of the note was $3,951,550.

7. MEMBERS' EQUITY

Effective January 1, 2001, a Class B member of the Company resigned and redeemed his 5.74% ownership interest in the Company. The Company paid the member $2,230,460 in accordance with the terms of the Operating Agreement. The member was also paid $769,540 to sign a three-year noncompete agreement, which is being amortized over three years. This amount was recorded as an intangible asset, net of accumulated amortization, on the consolidated balance sheet. The final redemption payment of $750,000 is scheduled to be made on December 31, 2003.

Effective January 1, 1999, an individual was granted a Class B interest constituting a .5% ownership interest in the Company. In accordance with Accounting Principles Bulletin No. 25, 'Accounting for Stock Issued to Employees' (APB 25), and FASB Interpretation No. 44, 'Accounting for Certain Transactions involving Stock Compensation -- an interpretation of APB Opinion No. 25' (FIN 44), variable plan accounting applies to this grant, and noncash compensation expense is recorded for changes in the value of the grant, as determined by the Operating Agreement. During the first six months of 2003, the value of the employee's interest decreased approximately $4,400, which was recorded as a decrease to compensation expense and to Class B members' equity.

Effective January 1, 2002, Class B nonvoting Profits Only Interests representing an 11% membership interest in the Company were granted to two employees. An additional 5% was granted to one of the employees on May 1, 2003. The employees' interest in future profits was fully vested at the date of grant. The employees' earnings payout value, as defined in the Operating Agreement, cliff vests on their 20th anniversary of employment with the Company. These grants are accounted for under the variable plan accounting rules of APB 25 and FIN 44,

Deerfield & Company LLC
(An Illinois Limited Liability Company)

Notes to Consolidated Financial Statements (continued)

7. MEMBERS' EQUITY (CONTINUED)

and amortized compensation expense is recorded for changes in the employees' earnings payout value over 20 years. During the first six months of 2003, approximately $30,000 was recorded as noncash compensation expense in the members' equity accounts related to the cliff vesting of the earnings payout value.

8. EMPLOYEE BENEFIT PLANS

The Company has a voluntary contribution 401(k) plan (the Plan). Under the Plan, employees are eligible to contribute a percentage of their salary into the Plan after completing an initial employment period. The Company has the option to match a percentage of the employee contributions for the year. All Plan contributions are paid into the Deerfield & Company LLC 401(k) Savings Trust (the Trust). The Trust is allowed to invest the contributions in a variety of instruments defined in the Plan agreement. The Company's matching contribution for 2003 is estimated to be approximately $150,000.

The Company sponsors a Key Employee Equity Participation Plan (KEEP Plan), which is a 'phantom' equity appreciation plan. Under the KEEP Plan, participants are awarded stock appreciation rights (SAR) by the Company. Upon redemption, the KEEP Plan provides participants with the positive difference, if any, between the value of a SAR and its strike price. The value of a SAR is defined in the KEEP Plan as the average of the three most recent years' annual net earnings multiplied by five and divided by the number of SARs authorized. The stock appreciation rights do not represent an equity interest in the Company. The Company retains the sole discretion to determine the employees who will receive awards under the KEEP Plan. The awards vest one fourth each year, on the first, second, third, and fourth anniversaries of the award date and are not exercisable until the fifth anniversary of the award date. As of June 30, 2003, there were 241,500 SARs outstanding with a value of $1.00 per award. Strike prices for the SARs were either $4.00 or $4.21 per award, depending on the date of the award. No SARs were granted during 2003. Participants were either 50% or 75% vested in the KEEP Plan awards depending on the date of the award. The SARs are accounted for under the variable accounting rules of APB 25 and FIN 44, and the total compensation expense recognized related to the KEEP Plan during the first six months of 2003 was $0.

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Deerfield & Company LLC
(An Illinois Limited Liability Company)

Notes to Consolidated Financial Statements (continued)

9. CONTINGENT FEE ARRANGEMENTS

The Company acts as collateral manager for various CDOs capitalized by third-party investors. Typically, the transactions are sponsored and underwritten by third-party investment banks, who may warehouse the collateral and place the debt and equity of the CDOs with the ultimate investors. The

underlying collateral of the CDOs, which is typically purchased in the open market, consists of corporate debt, structured notes, commercial loans, synthetic instruments, and the notional amount of credit default instruments, and is owned by separate special purpose entities for each CDO, which issue various classes of notes and beneficial interests to third-party investors, including the Company or related entities in certain instances. The Company manages the underlying collateral on behalf of the investors under the terms of collateral management agreements.

As of June 30, 2003, the Company managed 15 CDOs. The total par/notional value of the underlying collateral under management was approximately $7.1 billion at June 30, 2003. The total debt outstanding of the CDOs was approximately $4.3 billion.

TYPE OF CDO/ COLLATERAL	NUMBER OF CDOs MANAGED	PAR VALUE OF COLLATERAL
Bank loans	6	$2,345,000,000
Credit default swaps	2	2,000,000,000
Corporate bonds	3	1,500,000,000
Asset-backed securities	4	1,300,000,000
	15	$7,145,000,000

The CDOs have various terms/maturities, ranging from 5 to 35 years.

Pursuant to the underlying collateral management agreements, the Company is compensated for managing the underlying collateral of the CDOs. The Company earns various fees for its services, as follows: (1) base collateral investment manh="20%" style="BORDER-BOTTOM: black 4px double">
Shared voting power

None

: 9
:
:
:

Sole dispositive power

None

:10
:
:
:

Shared dispositive power

None

11

Aggregate amount beneficially owned by each reporting person

None

12

Check box if the aggregate amount in row (11) excludes certain shares
(SEE INSTRUCTIONS) X

13

Percent of class represented by amount in row (11)

0.00%

14

Type of reporting person (SEE INSTRUCTIONS)
IN

7

Item 1. Security and Issuer

This Amendment No. 70 to Schedule 13D on the Common Stock of Trans-Lux Corporation (the "Issuer") is being filed on behalf of the undersigned to amend the Schedule 13D, as amended (the "Schedule 13D") which was originally filed on May 5, 1992. Unless otherwise indicated, all capitalized terms used herein but not defined herein shall have the same meanings as set forth in the Schedule 13D.

Item 2. Identity and Background

Item 2 to Schedule 13D is amended, in pertinent part, as follows:

This statement is being filed by Mario J. Gabelli ("Mario Gabelli") and various entities which he directly or indirectly controls or for which he acts as chief investment officer. These entities engage in various aspects of the securities business, primarily as investment adviser to various institutional and individual clients, including registered investment companies and pension plans, and as general partner of various private investment partnerships. Certain of these entities may also make investments for their own accounts.

The foregoing persons in the aggregate often own beneficially more than 5% of a class of a particular issuer. Although several of the foregoing persons are treated as institutional investors for purposes of reporting their beneficial ownership on the short-form Schedule 13G, the holdings of those who do not qualify as institutional investors may exceed the 1% threshold presented for filing on Schedule 13G or implementation of their investment philosophy may from time to time require action which could be viewed as not completely passive. In order to avoid any question as to whether their beneficial ownership is being reported on the proper form and in order to provide greater investment flexibility and administrative uniformity, these persons have decided to file their beneficial ownership reports on the more detailed Schedule 13D form rather than on the short-form Schedule 13G and thereby to provide more expansive disclosure than may be necessary.

(a), (b) and (c) - This statement is being filed by one or more of the following persons: GGCP, Inc. ("GGCP"), GAMCO Investors, Inc. ("GBL"), Gabelli Funds, LLC ("Gabelli Funds"), GAMCO Asset Management Inc. ("GAMCO"), Teton Advisors, Inc. ("Teton Advisors"), Gabelli Securities, Inc. ("GSI"), Gabelli & Company, Inc. ("Gabelli & Company"), MJG Associates, Inc. ("MJG Associates"), Gabelli Foundation, Inc. ("Foundation"), MJG-IV Limited Partnership ("MJG-IV"), and Mario Gabelli. Those of the foregoing persons signing this Schedule 13D are hereafter referred to as the "Reporting Persons".

GGCP makes investments for its own account and is the controlling shareholder of GBL. GBL, a public company listed on the New York Stock Exchange, is the parent company for a variety of companies engaged in the securities business, including those named below.

GAMCO, a wholly-owned subsidiary of GBL, is an investment adviser registered under the Investment Advisers Act of 1940, as amended ("Advisers Act"). GAMCO is an investment manager providing discretionary managed account services for employee benefit plans, private investors, endowments, foundations and others.

GSI, a majority-owned subsidiary of GBL, is an investment adviser registered under the Advisers Act and serves as a general partner or investment manager to limited partnerships and offshore investment companies. As a part of its business, GSI may purchase or sell securities for its own account. It is the immediate parent of Gabelli & Company.

GSI is the general partner or investment manager of a number of funds or partnerships, including Gabelli Associates Fund, Gabelli Associates Fund II, Gabelli Associates Limited, ALCE Partners, L.P., and Gabelli Multimedia Partners, L.P. GSI and Marc Gabelli own 45% and 55%, respectively, of Gabelli Securities International Limited ("GSIL"). GSIL provides investment advisory services to offshore funds and accounts. GSIL is an investment advisor of Gabelli International Gold Fund Limited and Gabelli Global Partners, Ltd.

Gabelli & Company, a wholly-owned subsidiary of GSI, is a broker-dealer registered under the Securities Exchange Act of 1934, as amended ("1934 Act"), which as a part of its business regularly purchases and sells securities for its own account.

Gabelli Funds, a wholly owned subsidiary of GBL, is a limited liability company. Gabelli Funds is an investment adviser registered under the Advisers Act which presently provides discretionary managed account services for The Gabelli Equity Trust Inc., The Gabelli Asset Fund, The GAMCO Growth Fund, The Gabelli Convertible and Income Securities Fund Inc., The Gabelli Value Fund Inc., The Gabelli Small Cap Growth Fund, The Gabelli Equity Income Fund, The Gabelli ABC Fund, The GAMCO Global Telecommunications Fund, GAMCO Gold Fund, Inc., The

Gabelli Global Multimedia Trust Inc., The GAMCO Global Convertible Securities Fund, Gabelli Capital Asset Fund, GAMCO International Growth Fund, Inc., The GAMCO Global Growth Fund, The Gabelli Utility Trust, The GAMCO Global Opportunity Fund, The Gabelli Utilities Fund, The Gabelli Blue Chip Value Fund, The GAMCO Mathers Fund, The Gabelli Woodland Small Cap Value Fund, The Comstock Capital Value Fund, The Gabelli Dividend and Income Trust, The Gabelli Global Utility & Income Trust, The Gabelli Global Gold, Natural Resources, & Income Trust, The Gabelli Global Deal Fund, Gabelli Enterprise M&A Fund, The Gabelli SRI Green Fund, Inc. and The Gabelli Healthcare & Wellness Rx Trust (collectively, the “Funds”), which are registered investment companies.

Teton Advisors, an investment adviser registered under the Advisers Act, provides discretionary advisory services to The GAMCO Westwood Mighty Mitessm Fund, The GAMCO Westwood Income Fund and The GAMCO Westwood SmallCap Equity Fund.

MJG Associates provides advisory services to private investment partnerships and offshore funds. Mario Gabelli is the sole shareholder, director and employee of MJG Associates. MJG Associates is the Investment Manager of Gabelli International Limited, Gabelli International II Limited and Gabelli Fund, LDC. Mario J. Gabelli is the general partner of Gabelli Performance Partnership, LP.

The Foundation is a private foundation. Mario Gabelli is the Chairman, a Trustee and the Investment Manager of the Foundation. Elisa M. Wilson is the President of the Foundation.

Mario Gabelli is the majority stockholder, Chief Executive Officer and a director of GGCP and Chairman and Chief Executive Officer of GBL. Mario Gabelli is also deemed to be the controlling shareholder of Teton through his control of GGCP and MJG-IV.

The Reporting Persons do not admit that they constitute a group.

GBL, GAMCO, and Gabelli & Company are New York corporations and GSI and Teton Advisors are Delaware corporations, each having its principal business office at One Corporate Center, Rye, New York 10580. GGCP is a New York corporation having its principal business office at 140 Greenwich Avenue, Greenwich, CT 06830. Gabelli Funds is a New York limited liability company having its principal business office at One Corporate Center, Rye, New York 10580. MJG Associates is a Connecticut corporation having its principal business office at 140 Greenwich Avenue, Greenwich, CT 06830. The Foundation is a Nevada corporation having its principal offices at 165 West Liberty Street, Reno, Nevada 89501.

For information required by instruction C to Schedule 13D with respect to the executive officers and directors of the foregoing entities and other related persons (collectively, “Covered Persons”), reference is made to Schedule I annexed hereto and incorporated herein by reference.

(e) - On April 24, 2008, Gabelli Funds settled an administrative proceeding with the Securities and Exchange Commission (“Commission”) regarding frequent trading in shares of a mutual fund it advises, without admitting or denying the findings or allegations of the Commission. The inquiry involved Gabelli Funds’ treatment of one investor who had engaged in frequent trading in one fund (the prospectus of which did not at that time impose limits on frequent trading), and who had subsequently made an investment in a hedge fund managed by an affiliate of Gabelli Funds. The investor was banned from the fund in August 2002, only after certain other investors were banned. The principal terms of the settlement include an administrative cease and desist order from violating Section 206(2) of the Investment Advisers Act of 1940, Section 17(d) of the Investment Company Act of 1940 (“Company Act”), and Rule 17d-1 thereunder, and Section 12(d)(1)(B)(1) of the Company Act, and the payment of $11 million in disgorgement and prejudgment interest and $5 million in a civil monetary penalty. Gabelli Funds was also required to retain an independent distribution consultant to develop a plan and oversee distribution to shareholders of the monies paid to the Commission, and to make certain other undertakings.

In September 2008, Gabelli Funds reached agreement in principle with the staff of the Commission, subject to Commission approval, on a previously disclosed matter that had been ongoing for several years involving compliance with Section 19(a) of the Investment Company Act of 1940 and Rule 19a-1 thereunder by two closed-end funds. The agreement was finalized with the Commission on January 12, 2009. The provisions of Section 19(a) and Rule 19a-1 require registered investment companies, when making a distribution in the nature of a dividend from sources other than net investment income, to contemporaneously provide written statements to shareholders that adequately disclose the source or sources of such distribution. While the two funds sent annual statements and provided other materials containing this information, the shareholders did not receive the notices required by Rule

19a-1 with any of the distributions that were made for 2002 and 2003. Gabelli Funds believes that the funds have been in compliance with Section 19(a) and Rule 19a-1 since the beginning of 2004. As part of the settlement, in which Gabelli Funds neither admits nor denies the findings by the Commission, Gabelli Funds agreed to pay a civil monetary penalty of $450,000 and to cease and desist from causing violations of Section 19(a) and Rule 19a-1. In connection with the settlement, the Commission noted the remedial actions previously undertaken by Gabelli Funds.

(f) - Reference is made to Schedule I hereto.

Item 5. Interest In Securities Of The Issuer

Item 5 to Schedule 13D is amended, in pertinent part, as follows:

(a) The aggregate number of Securities to which this Schedule 13D relates is 742,800 shares, representing 36.77% of the 2,020,090 shares outstanding as reported in the Issuer's most recent Form 10-Q for the quarterly period ended June 30, 2009. The Reporting Persons beneficially own those Securities as follows:

Name	Shares of Common Stock	% of Class of Common
GAMCO	122,800	6.08%
Gabelli Funds	588,000	29.11%
Teton Advisors	32,000	1.58%

Mario Gabelli is deemed to have beneficial ownership of the Securities owned beneficially by each of the foregoing persons. GSI is deemed to have beneficial ownership of the Securities beneficially owned by Gabelli & Company. GBL and GGCP are deemed to have beneficial ownership of the Securities owned beneficially by each of the foregoing persons other than Mario Gabelli and the Foundation.

(b) Each of the Reporting Persons and Covered Persons has the sole power to vote or direct the vote and sole power to dispose or to direct the disposition of the Securities reported for it, either for its own benefit or for the benefit of its investment clients or its partners, as the case may be, except that (i) with respect to the 165,000 shares of Common Stock owned by the Gabelli Small Cap Growth Fund, the 160,000 shares held by the Gabelli Convertible & Income Securities Fund, the 240,000 shares held by the Gabelli Dividend & Income Trust and the 23,000 shares held by the Gabelli Global Multimedia Trust, the proxy voting committee of each such Fund has taken and exercises in its sole discretion the entire voting power with respect to the shares held by such Funds, (ii) at any time, the Proxy Voting Committee of each such Fund may take and exercise in its sole discretion the entire voting power with respect to the shares held by such fund under special circumstances such as regulatory considerations, and (iii) the power of Mario Gabelli, GBL, and GGCP is indirect with respect to Securities beneficially owned directly by other Reporting Persons.

(c) Information with respect to all transactions in the Securities which were effected during the past sixty days or since the most recent filing on Schedule 13D, whichever is less, by each of the Reporting Persons and Covered Persons is set forth on Schedule II annexed hereto and incorporated herein by reference.

(e) Not applicable.

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: October 27, 2009

GGCP, INC.
MARIO J. GABELLI

By:/s/ Douglas R. Jamieson
Douglas R. Jamieson
Attorney-in-Fact

GABELLI FUNDS, LLC

TETON ADVISORS, INC.

By:/s/ Bruce N. Alpert
Bruce N. Alpert
Chief Operating Officer – Gabelli Funds, LLC
Chairman – Teton Advisors, Inc.

GAMCO ASSET MANAGEMENT INC.
GAMCO INVESTORS, INC.

By:/s/ Douglas R. Jamieson
Douglas R. Jamieson
President & Chief Operating Officer – GAMCO Investors, Inc.
President – GAMCO Asset Management Inc.

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Schedule I

Information with Respect to Executive
Officers and Directors of the Undersigned

Schedule I to Schedule 13D is amended, in pertinent part, as follows:

The following sets forth as to each of the executive officers and directors of the undersigned: his name; his business address; his present principal occupation or employment and the name, principal business and address of any corporation or other organization in which such employment is conducted. Unless otherwise specified, the principal employer of each such individual is GAMCO Asset Management Inc., Gabelli Funds, LLC, Gabelli Securities, Inc., Gabelli & Company, Inc., Teton Advisors, Inc., or GAMCO Investors, Inc., the business address of each of which is One Corporate Center, Rye, New York 10580, and each such individual identified below is a citizen of the United States. To the knowledge of the undersigned, during the last five years, no such person has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors), and no such person was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which he was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities law or finding any violation with respect to such laws except as reported in Item 2(d) and (e) of this Schedule 13D.

GGCP, Inc.
Directors:

Vincent J. Amabile	Business Consultant
Mario J. Gabelli	Chief Executive Officer of GGCP, Inc., and Chairman & Chief Executive Officer of GAMCO Investors, Inc.; Director/Trustee of all registered investment companies advised by Gabelli Funds, LLC.
Marc J. Gabelli	Chairman of The LGL Group, Inc.
Matthew R. Gabelli	Vice President – Trading Gabelli & Company, Inc. One Corporate Center Rye, New York 10580
Charles C. Baum	Secretary & Treasurer United Holdings Co., Inc. 2545 Wilkens Avenue Baltimore, MD 21223
Douglas R. Jamieson	See below
Joseph R. Rindler, Jr.	Account Executive for GAMCO Asset Management Inc.
Fredric V. Salerno	Chairman; Former Vice Chairman and Chief Financial Officer Verizon Communications
Vincent Capurso	Vice President Taxes, Barnes & Noble, Inc.
Vincent S. Tese	Former Director GAMCO Investors, Inc.
Michael Gabelli	Director
John Gabelli	Director

Officers:

Mario J. Gabelli	Chief Executive Officer and Chief Investment Officer
Michael G. Chieco	Chief Financial Officer, Secretary

GAMCO Investors, Inc.
Directors:

Edwin L. Artzt	Former Chairman and Chief Executive Officer Procter & Gamble Company 900 Adams Crossing Cincinnati, OH 45202
Raymond C. Avansino	Chairman & Chief Executive Officer E.L. Wiegand Foundation Reno, NV 89501
Richard L. Bready	Chairman and Chief Executive Officer Nortek, Inc. 50 Kennedy Plaza Providence, RI 02903
Mario J. Gabelli	See above
Elisa M. Wilson	Director
Eugene R. McGrath	Former Chairman and Chief Executive Officer Consolidated Edison, Inc.
Robert S. Prather	President & Chief Operating Officer Gray Television, Inc. 4370 Peachtree Road, NE Atlanta, GA 30319
Officers:	
Mario J. Gabelli	Chairman and Chief Executive Officer
Douglas R. Jamieson	President and Chief Operating Officer
Henry G. Van der Eb	Senior Vice President
Bruce N. Alpert	Senior Vice President
Jeffrey M. Farber	Executive Vice President and Chief Financial Officer
Christopher Michailoff	Acting Secretary

GAMCO Asset Management Inc.
Directors:

Douglas R. Jamieson
Regina M. Pitaro
William S. Selby

Officers:

Mario J. Gabelli	Chief Investment Officer – Value Portfolios

Douglas R. Jamieson	President
Jeffrey M. Farber	Chief Financial Officer
Chistopher J. Michailoff	General Counsel and Secretary

Gabelli Funds, LLC
Officers:

Mario J. Gabelli	Chief Investment Officer – Value Portfolios
Bruce N. Alpert	Executive Vice President and Chief Operating Officer
Agnes Mullady	Vice President and President Closed-End Fund Division

Teton Advisors, Inc.
Directors:

Bruce N. Alpert	Chairman
Douglas R. Jamieson	See above
Nicholas F. Galluccio	Chief Executive Officer and President
Alfred W. Fiore	1270 Avenue of the Americas 20th Floor New York, NY 10020
Edward T. Tokar	Beacon Trust Senior Managing Director 333 Main Street Madison, NJ 07940
Howard F. Ward	Portfolio Manager GAMCO Investors, Inc. One Corporate Center Rye, NY 10580

Officers:

Bruce N. Alpert	See above
Nicholas F. Galluccio	See above
Jeffrey M. Farber	Chief Financial Officer

Gabelli Securities, Inc.

Directors:

Robert W. Blake	President of W. R. Blake & Sons, Inc. 196-20 Northern Boulevard Flushing, NY 11358
Douglas G. DeVivo	General Partner of ALCE Partners, L.P. One First Street, Suite 16 Los Altos, CA 94022
Douglas R. Jamieson	President

Officers:

Douglas R. Jamieson	See above
Christopher J. Michailoff	Secretary
Jeffrey M. Farber	Chief Financial Officer

Gabelli & Company, Inc.
Directors:

James G. Webster, III	Chairman & Interim President
Irene Smolicz	Senior Trader Gabelli & Company, Inc.

Officers:

James G. Webster, III	See Above
Bruce N. Alpert	Vice President - Mutual Funds
Diane M. LaPointe	Treasurer
Douglas R. Jamieson	Secretary

Gabelli Foundation, Inc.
Officers:

Mario J. Gabelli	Chairman, Trustee & Chief Investment Officer
Elisa M. Wilson	President

MJG-IV Limited Partnership
Officers:

Mario J. Gabelli	General Partner

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SCHEDULE II
INFORMATION WITH RESPECT TO
TRANSACTIONS EFFECTED DURING THE PAST SIXTY DAYS OR
SINCE THE MOST RECENT FILING ON SCHEDULE 13D (1)

DATE	SHARES PURCHASED SOLD(-)	AVERAGE PRICE(2)
COMMON STOCK-TRANS-LUX CORP		
GABELLI FUNDS, LLC.		
GABELLI SMALL CAP GROWTH FUND		
10/23/09	4,000-	.8000
10/19/09	1,000-	.9500
GABELLI DIVIDEND & INCOME TRUST		
10/23/09	1,500-	.8000
10/22/09	6,500-	.8065
GABELLI CONVERTIBLE FUND		
10/26/09	5,000-	.8598
10/23/09	3,600-	.8208
10/16/09	1,900-	.9463

(1) UNLESS OTHERWISE INDICATED, ALL TRANSACTIONS WERE EFFECTED ON THE AMEX.

(2) PRICE EXCLUDES COMMISSION.

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