

Davis Polk & Wardwell LLP
 450 Lexington Avenue
 New York, New York 10017
 Telephone: (212) 450-4000
 Facsimile: (212) 701-5800
 Karen E. Wagner (karen.wagner@davispolk.com)
 Denis J. McInerney (denis.mcinerney@davispolk.com)
 Jonathan D. Martin (jonathan.martin@davispolk.com)

Attorneys for Sterling Equities Associates and Certain Affiliates

**UNITED STATES BANKRUPTCY COURT
 SOUTHERN DISTRICT OF NEW YORK**

-----		X
SECURITIES INVESTOR	:	
PROTECTION CORPORATION,	:	
	:	
Plaintiff-Appellant,	:	SIPA LIQUIDATION
	:	(Substantively Consolidated)
v.	:	Adv. Pro. No. 08-01789 (BRL)
	:	
BERNARD L. MADOFF INVESTMENT	:	
SECURITIES LLC,	:	
	:	
Defendant.	:	
	:	
-----		X
In re:	:	
	:	
BERNARD L. MADOFF,	:	
	:	
Debtor.	:	
	:	
-----		X

DECLARATION OF ARTHUR FRIEDMAN

ARTHUR FRIEDMAN declares under penalty of perjury under the laws of the United States of America that the following is true and correct:

1. I am a partner in and the Senior Vice President of Sterling Equities Associates (“Sterling”). Sterling is a general partnership comprised of ten individual partners. I submit this declaration in support of Sterling’s opposition, for itself and on behalf of its partners and an affiliate, to the Trustee’s motion regarding “net equity.”¹

2. I have served as Sterling’s Senior Vice President since joining Sterling in January 1986. As part of my duties and responsibilities, I am the principal partner responsible for coordinating cash management and overseeing many of Sterling’s and the Sterling partners’ investments, including investments with Bernard L. Madoff Investment Securities LLC (“BLMIS”).

Sterling’s Brokerage Account 1KW300

3. Sterling opened an account with BLMIS on July 12, 2000 and was assigned account number 1KW300. Each Sterling partner invested money with BLMIS through this account, as well as through other accounts.

4. Several account opening documents were executed on behalf of Sterling. These documents included:

a. A “Customer Agreement,” a true and correct copy of which is attached as Exhibit A.

b. A “Trading Authorization Limited to Purchases And Sales of Securities and Options.” In this agreement Sterling authorized “Bernard L. Madoff . . . as [Sterling’s] agent and attorney in fact to buy, sell, and trade in stocks, bonds, options, and any other securities in accordance with [the requisite] terms and conditions for the [Sterling] account” A true and correct copy of the Trading Authorization Limited to Purchases And Sales of Securities and Options is attached as Exhibit B.

¹ This declaration and the accompanying memorandum of law are being filed on behalf of the following individuals and entities (with account numbers), each of whom filed customer claims: Sterling (1KW300); the individual partners of Sterling: Arthur Friedman (1KW004), David Katz (1KW201), Gregory Katz (1KW108), Michael Katz (1KW019), Saul Katz (1KW024), L. Thomas Osterman (1KW044), Marvin Tepper (1KW263), Fred Wilpon (1KW067), Jeff Wilpon (1KW076), and Richard Wilpon (1KW081); and Mets Limited Partnership (1KW192), an affiliated entity.

c. An "Option Agreement," which, among other things, authorized BLMIS, on behalf of account 1KW300, to carry accounts for transactions in option contracts, including for the purchase, sale, transfer, exercise, and endorsement of options. A true and correct copy of the Option Agreement is attached as Exhibit C.

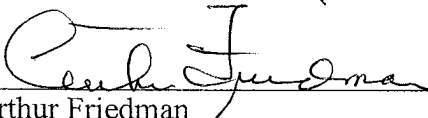
5. Sterling regularly deposited funds for the credit of account 1KW300 for the purpose of purchasing securities. Generally, a deposit was made by sending a check to BLMIS. Sterling would receive in the mail a confirmation of BLMIS' receipt of the check. Thereafter, BLMIS would mail confirmations to Sterling reflecting the use of the funds to purchase securities on behalf of Sterling. Sterling also received monthly account statements that reflected the deposit of cash available for investment and/or the purchase of securities using that cash or proceeds of prior sales. Such prior sales also were reflected in confirmations or prior monthly statements sent to Sterling by BLMIS.

6. Checks sent by Sterling to BLMIS for the purpose of purchasing securities were generally drawn on an account at JPMorgan Chase & Co. or a predecessor financial institution. Checks sent by BLMIS and received by Sterling were also drawn on an account at JPMorgan Chase & Co. or a predecessor financial institution.

7. The last account statement received prior to the collapse of BLMIS was for the month of November 2008. A true and correct copy of the November account statement is attached as Exhibit D. The statement reflects that, as of November 30, 2008, Sterling's account was credited with ownership of, among other things, Coca Cola, Hewlett Packard and Philip Morris. The Fidelity Spartan US Treasury Money Market Fund reference is to the prior name of a money market fund that continued to exist under a new name.

8. The November account statement reflects no margin payment due to BLMIS.

Dated: New York, New York
November 11, 2009



Arthur Friedman

Exhibit A



BERNARD L. MADOFF
Investment Securities

885 Third Avenue New York, NY 10022-4834

212 230-2424
800 334-1343
Telex 235130
Fax 212 486-8178

CUSTOMER AGREEMENT

In consideration for you (the "Broker") opening or maintaining one or more accounts (the "Customer"), the Customer agrees to the terms and conditions contained in this Agreement. The heading of each provision of the Agreement is for descriptive purposes only and shall not be deemed to modify or qualify any of the rights or obligations set forth in each such provision. For purposes of this Agreement, "securities and other property" means, but is not limited to money, securities, financial instruments and commodities of every kind and nature and related contracts and options, except that the provisions of paragraph 13 herein (the arbitration clause) shall not apply to commodities accounts. This definition includes securities or other property currently or hereafter held, carried or maintained by you or by any of your affiliates, in your possession or control, or in the possession or control of any such affiliate, for any purpose, in and for any of my accounts now or hereafter opened, including any account in which I may have an interest.

1. APPLICABLE RULES AND REGULATIONS

All transactions in the Customer's Account shall be subject to the constitution, rules, regulations, customs and usages of the exchange or market, and its clearing house, if any, where the transactions are executed by the Broker or its agents, including its subsidiaries and affiliates. Also, where applicable, the transactions shall be subject (a) to the provisions of (1) the Securities Exchange Act of 1934, as amended, and (2) the Commodities Exchange Act, as amended; and (b) to the rules and regulations of (1) the Securities and Exchange Commission, (2) the Board of Governors of the Federal Reserve System and (3) the Commodities Futures Trading Commission.

2. AGREEMENT CONTAINS ENTIRE UNDERSTANDING/ASSIGNMENT

This Agreement contains the entire understanding between the Customer and the Broker concerning the subject matter of this Agreement. Customer may not assign The rights and obligations hereunder without first obtaining the prior written consent of the Broker.

3. SEVERABILITY

If any provision of this Agreement is held to be invalid, void or unenforceable by reason of any law, rule, administrative order or judicial decision, that determination shall not effect the validity of the remaining provisions of this Agreement.

4. WAIVER

Except as specifically permitted in this Agreement, no provision of this Agreement can be, nor be deemed to be, waived, altered, modified or amended unless such is agreed to in a writing signed by the broker.

5. DELIVERY OF SECURITIES

Without abrogating any of the Broker's rights under any other portion of this Agreement and subject to any indebtedness of the Customer to the Broker, the Customer is entitled, upon appropriate demand, to receive physical delivery of fully paid securities in the Customer's Account.

6. SALES BY CUSTOMER

The Customer understands and agrees any order to sell "short" will be designated as such by the Customer, and that the Broker will mark the order as "short". All other sell orders will be for securities owned ("long"), at that time, by the Customer by placing the order the Customer affirms that he will deliver the securities on or before the settlement date.

Affiliated with:
Madoff Securities International Limited
12 Berkeley Street, Mayfair, London W1X 5AD. Tel 0171-493 6222

7. BROKER AS AGENT

The customer understands that the Broker is acting as the Customer's agent, unless the Broker notifies the Customer, in writing before the settlement date for the transaction, that the Broker is acting as dealer for its own account or as agent for some other person.

8. CONFIRMATIONS AND STATEMENTS

Confirmations of transactions and statements for the Customer's Account(s) shall be binding upon the Customer if the Customer does not object, in writing, within ten days after receipt by the Customer.

9. SUCCESSORS

Customer hereby agrees that this Agreement and all the terms thereof shall be binding upon Customer's heirs, executors, administrators, personal representatives and assigns. This Agreement shall enure to the benefit of the Broker's present organization, and any successor organization, irrespective of any change or changes at any time in the personnel thereof, for any cause whatsoever.

10. CHOICE OF LAWS

THIS AGREEMENT SHALL BE DEEMED TO HAVE BEEN MADE IN THE STATE OF NEW YORK AND SHALL BE CONSTRUED, AND THE RIGHTS AND LIABILITIES OF THE PARTIES DETERMINED, IN ACCORDANCE WITH THE LAWS OF THE STATE OF NEW YORK.

11. CAPACITY TO CONTRACT, CUSTOMER AFFILIATION

By signing below, the Customer, represents that he/she is of legal age, and that he/she is not an employee of any exchange, or of any corporation of which any exchange owns a majority of the capital stock, or of a member of any exchange, or of a member firm or member corporation registered on any exchange, or of a bank, trust company, insurance company or of any corporation, firm or individual engaged in the business of dealing, either as broker or as principal, in securities, bills of exchange, acceptances or other forms of commercial paper, and that the Customer will promptly notify the Broker in writing if the Customer is now or becomes so employed. The Customer also represents that no one except the Customer has an interest in the account or accounts of the Customer with you.

12. ARBITRATION DISCLOSURES

* ARBITRATION IS FINAL AND BINDING ON THE PARTIES.

* THE PARTIES ARE WAIVING THEIR RIGHT TO SEEK REMEDIES IN COURT, INCLUDING THE RIGHT TO JURY TRIAL.

* PRE-ARBITRATION DISCOVERY IS GENERALLY MORE LIMITED THAN AND DIFFERENT FROM COURT PROCEEDINGS.

* THE ARBITRATORS AWARD IS NOT REQUIRED TO INCLUDE FACTUAL FINDINGS OR LEGAL REASONING AND ANY PARTY'S RIGHT TO APPEAL OR TO SEEK MODIFICATION OF RULINGS BY THE ARBITRATORS IS STRICTLY LIMITED.

* THE PANEL OF ARBITRATORS WILL TYPICALLY INCLUDE A MINORITY OF ARBITRATORS WHO WERE OR ARE AFFILIATED WITH THE SECURITIES INDUSTRY.



13. ARBITRATION

THE CUSTOMER AGREES, AND BY CARRYING AN ACCOUNT FOR THE CUSTOMER THE BROKER AGREES THAT ALL CONTROVERSIES WHICH MAY ARISE BETWEEN US CONCERNING ANY TRANSACTION OR THE CONSTRUCTION, PERFORMANCE, OR BREACH OF THIS OR ANY OTHER AGREEMENT BETWEEN US PERTAINING TO SECURITIES AND OTHER PROPERTY, WHETHER ENTERED INTO PRIOR, ON OR SUBSEQUENT TO THE DATE HEREOF, SHALL BE DETERMINED BY ARBITRATION UNDER THIS AGREEMENT SHALL BE CONDUCTED PURSUANT TO THE FEDERAL ARBITRATION ACT AND THE LAWS OF THE STATE DESIGNATED IN PARAGRAPH 10, BEFORE THE AMERICAN ARBITRATION ASSOCIATION, OR BEFORE THE NEW YORK STOCK EXCHANGE, INC. OR AN ARBITRATION FACILITY PROVIDED BY ANY OTHER EXCHANGE OF WHICH THE BROKER IS A MEMBER, OR THE NATIONAL ASSOCIATION OF SECURITIES DEALERS, INC. OR THE MUNICIPAL SECURITIES RULE MAKING BOARD AND IN ACCORDANCE WITH THE RULES OBTAINING OF THE SELECTED ORGANIZATION. THE CUSTOMER MAY ELECT IN THE FIRST INSTANCE WHETHER ARBITRATION SHALL BE BY THE AMERICAN ARBITRATION ASSOCIATION, OR BY AN EXCHANGE OR SELF-REGULATORY ORGANIZATION OF WHICH THE BROKER IS A MEMBER, BUT IF THE CUSTOMER FAILS TO MAKE SUCH ELECTION, BY REGISTERED LETTER OR TELEGRAM ADDRESSED TO THE BROKER AT THE BROKER'S MAIN OFFICE, BEFORE THE EXPIRATION OF TEN DAYS AFTER RECEIPT OF A WRITTEN REQUEST FROM THE BROKER TO MAKE SUCH ELECTION, THEN THE BROKER MAY MAKE SUCH ELECTION, THE AWARD OF THE ARBITRATORS, OR OF THE MAJORITY OF THEM SHALL BE FINAL, AND JUDGMENT UPON THE AWARD RENDERED MAY BE ENTERED IN ANY COURT, STATE OR FEDERAL, HAVING JURISDICTION.

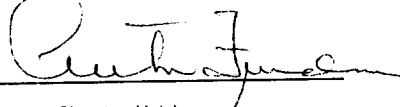
14. DISCLOSURES TO ISSUERS

Under rule 14b-1(c) of the Securities Exchange Act of 1934, we are required to disclose to an issuer the name, address, and securities position of our customers who are beneficial owners of that issuer's securities unless the customer objects. Therefore, please check one of the boxes below:

Yes, I do object to the disclosure of information.

No, I do not object to the disclosure of such information.

THIS AGREEMENT CONTAINS A PRE-DISPUTE ARBITRATION CLAUSE AT PARAGRAPH 13.

(X) 
(Customer Signature/date)

(X) _____
(Customer Signature/date)

111 Great Neck Road
(Customer Address)
Suite 408
Great Neck, NY 11021

1KW300
(Account Number)

Exhibit B



BERNARD L. MADOFF
Investment Securities

885 Third Avenue New York, NY 10022-4834

212 230-2424

800 334-1343

Telex 235130

Fax 212 486-8178

TRADING AUTHORIZATION LIMITED TO PURCHASES
AND SALES OF SECURITIES AND OPTIONS

To Whom It May Concern:

The undersigned hereby authorizes Bernard L. Madoff (whose signature appears below) as his agent and attorney in fact to buy, sell and trade in stocks, bonds, options and any other securities in accordance with your terms and conditions for the undersigned's account and risk and in the undersigned's name, or number on your books. The undersigned hereby agrees to indemnify and hold you harmless from, and to pay you promptly on demand any and all losses arising therefrom or debit balance due thereon. However, in no event will the losses exceed my investment.

In all such purchases, sales or trades you are authorized to follow the instructions of Bernard L. Madoff in every respect concerning the undersigned's account with you; and he is authorized to act for the undersigned and in the undersigned's behalf in the same manner and with the same force and effect as the undersigned might or could do with respect to such purchases, sales or trades as well as with respect to all other things necessary or incidental to the furtherance or conduct of such purchases, sales or trades.

The undersigned hereby ratifies and confirms any and all transactions with you heretofore or hereafter made by the aforesaid agent or for the undersigned's account.

This authorization and indemnity is in addition to (and in no way limits or restricts) any rights which you may have under any other agreement or agreements between the undersigned and your firm.

This authorization and indemnity is also a continuing one and shall remain in full force and effect until revoked by the undersigned by a written notice addressed to you and delivered to your office at 885 Third Avenue but such revocation shall not affect any liability in any way resulting from transaction initiated prior to such revocation. This authorization and indemnity shall enure to the benefit of your present firm and any successor firm or firms irrespective of any change or changes at any time in the personnel thereof for any cause whatsoever, and of the assigns of your present firm or any successor firm.

Dated, _____

Great Neck

New York

(City)

(State)

(Client Signature)

Very truly yours, _____

Signature of Authorized Agent: _____

Affiliated with:

Madoff Securities International Limited

12 Berkeley Street, Mayfair, London W1X 5AD. Tel 0171-493 6222

Exhibit C



BERNARD L. MADOFF
Investment Securities

885 Third Avenue New York, NY 10022-4834

212 230-2424
800 334-1343
Telex 235130
Fax 212 486-8178

OPTION AGREEMENT

TO: BERNARD L. MADOFF INVESTMENT SECURITIES

In order to induce you to carry accounts ("Option Accounts") for me (however designated) for transactions in option contracts (including, without limitations, purchase, sale, transfer, exercise and endorsement) ("Option Transaction"), I hereby warrant, represent and agree with you as set forth below on this Option Agreement.

1. I understand, and am well aware, that option trading may be highly speculative in nature. I am also aware that on certain days, option trading may cease and this could result in a financial loss to me. I agree to hold BERNARD L. MADOFF, its other Divisions, and its officers, Directors and Agents harmless for such loss.
2. I understand that any option transaction made for any account of mine is subject to the rules, regulations, customs and usages of The Options Clearing Corporation and of the registered national securities exchange, national securities association, clearing organization or market where such transaction was executed. I agree to abide by such rules, regulations, custom and usages and I agree that, acting individually or in concert with others, I will not exceed any applicable position or exercise limits imposed by such exchange, association, clearing organization or other market with respect to option trading.
3. If I do not satisfy, on a timely basis, your money or security calls, you are authorized in your sole discretion and without notification, to take any and all steps you deem necessary to protect yourself (for any reason) in connection with option transactions for my account including the right to buy and/or sell (including short or short exempt) for my account and risk any part or all of the shares represented by options handled, purchased, sold and/or endorsed by you for my account or to buy for my account and risk any option as you may deem necessary or appropriate. Any and all expenses or losses incurred in this connection will be reimbursed by me.
4. In addition to the terms and conditions hereof, my option account will be subject to all of the terms and conditions of all other agreements heretofore or hereafter at any time entered into with you relating to the purchase and sale of securities and commodities except to the extent that such other agreements are contrary to or inconsistent herewith.

Affiliated with:

Madoff Securities International Limited
12 Berkeley Street, Mayfair, London W1X 5AD. Tel 0171-493 6222

5. This agreement shall apply to all puts or call which you may have executed, purchased, sold or handled for any account of mine and also shall apply to all puts, or calls which you may hereafter purchase, sell, handle or execute for any account of mine.
6. I have received from BERNARD L. MADOFF the most recent risk disclosure documents entitled "Understanding the Risks and Uses of Listed Options", "Listed Options on Stock Indices", "Listed Options on Foreign Currencies", and "Listed Options in Debt Instruments". I have read and understand the information contained in these documents.
7. I understand that you assign exercise notices on a random basis except that with respect to options on the following debt instruments: Treasury Bonds, Treasury Notes, Treasury Bills and GNMAS, you may preferentially assign exercises of block-size (i.e. covering \$1,000,000 or more of underlying securities) to block-size writing positions and you may preferentially assign smaller exercises to smaller writing positions. I understand that upon my request you will provide me with further information regarding the procedure used to assign exercise notices.

DATED _____

ACCOUNT NO. 1KW300

SIGNATURES

(If a Corporation)

(If Individuals)

(Name of Corporation)

By _____

(Second Party if Joint Account)

Title _____

(If a Partnership)

STERLING EQUITIES ASSOC.
(Name of Partnership)

SEAL

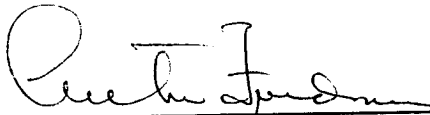
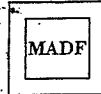
By 
(A Partner)

Exhibit D



BERNARD L. MADOFF
INVESTMENT SECURITIES LLC
New York London

885 Third Avenue
New York, NY 10022
(212) 230-2424
800 334-1343
Fax (212) 838-4061

Affiliated with
Madoff Securities International Limited
12 Berkeley Street
Mayfair, London W1J 8DT
Tel 020 7493 6222

STERLING EQUITIES

PERIOD ENDING
11/30/08

PAGE
1

M

YOUR ACCOUNT NUMBER
1-KW300-3-0

YOUR TAX PAYER IDENTIFICATION NUMBER
*******9022**

DATE	BOUGHT RECEIVED OR LONG	SOLD DELIVERED OR SHORT	TRN	DESCRIPTION	PRICE OR SYMBOL	AMOUNT DEBITED TO YOUR ACCOUNT	AMOUNT CREDITED TO YOUR ACCOUNT
				BALANCE FORWARD		44,342.90	
11/12	90		77	HEWLETT PACKARD CO	34.900	3,144.00	
11/12	78		3901	WAL-MART STORES INC	55.830	4,357.74	
11/12	51		4403	INTERNATIONAL BUSINESS MACHS	87.270	4,452.77	
11/12	189		8227	EXXON MOBIL CORP	72.880	13,781.32	
11/12	207		8729	INTEL CORP	14.510	3,011.57	
11/12	99		13055	JOHNSON & JOHNSON	59.580	5,901.42	
11/12	135		17380	J.P. MORGAN CHASE & CO	38.530	5,206.55	
11/12	72		21706	COCA COLA CO	44.660	3,217.52	
11/12	42		26032	MCDONALDS CORP	55.370	2,326.54	
11/12	78		30358	MERCK & CO	28.550	2,229.90	
11/12	285		34684	MICROSOFT CORP	21.810	6,226.85	
11/12	144		39010	ORACLE CORPORATION	17.300	2,496.20	
11/12	57		51988	PEPSICO INC	56.410	3,217.37	
11/12	33		52490	APPLE INC	100.780	3,326.74	
11/12	243		56314	PFIZER INC	16.940	4,125.42	
11/12	57		56816	ABBOTT LABORATORIES	54.610	3,114.77	
11/12	108		60640	PROCTER & GAMBLE CO	64.080	6,924.64	
11/12	39		61142	AMGEN INC	59.160	2,308.24	
11/12	75		64966	PHILLIP MORRIS INTERNATIONAL	43.600	3,273.00	
11/12	180		65468	BANK OF AMERICA	21.590	3,893.20	
11/12	60		69292	QUALCOMM INC	33.770	2,028.20	
11/12	195		69794	CITI GROUP INC	12.510	2,446.45	
11/12	45		73618	SCHLUMBERGER LTD	49.480	2,227.60	
				CONTINUED ON PAGE 2			



BERNARD L. MADOFF
INVESTMENT SECURITIES LLC
New York London

885 Third Avenue
New York, NY 10022
(212) 230-2424
800 334-1343
Fax (212) 838-4061

Madoff Securities International Limited
12 Berkeley Street
Mayfair, London W1J 8DT
Tel 020 7493 6222

STERLING EQUITIES

PERIOD ENDING
11/30/08

PAGE
2

M

YOUR ACCOUNT NUMBER
1-KW300-3-0

YOUR TAX PAYER IDENTIFICATION NUMBER
*******9022**

DATE	BOUGHT RECEIVED OR LONG	SOLD DELIVERED OR SHORT	TRN	DESCRIPTION	PRICE OR SYMBOL	AMOUNT DEBITED TO YOUR ACCOUNT	AMOUNT CREDITED TO YOUR ACCOUNT
11/12	108		74120	COMCAST CORP CL A	16.510	1,787.08	
11/12	213		77944	AT&T INC	27	5,759.00	
11/12	54		78446	CONOCOPHILIPS	52.510	2,837.54	
11/12	36		82270	UNITED PARCEL SVC INC CLASS B	52.040	1,874.44	
11/12	219		82772	CISCO SYSTEMS INC	16.730	3,671.87	
11/12	63		86596	U S BANCORP	29.530	1,862.39	
11/12	75		87098	CHEVRON CORP	73.430	5,510.25	
11/12	36		90922	UNITED TECHNOLOGIES CORP	53.160	1,914.76	
11/12	381		91424	GENERAL ELECTRIC CO	19.630	7,494.03	
11/12	102		95248	VERIZON COMMUNICATIONS	30.410	3,105.82	
11/12	9		95750	GOOGLE	337.400	3,036.60	
11/12	126		99574	WELLS FARGO & CO NEW	29.800	3,759.80	
11/12		100,000	22186	U S TREASURY BILL DUE 2/12/2009	99.936		99,936.00
11/12				FIDELITY SPARTAN U S TREASURY MONEY MARKET DIV 11/12/08	DIV		77.46
11/12		63,065	17285	FIDELITY SPARTAN U S TREASURY MONEY MARKET	1		63,065.00
11/12	26,620		26654	FIDELITY SPARTAN U S TREASURY MONEY MARKET	1	26,620.00	
11/19				FIDELITY SPARTAN U S TREASURY MONEY MARKET DIV 11/19/08	DIV		3.27

CONTINUED ON PAGE 3



BERNARD L. MADOFF
INVESTMENT SECURITIES LLC
 New York London

885 Third Avenue
 New York, NY 10022
 (212) 230-2424
 800 334-1343
 Fax (212) 838-4061

Affiliated with
 Madoff Securities International Limited
 12 Berkeley Street
 Mayfair, London W1J 8DT
 Tel 020 7493 6222

STERLING EQUITIES

PERIOD ENDING
11/30/08

PAGE
3

M

YOUR ACCOUNT NUMBER
1-KW300-3-0

YOUR TAX PAYER IDENTIFICATION NUMBER
*******9022**

DATE	BOUGHT RECEIVED OR LONG	SOLD DELIVERED OR SHORT	TRN	DESCRIPTION	PRICE OR SYMBOL	AMOUNT DEBITED TO YOUR ACCOUNT	AMOUNT CREDITED TO YOUR ACCOUNT
11/19		26,620	52056	FIDELITY SPARTAN U S TREASURY MONEY MARKET	1		26,620.00
11/19	25,000		56637	U S TREASURY BILL DUE 03/26/2009	99.926	24,981.50	
11/19	10,630		61095	FIDELITY SPARTAN U S TREASURY MONEY MARKET	1	10,630.00	
				NEW BALANCE		52,724.26	
				SECURITY POSITIONS	MKT PRICE		
	213			AT&T INC	28.560		
	57			ABBOTT LABORATORIES	52.390		
	39			AMGEN INC	55.540		
	33			APPLE INC	92.670		
	180			BANK OF AMERICA	16.250		
	75			CHEVRON CORP	79.010		
	219			CISCO SYSTEMS INC	16.540		
	195			CITI GROUP INC	8.290		
	72			COCA COLA CO	46.870		
	108			COMCAST CORP	17.340		
				CL A			
	54			CONGOCOPHILIPS	52.520		
	189			EXXON MOBIL CORP	80.150		
	381			GENERAL ELECTRIC CO	17.170		
				CONTINUED ON PAGE 4			



BERNARD L. MADOFF
INVESTMENT SECURITIES LLC
New York London

885 Third Avenue
New York, NY 10022
(212) 230-2424
800 334-1343
Fax (212) 838-4061

Affiliated with
Madoff Securities International Limited
12 Berkeley Street
Mayfair, London W1J 8DT
Tel 020 7493 6222

STERLING EQUITIES

PERIOD ENDING
11/30/08

PAGE
4

M

YOUR ACCOUNT NUMBER
1-KW300-3-0

YOUR TAX PAYER IDENTIFICATION NUMBER
*******9022**

DATE	BOUGHT RECEIVED OR LONG	SOLD DELIVERED OR SHORT	TRN	DESCRIPTION	PRICE OR SYMBOL	AMOUNT DEBITED TO YOUR ACCOUNT	AMOUNT CREDITED TO YOUR ACCOUNT
	9			GOOGLE	292.960		
	90			HEWLETT PACKARD CO	35.280		
	207			INTEL CORP	13.800		
	51			INTERNATIONAL BUSINESS MACHS	81.600		
	135			J.P. MORGAN CHASE & CO	31.660		
	99			JOHNSON & JOHNSON	58.580		
	42			MCDONALDS CORP	58.750		
	78			MERCK & CO	26.720		
	285			MICROSOFT CORP	20.220		
	144			ORACLE CORPORATION	16.090		
	57			PEPSICO INC	56.700		
	243			PFIZER INC	16.430		
	75			PHILLIP MORRIS INTERNATIONAL	42.160		
	108			PROCTER & GAMBLE CO	64.350		
	60			QUALCOMM INC	33.570		
	45			SCHLUMBERGER LTD	50.740		
	10,630			FIDELITY SPARTAN	1		
	63			U S TREASURY MONEY MARKET			
	36			U S BANCORP	26.980		
				UNITED PARCEL SVC INC	57.600		
				CLASS B			
	25,000			U S TREASURY BILL	99.971		
				DUE 03/26/2009			
				3/26/2009			
	36			UNITED TECHNOLOGIES CORP	48.530		
				CONTINUED ON PAGE 5			



BERNARD L. MADOFF
INVESTMENT SECURITIES LLC
New York London

885 Third Avenue
New York, NY 10022
(212) 230-2424
800 334-1343
Fax (212) 838-4061

Affiliated with
Madoff Securities International Limited
12 Berkeley Street
Mayfair, London W1J 8DT
Tel 020 7493 6222

STERLING EQUITIES

PERIOD ENDING
11/30/08

PAGE
5

M

YOUR ACCOUNT NUMBER
1-KW300-3-0

YOUR TAX PAYER IDENTIFICATION NUMBER
*******9022**

DATE	BOUGHT RECEIVED OR LONG	SOLD DELIVERED OR SHORT	TRN	DESCRIPTION	PRICE OR SYMBOL	AMOUNT DEBITED TO YOUR ACCOUNT	AMOUNT CREDITED TO YOUR ACCOUNT
	102			VERIZON COMMUNICATIONS	32.650		
	78			WAL-MART STORES INC	55.880		
	126			WELLS FARGO & CO NEW	28.890		
				MARKET VALUE OF SECURITIES			
				LONG			
				SHORT			
				167,797.62			

165,257.62



BERNARD L. MADOFF
INVESTMENT SECURITIES LLC
 New York ☐ London

885 Third Avenue
 New York, NY 10022
 (212) 230-2424
 800 334-1343
 Fax (212) 838-4061

Affiliated with
 Madoff Securities International Limited
 12 Berkeley Street
 Mayfair, London W1J 8DT
 Tel 020 7493 6222

STERLING EQUITIES

PERIOD ENDING
11/30/08

PAGE
6

M

YOUR ACCOUNT NUMBER
1-KW300-3-0

YOUR TAX PAYER IDENTIFICATION NUMBER
*******9022**

DATE	BOUGHT RECEIVED OR LONG	SOLD DELIVERED OR SHORT	TRN	DESCRIPTION	PRICE OR SYMBOL	AMOUNT DEBITED TO YOUR ACCOUNT	AMOUNT CREDITED TO YOUR ACCOUNT
				YEAR-TO-DATE SUMMARY			
				DIVIDENDS			11,400.81
				GROSS PROCEEDS FROM SALES			10,507,109.24

PLEASE RETAIN THIS STATEMENT FOR INCOME TAX PURPOSES



BERNARD L. MADOFF
INVESTMENT SECURITIES LLC
New York London

885 Third Avenue
New York, NY 10022
(212) 230-2424
800 334-1343
Fax (212) 838-4061

Affiliated with
Madoff Securities International Limited
12 Berkeley Street
Mayfair, London W1J 8DT
Tel 020 7493 6222

STERLING EQUITIES

PERIOD ENDING
11/30/08

PAGE
1

M

YOUR ACCOUNT NUMBER
1-KW300-4-0

YOUR TAX PAYER IDENTIFICATION NUMBER
*****9022

DATE	BOUGHT RECEIVED OR LONG	SOLD DELIVERED OR SHORT	TRN	DESCRIPTION	PRICE OR SYMBOL	AMOUNT DEBITED TO YOUR ACCOUNT	AMOUNT CREDITED TO YOUR ACCOUNT
				BALANCE FORWARD			44,343.00
11/12		3	43336	S & P 100 INDEX NOVEMBER 460 CALL	15.800		4,737.00
11/12	3		47662	S & P 100 INDEX NOVEMBER 450 PUT	17.800	5,343.00	
11/19		3	33766	S & P 100 INDEX DECEMBER 430 CALL	26		7,797.00
11/19	3		38091	S & P 100 INDEX DECEMBER 420 PUT	30	9,003.00	
11/19	3		42416	S & P 100 INDEX NOVEMBER 460 CALL	3	903.00	
11/19		3	46741	S & P 100 INDEX NOVEMBER 450 PUT	37		11,097.00
				NEW BALANCE			52,725.00
		3		SECURITY POSITIONS S & P 100 INDEX DECEMBER 430 CALL	MKT PRICE 23.300		
	3			S & P 100 INDEX DECEMBER 420 PUT	16.500		
				MARKET VALUE OF SECURITIES			
				LONG			
				SHORT			
				4,950.00			6,990.00-

2,040