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CLIENT'S COPY

JONES MCLEVICH GLAZER
CERTIFIED PUBLIC ACCOUNTANTS
641 FULTON AVE, SUITE 202
SACRAMENTO, CALIFORNIA 95825

MARCH 15, 2011

USCL CORPORATION
2433 GARFIELD AVENUE
CARMICHAEL, CA 95608-5121

USCL CORPORATION:

ENCLOSED ARE THE ORIGINAL AND ONE COPY OF YOUR 2008 CORPORATE
TAX RETURNS, AS FOLLOWS...

2008 U.S. CORPORATION INCOME TAX RETURN

2008 CALIFORNIA CORPORATION INCOME TAX RETURN

EACH ORIGINAL RETURN SHOULD BE DATED, SIGNED AND FILED IN
ACCORDANCE WITH THE FILING INSTRUCTIONS. COPIES OF EACH
RETURN SHOULD BE RETAINED FOR YOUR FILES.

SINCERELY,

LAWRENCE J. MCLEVICH

Filing Instructions

Prepared for:

USCL CORPORATION
2433 GARFIELD AVENUE
CARMICHAEL, CA 95608-5121

Prepared by:

JONES MCLEVICH GLAZER
641 FULTON AVE, SUITE 202
SACRAMENTO, CALIFORNIA 95825

2008 CORPORATION INCOME TAX RETURN

NO PAYMENT IS REQUIRED.

THE APPROPRIATE CORPORATE OFFICER(S) SHOULD SIGN AND DATE THE RETURN.

MAIL AS SOON AS POSSIBLE TO: DEPARTMENT OF THE TREASURY
INTERNAL REVENUE SERVICE CENTER
OGDEN, UT 84201-0012

2008 CALIFORNIA FORM 100

YOU HAVE A BALANCE DUE OF.....\$ 1,107.00

THE APPROPRIATE CORPORATE OFFICER(S) SHOULD SIGN AND DATE THE RETURN.

MAIL BY APRIL 1, 2011 TO: FRANCHISE TAX BOARD
P.O. BOX 942857
SACRAMENTO, CA 94257-0501

MAKE CHECK PAYABLE TO FRANCHISE TAX BOARD.

CORPORATION
Two-Year Comparison

2008

Name USCL CORPORATION	Employer Identification Number 88-0338090
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Description	Prior Year	Current Year	Increase (Decrease)
INCOME :			
NET GAIN (LOSS) FROM FORM 4797	0.	-41.	-41.
TOTAL INCOME	0.	-41.	-41.
DEDUCTIONS :			
SALARIES AND WAGES LESS EMPLOYMENT CREDITS	59,375.	0.	-59,375.
REPAIRS AND MAINTENANCE	968.	1,157.	189.
RENTS	21,000.	20,400.	-600.
TAXES AND LICENSES	610.	1,326.	716.
DEPRECIATION	6,709.	4,527.	-2,182.
ADVERTISING	34,765.	8,792.	-25,973.
EMPLOYEE BENEFIT PROGRAMS	15,750.	8,304.	-7,446.
OTHER DEDUCTIONS	232,158.	118,707.	-113,451.
TOTAL DEDUCTIONS	371,335.	163,213.	-208,122.
TAXABLE INCOME :			
TAXABLE INCOME BEFORE NOL DEDUCTION AND SPECIAL DEDUCTIONS	-371,335.	-163,254.	208,081.
TAXABLE INCOME	-371,335.	-163,254.	208,081.
TAX COMPUTATION :			
TAX BEFORE CREDITS	0.	0.	0.
TAX AFTER CREDITS	0.	0.	0.
TOTAL TAX	0.	0.	0.
PAYMENTS AND CREDITS :			
BALANCE DUE OR REFUND :			
SCHEDULE M-1 :			
NET INCOME (LOSS) PER BOOKS	-499,428.	-287,203.	212,225.
BOOK EXPENSES NOT ON RETURN	128,093.	123,949.	-4,144.
INCOME PER RETURN	-371,335.	-163,254.	208,081.
SCHEDULE M-2 :			
BALANCE AT BEGINNING OF YEAR - UNAPPROPRIATED RETAINED EARNINGS	-3,030,667.	-3,530,095.	-499,428.

CORPORATION
Two-Year Comparison

2008

Name USCL CORPORATION	Employer Identification Number 88-0338090
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Description	Prior Year	Current Year	Increase (Decrease)
NET INCOME (LOSS) PER BOOKS	-499,428.	-287,203.	212,225.
BALANCE AT END OF YEAR - UNAPPROPRIATED RETAINED EARNINGS	-3,530,095.	-3,817,298.	-287,203.

2008

U.S. Corporation Income Tax Return

For calendar year 2008 or tax year

beginning JULY 1, 2008, ending JUNE 30, 2009

Form 1120 Department of the Treasury Internal Revenue Service

- A Check if: 1a Consolidated return (attach Form 851) 1b Life/nonlife consolidated return 2 Personal holding co. (attach Sch. PH) 3 Personal service corp. (see instructions) 4 Schedule M-3 attached

Name: USCL CORPORATION
Number, street, and room or suite no. If a P.O. box, see instructions: 2433 GARFIELD AVENUE
City or town, state, and ZIP code: CARMICHAEL, CA 95608-5121

B Employer identification number: 88-0338090
C Date incorporated: 05/10/1995
D Total assets (see instructions): \$ 143,534.

E Check if: (1) Initial return (2) Final return (3) Name change (4) Address change

Table with 11 rows for Income. Line 11 Total income: -41.

Table with 17 rows for Deductions. Line 27 Total deductions: 163,213. Line 28 Taxable income before net operating loss deduction: -163,254.

Table with 7 rows for Tax, Refundable Credits, and Payments. Line 30 Taxable income: -163,254. Line 31 Total tax: 0.

Sign Here: Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge. Signature of officer: [Signature] Date: [Date] Title: CEO

Paid Preparer's Use Only: Preparer's signature: [Signature] Date: 03/15/11 Check if self-employed: [X] Preparer's SSN or PTIN: P00574164 Firm's name: JONES MCLEVICH GLAZER 641 FULTON AVE, SUITE 202 SACRAMENTO, CALIFORNIA 95825 EIN: 68 0314893 Phone no.: (916) 481-0845

Schedule A Cost of Goods Sold (see instructions)

Table with 8 rows for Cost of Goods Sold. Rows include: 1 Inventory at beginning of year, 2 Purchases, 3 Cost of labor, 4 Additional section 263A costs, 5 Other costs, 6 Total, 7 Inventory at end of year, 8 Cost of goods sold.

- 9a Check all methods used for valuing closing inventory: (i) Cost, (ii) Lower of cost or market, (iii) Other. b Check if there was a writedown of subnormal goods. c Check if the LIFO inventory method was adopted. d If the LIFO inventory method was used, enter percentage. e If property is produced or acquired for resale, do the rules of section 263A apply. f Was there any change in determining quantities, cost, or valuations.

Schedule C Dividends and Special Deductions (see instructions)

Table with 19 rows for Dividends and Special Deductions. Columns: (a) Dividends received, (b) %, (c) Special deductions (a) x (b). Rows include: 1 Dividends from less-than-20%-owned domestic corporations, 2 Dividends from 20%-or-more-owned domestic corporations, 3 Dividends on debt-financed stock, 4 Dividends on certain preferred stock of less-than-20%-owned public utilities, 5 Dividends on certain preferred stock of 20%-or-more-owned public utilities, 6 Dividends from less-than-20%-owned foreign corporations, 7 Dividends from 20%-or-more-owned foreign corporations, 8 Dividends from wholly owned foreign subsidiaries, 9 Total, 10 Dividends from domestic corporations received by a small business investment company, 11 Dividends from affiliated group members, 12 Dividends from certain FSCs, 13 Dividends from foreign corporations not included on lines 3, 6, 7, 8, 11, or 12, 14 Income from controlled foreign corporations, 15 Foreign dividend gross-up, 16 IC-DISC and former DISC dividends, 17 Other dividends, 18 Deduction for dividends paid on certain preferred stock, 19 Total dividends, 20 Total special deductions.

Schedule E Compensation of Officers (see instructions for page 1, line 12)

Note: Complete Schedule E only if total receipts (line 1a plus lines 4 through 10 on page 1) are \$500,000 or more.

Table with 5 columns: (a) Name of officer, (b) Social security number, (c) Percent of time devoted to business, (d) Common, (e) Preferred, (f) Amount of compensation. Rows include: 1 Compensation of officers, 2 Total compensation of officers, 3 Compensation of officers claimed on Schedule A and elsewhere, 4 Subtract line 3 from line 2.

Schedule J Tax Computation (see instructions)			
1	Check if the corporation is a member of a controlled group (attach Schedule O (Form 1120))	<input type="checkbox"/>	
2	Income tax. Check if a qualified personal service corporation (see instructions)	<input type="checkbox"/>	0.
3	Alternative minimum tax (attach Form 4626)		
4	Add lines 2 and 3		0.
5a	Foreign tax credit (attach Form 1118)	5a	
5b	Credit from Form 8834	5b	
5c	General business credit (attach Form 3800)	5c	
5d	Credit for prior year minimum tax (attach Form 8827)	5d	
5e	Bond credits from Form 8912	5e	
6	Total credits. Add lines 5a through 5e	6	
7	Subtract line 6 from line 4	7	0.
8	Personal holding company tax (attach Schedule PH (Form 1120))	8	
9	Other taxes. Check if from: <input type="checkbox"/> Form 4255 <input type="checkbox"/> Form 8611 <input type="checkbox"/> Form 8697 <input type="checkbox"/> Form 8866 <input type="checkbox"/> Form 8902 <input type="checkbox"/> Other (attach schedule)	9	
10	Total tax. Add lines 7 through 9. Enter here and on page 1, line 31	10	0.

Schedule K Other Information (see instructions)		Yes	No
1	Check accounting method: a <input type="checkbox"/> Cash b <input checked="" type="checkbox"/> Accrual c <input type="checkbox"/> Other (specify) _____		
2	See the instructions and enter the: a Business activity code no. 541330 b Business activity ENGINEERING SERVICES c Product or service CONSULTING		
3	Is the corporation a subsidiary in an affiliated group or a parent-subsi- diary controlled group? If "Yes," enter name and EIN of the parent corporation _____		X
4	At the end of the tax year: a Did any foreign or domestic corporation, partnership (including any entity treated as a partnership), or trust own directly 20% or more, or own, directly or indirectly, 50% or more of the total voting power of all classes of the corporation's stock entitled to vote? For rules of constructive ownership, see instructions. If "Yes," complete (i) through (v).		X

(i) Name of Entity	(ii) Employer Identification Number (if any)	(iii) Type of Entity	(iv) Country of Organization	(v) Percentage Owned in Voting Stock

b Did any individual or estate own directly 20% or more, or own, directly or indirectly, 50% or more of the total voting power of all classes of the corporation's stock entitled to vote? For rules of constructive ownership, see instructions. If "Yes," complete (i) through (iv).		X
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(i) Name of Individual or Estate	(ii) Identifying Number (if any)	(iii) Country of Citizenship (see instructions)	(iv) Percentage Owned in Voting Stock

JWA

Schedule K Continued

5 At the end of the tax year, did the corporation:
a Own directly 20% or more, or own, directly or indirectly, 50% or more of the total voting power of all classes of stock entitled to vote of any foreign or domestic corporation not included on Form 851, Affiliations Schedule? For rules of constructive ownership, see instructions
If "Yes," complete (i) through (iv).

Table with 4 columns: (i) Name of Corporation, (ii) Employer Identification Number (if any), (iii) Country of Incorporation, (iv) Percentage Owned in Voting Stock. Includes 'Yes' and 'No' checkboxes.

b Own directly an interest of 20% or more, or own, directly or indirectly, an interest of 50% or more in any foreign or domestic partnership (including an entity treated as a partnership) or in the beneficial interest of a trust? For rules of constructive ownership, see instructions
If "Yes," complete (i) through (iv).

Table with 4 columns: (i) Name of Entity, (ii) Employer Identification Number (if any), (iii) Country of Organization, (iv) Maximum Percentage Owned in Profit, Loss, or Capital. Includes 'Yes' and 'No' checkboxes.

6 During this tax year, did the corporation pay dividends (other than stock dividends and distributions in exchange for stock) in excess of the corporation's current and accumulated earnings and profits? (See sections 301 and 316.)
If "Yes," file Form 5452, Corporate Report of Nondividend Distributions.

If this is a consolidated return, answer here for the parent corporation and on Form 851 for each subsidiary.

7 At any time during the tax year, did one foreign person own, directly or indirectly, at least 25% of (a) the total voting power of all classes of the corporation's stock entitled to vote or (b) the total value of all classes of the corporation's stock?
For rules of attribution, see section 318. If "Yes," enter:

(i) Percentage owned and (ii) Owner's country
(c) The corporation may have to file Form 5472, Information Return of a 25% Foreign-Owned U.S. Corporation or a Foreign Corporation Engaged in a U.S. Trade or Business. Enter the number of Forms 5472 attached

8 Check this box if the corporation issued publicly offered debt instruments with original issue discount
If checked, the corporation may have to file Form 8281, Information Return for Publicly Offered Original Issue Discount Instruments.

9 Enter the amount of tax-exempt interest received or accrued during the tax year \$

10 Enter the number of shareholders at the end of the tax year (if 100 or fewer)

11 If the corporation has an NOL for the tax year and is electing to forego the carryback period, check here
If the corporation is filing a consolidated return, the statement required by Regulations section 1.1502-21(b)(3) must be attached or the election will not be valid.

12 Enter the available NOL carryover from prior tax years (do not reduce it by any deduction on line 29a.) \$ 2,802,414.

13 Are the corporation's total receipts (line 1a plus lines 4 through 10 on page 1) for the tax year and its total assets at the end of the tax year less than \$250,000?
If "Yes," the corporation is not required to complete Schedules L, M-1, and M-2 on page 5. Instead, enter the total amount of cash distributions and the book value of property distributions (other than cash) made during the tax year. \$ 0.

Schedule L	Balance Sheets per Books	Beginning of tax year		End of tax year	
		(a)	(b)	(c)	(d)
Assets					
1	Cash		3,203.		
2a	Trade notes and accounts receivable				
b	Less allowance for bad debts	()		()	
3	Inventories				
4	U.S. government obligations				
5	Tax-exempt securities				
6	Other current assets (att. sch.) STMT 5		11,311.		11,311.
7	Loans to shareholders		98,912.		116,759.
8	Mortgage and real estate loans				
9	Other investments (att. sch.)				
10a	Buildings and other depreciable assets	47,772.		45,772.	
b	Less accumulated depreciation	(28,161.)	19,611.	(30,729.)	15,043.
11a	Depletable assets				
b	Less accumulated depletion	()		()	
12	Land (net of any amortization)				
13a	Intangible assets (amortizable only)	550.		550.	
b	Less accumulated amortization	(92.)	458.	(129.)	421.
14	Other assets (att. sch.)				
15	Total assets		133,495.		143,534.
Liabilities and Shareholders' Equity					
16	Accounts payable		129,076.		150,520.
17	Mortgages, notes, bonds payable in less than 1 year				
18	Other current liabilities (att. sch.) STMT 6		29,542.		29,670.
19	Loans from shareholders		84,716.		101,724.
20	Mortgages, notes, bonds payable in 1 year or more		35,028.		42,575.
21	Other liabilities (att. sch.) STMT 7		1,126,535.		1,361,150.
22	Capital stock: a Preferred stock				
b	Common stock	2,258,693.	2,258,693.	2,275,193.	2,275,193.
23	Additional paid-in capital				
24	Retained earnings - Appropriated (attach schedule)				
25	Retained earnings - Unappropriated		-3,530,095.		-3,817,298.
26	Adjustments to shareholders' equity (attach schedule)				
27	Less cost of treasury stock		()		()
28	Total liabilities and shareholders' equity		133,495.		143,534.

Schedule M-1 Reconciliation of Income (Loss) per Books With Income per Return

Note: Schedule M-3 required instead of Schedule M-1 if total assets are \$10 million or more - see instructions

1	Net income (loss) per books	-287,203.	7	Income recorded on books this year not included on this return (itemize):	
2	Federal income tax per books			Tax-exempt interest \$ _____	
3	Excess of capital losses over capital gains			_____	
4	Income subject to tax not recorded on books this year (itemize): _____		8	Deductions on this return not charged against book income this year (itemize):	
5	Expenses recorded on books this year not deducted on this return (itemize):		a	Depreciation \$ _____	
a	Depreciation \$ _____		b	Charitable contributions \$ _____	
b	Charitable contributions \$ _____			_____	
c	Travel and entertainment \$ 199.		9	Add lines 7 and 8	
STMT 8	123,750.	123,949.	10	Income (page 1, line 28) - line 6 less line 9	-163,254.
6	Add lines 1 through 5	-163,254.			

Schedule M-2 Analysis of Unappropriated Retained Earnings per Books (Line 25, Schedule L)

1	Balance at beginning of year	-3,530,095.	5	Distributions: a Cash	
2	Net income (loss) per books	-287,203.		b Stock	
3	Other increases (itemize): _____			c Property	
	_____		6	Other decreases (itemize): _____	
	_____			_____	
4	Add lines 1, 2, and 3	-3,817,298.	7	Add lines 5 and 6	
			8	Balance at end of year (line 4 less line 7)	-3,817,298.

ALTERNATIVE MINIMUM TAX DEPRECIATION REPORT

Asset No.	Description	Date Acquired	AMT Method	AMT Life	AMT Cost Or Basis	AMT Accumulated	ACE Cost Or Basis	Regular Depreciation	AMT Depreciation	ACE Depreciation
35	OFFICE FURNITURE	010107	SL	7.00	3,922.	840.	3,922.	560.	560.	560.
36	COMPUTER EQUIPMENT	010107	SL	7.00	2,601.	558.	2,601.	372.	372.	372.
37	MARKETING EQUIPMENT	010107	SL	7.00	12,671.	2,715.	12,671.	1,810.	1,810.	1,810.
20	PRODUCTION/R & D	010102	150DB	7.00	749.	703.	749.	24.	46.	46.
21	VEHICLE	010104	150DB	5.00	2,000.	1,833.	2,000.	115.	167.	167.
25	PRODUCTION/R & D	010105	150DB	7.00	700.	400.	700.	63.	86.	86.
27	OFFICE FURNITURE	010104	SL	5.00	2,904.	2,614.	2,904.	32.	290.	290.
28	COMPUTER EQUIPMENT	010104	SL	5.00	12,780.	11,502.	12,780.	0.	1,278.	1,278.
29	COMPUTER EQUIPMENT	010105	SL	5.00	2,878.	2,016.	2,878.	576.	576.	576.
30	PRODUCTION	010104	SL	7.00	337.	216.	337.	48.	48.	48.
32	OFFICE EQUIPMENT	010106	SL	7.00	4,722.	1,688.	4,722.	675.	675.	675.
33	COMPUTER EQUIPMENT	010106	SL	3.00	1,507.	1,255.	1,507.	252.	251.	251.
	TOTALS				47,771.	26,340.	47,771.	4,527.	6,159.	6,159.
	MACRS AMT ADJUSTMENT								-1,632.	

General Business Credit

▶ See instructions.
 ▶ Attach to your tax return.

USCL CORPORATION

Identifying number

88-0338090

Part I Current Year Credit

Important: You may not be required to complete and file a separate credit form (shown in parentheses below) to claim the credit. For details, see the instructions.

1a Investment credit (Form 3468, Part II only) (attach Form 3468)	1a	
b Welfare-to-work credit (Form 8861)	1b	
c Credit for increasing research activities (Form 6765)	1c	
d Low-income housing credit (Form 8586, Part I only) (enter EIN if claiming this credit from a pass-through entity: _____)	1d	
e Disabled access credit (Form 8826) (do not enter more than \$5,000)	1e	
f Renewable electricity production credit (Form 8835, Part I only)	1f	
g Indian employment credit (Form 8845)	1g	
h Orphan drug credit (Form 8820)	1h	
i New markets credit (Form 8874) (enter EIN if claiming this credit from a pass-through entity: _____)	1i	
j Credit for small employer pension plan startup costs (Form 8881) (do not enter more than \$500)	1j	
k Credit for employer-provided child care facilities and services (Form 8882) (enter EIN if claiming this credit from a pass-through entity: _____)	1k	
l Biodiesel and renewable diesel fuels credit (attach Form 8864)	1l	
m Low sulfur diesel fuel production credit (Form 8896)	1m	
n Distilled spirits credit (Form 8906)	1n	
o Nonconventional source fuel credit (Form 8907)	1o	
p Energy efficient home credit (Form 8908)	1p	
q Energy efficient appliance credit (Form 8909)	1q	
r Alternative motor vehicle credit (Form 8910) (enter EIN if claiming this credit from a pass-through entity: _____)	1r	
s Alternative fuel vehicle refueling property credit (Form 8911)	1s	
t Credits for affected Midwestern disaster area employers (Form 5884-A)	1t	
u Mine rescue team training credit (Form 8923)	1u	
v Agricultural chemicals security credit (Form 8931)	1v	
w Credit for employer differential wage payments (Form 8932)	1w	
x Carbon dioxide sequestration credit (Form 8933)	1x	
y Credit for contributions to selected community development corporations (Form 8847)	1y	
z General credits from an electing large partnership (Schedule K-1 (Form 1065-B))	1z	
2 Add lines 1a through 1z	2	
3 Passive activity credits included on line 2 (see instructions)	3	
4 Subtract line 3 from line 2	4	
5 Passive activity credits allowed for 2008 (see instructions)	5	
STATEMENT 9		
6 Carryforward of general business credit to 2008. See instructions for the schedule to attach	6	13,588.
7 Carryback of general business credit from 2009 (see instructions)	7	
8 Current year credit. Add lines 4 through 7	8	13,588.

LHA For Paperwork Reduction Act Notice, see instructions.

Form **3800** (2008)

Part II Allowable Credit

9 Regular tax before credits:					
<ul style="list-style-type: none"> • Individuals. Enter the amount from Form 1040, line 44 or Form 1040NR, line 41 • Corporations. Enter the amount from Form 1120, Schedule J, line 2; or the applicable line of your return • Estates and trusts. Enter the sum of the amounts from Form 1041, Schedule G, lines 1a and 1b, or the amount from the applicable line of your return 			9	0.	
10 Alternative minimum tax:					
<ul style="list-style-type: none"> • Individuals. Enter the amount from Form 6251, line 36 • Corporations. Enter the amount from Form 4626, line 14 • Estates and trusts. Enter the amount from Schedule I (Form 1041), line 56 			10	0.	
11 Add lines 9 and 10				11	0.
12a Foreign tax credit		12a			
b Personal credits from Form 1040, lines 48 through 54 (or Form 1040NR, lines 45 through 49)		12b			
c Credit from Form 8834		12c			
d Non-business alternative motor vehicle credit (Form 8910, line 18)		12d			
e Non-business alternative fuel vehicle refueling property credit (Form 8911, line 19)		12e			
f Add lines 12a through 12e				12f	
13 Net income tax. Subtract line 12f from line 11. If zero, skip lines 14 through 17 and enter -0- on line 18a				13	0.
14 Net regular tax. Subtract line 12f from line 9. If zero or less, enter -0-		14	0.		
15 Enter 25% (.25) of the excess, if any, of line 14 over \$25,000 (see instructions)		15			
16 Tentative minimum tax:					
<ul style="list-style-type: none"> • Individuals. Enter the amount from Form 6251, line 34 • Corporations. Enter the amount from Form 4626, line 12 • Estates and trusts. Enter the amount from Schedule I (Form 1041), line 54 		16	0.		
17 Enter the greater of line 15 or line 16				17	0.
18a Subtract line 17 from line 13. If zero or less, enter -0-				18a	0.
b For a corporation electing to accelerate the research credit, enter the bonus depreciation amount attributable to the research credit. (see instructions)				18b	
c Add lines 18a and 18b				18c	
19a Enter the smaller of line 8 or line 18c				19a	
Individuals, estates, and trusts: See the instructions for line 19a if claiming the research credit. C corporations: See the line 19a instructions if there has been an ownership change, acquisition, or reorganization.					
b Enter the smaller of line 8 or line 18a. If you made an entry on line 18b, go to line 19c; otherwise, skip line 19c				19b	
c Subtract line 19b from line 19a. This is the refundable amount for a corporation electing to accelerate the research credit. Include this amount on line 32g of Form 1120 (or the applicable line of your return)				19c	

Part II Allowable Credit (Continued)

Note. If you are not filing Form 8844, skip lines 20 through 24 and enter -0- on line 25.

20	Multiply line 16 by 75%	20	
21	Enter the greater of line 15 or line 20	21	
22	Subtract line 21 from line 13. If zero or less, enter -0-	22	
23	Subtract line 19b from line 22. If zero or less, enter -0-	23	
24	Enter the amount from Form 8844, line 10 or line 12	24	
25	Empowerment zone and renewal community employment credit allowed. Enter the smaller of line 23 or line 24	25	0.
26	Subtract line 15 from line 13. If zero or less, enter -0-	26	0.
27	Add lines 19b and 25	27	
28	Subtract line 27 from line 26. If zero or less, enter -0-	28	0.
29a	Enter the investment credit from Form 3468, Part III, line 18 (attach Form 3468)	29a	
b	Enter the work opportunity credit from Form 5884, line 10 or line 12	29b	
c	Enter the alcohol and cellulosic biofuel fuels credit from Form 6478, line 15 or line 17	29c	
d	Enter the low-income housing credit from Form 8586, Part II, line 18 or line 20	29d	
e	Enter the renewable electricity, refined coal, and Indian coal production credit from Form 8835, Part II, line 36 or line 38	29e	
f	Enter the credit for employer social security and Medicare taxes paid on certain employee tips from Form 8846, line 12	29f	
g	Enter the qualified railroad track maintenance credit from Form 8900, line 12	29g	
30	Add lines 29a through 29g	30	
31	Enter the smaller of line 28 or line 30	31	0.
32	Credit allowed for the current year. Add lines 27 and 31. Report the amount from line 32 (if smaller than the sum of lines 8, 24, and 30, see instructions) as indicated below or on the applicable line of your return: <ul style="list-style-type: none"> • Individuals. Form 1040, line 54 or Form 1040NR, line 49 • Corporations. Form 1120, Schedule J, line 5c • Estates and trusts. Form 1041, Schedule G, line 2c 	32	0.

Depreciation and Amortization
 (Including Information on Listed Property) **OTHER**

2008
 Attachment
 Sequence No. **67**

▶ See separate instructions. ▶ Attach to your tax return.

Name(s) shown on return USCL CORPORATION	Business or activity to which this form relates OTHER DEPRECIATION	Identifying number 88-0338090
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Part I Election To Expense Certain Property Under Section 179 Note: If you have any listed property, complete Part V before you complete Part I.

1 Maximum amount. See the instructions for a higher limit for certain businesses	1	250,000.
2 Total cost of section 179 property placed in service (see instructions)	2	
3 Threshold cost of section 179 property before reduction in limitation	3	800,000.
4 Reduction in limitation. Subtract line 3 from line 2. If zero or less, enter -0-	4	
5 Dollar limitation for tax year. Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions	5	
6 (a) Description of property (b) Cost (business use only) (c) Elected cost		
7 Listed property. Enter the amount from line 29	7	
8 Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7	8	
9 Tentative deduction. Enter the smaller of line 5 or line 8	9	
10 Carryover of disallowed deduction from line 13 of your 2007 Form 4562	10	
11 Business income limitation. Enter the smaller of business income (not less than zero) or line 5	11	
12 Section 179 expense deduction. Add lines 9 and 10, but do not enter more than line 11	12	
13 Carryover of disallowed deduction to 2009. Add lines 9 and 10, less line 12	13	

Note: Do not use Part II or Part III below for listed property. Instead, use Part V.

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property.)

14 Special depreciation for qualified property (other than listed property) placed in service during the tax year	14	
15 Property subject to section 168(f)(1) election	15	
16 Other depreciation (including ACRS)	16	

Part III MACRS Depreciation (Do not include listed property.) (See instructions.)

Section A

17 MACRS deductions for assets placed in service in tax years beginning before 2008	17	4,527.
18 If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here	<input type="checkbox"/>	

Section B - Assets Placed in Service During 2008 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only - see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs.		S/L	
h Residential rental property	/		27.5 yrs.	MM	S/L	
	/		27.5 yrs.	MM	S/L	
i Nonresidential real property	/		39 yrs.	MM	S/L	
	/			MM	S/L	

Section C - Assets Placed in Service During 2008 Tax Year Using the Alternative Depreciation System

20a Class life					S/L	
b 12-year			12 yrs.		S/L	
c 40-year	/		40 yrs.	MM	S/L	

Part IV Summary (See instructions.)

21 Listed property. Enter amount from line 28	21	
22 Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations - see instr.	22	4,527.
23 For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

Part V

Listed Property (Include automobiles, certain other vehicles, cellular telephones, certain computers, and property used for entertainment, recreation, or amusement.)

Note: For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete only 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.

Section A - Depreciation and Other Information (Caution: See the instructions for limits for passenger automobiles.)

24a Do you have evidence to support the business/investment use claimed? Yes No 24b If "Yes," is the evidence written? Yes No

Table with columns (a) Type of property, (b) Date placed in service, (c) Business/investment use percentage, (d) Cost or other basis, (e) Basis for depreciation, (f) Recovery period, (g) Method/Convention, (h) Depreciation deduction, (i) Elected section 179 cost

25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use 25

26 Property used more than 50% in a qualified business use: Table with columns for percentage and other details

27 Property used 50% or less in a qualified business use: Table with columns for percentage and other details

28 Add amounts in column (h), lines 25 through 27. Enter here and on line 21, page 1 28

29 Add amounts in column (i), line 26. Enter here and on line 7, page 1 29

Section B - Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person. If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles.

Table for Section B with columns (a) through (f) Vehicle and rows 30-36 regarding miles driven and personal use availability

Section C - Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who are not more than 5% owners or related persons.

Table for Section C with rows 37-41 regarding policy statements and requirements for vehicle use

Note: If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles.

Part VI Amortization

Table for Part VI with columns (a) Description of costs, (b) Date amortization begins, (c) Amortizable amount, (d) Code section, (e) Amortization period or percentage, (f) Amortization for this year

42 Amortization of costs that begins during your 2008 tax year: Table with columns for percentage and other details

43 Amortization of costs that began before your 2008 tax year 43 37.

44 Total. Add amounts in column (f). See the instructions for where to report 44 37.

2008 DEPRECIATION AND AMORTIZATION REPORT
OTHER DEPRECIATION

OTHER														
Asset No.	Description	Date Acquired			Method	Life	Line No.	Unadjusted Cost Or Basis	Bus % Excl	Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
35	OFFICE FURNITURE	01	01	07	SL	7.00	17	3,922.			3,922.	840.		560.
36	COMPUTER EQUIPMENT	01	01	07	SL	7.00	17	2,601.			2,601.	558.		372.
37	MARKETING EQUIPMENT	01	01	07	SL	7.00	17	12,671.			12,671.	2,715.		1,810.
20	PRODUCTION/R & D	01	01	02	200DB	7.00	17	749.			749.	725.		24.
21	(D)VEHICLE	01	01	04	200DB	5.00	17	2,000.			2,000.	1,844.		115.
25	PRODUCTION/R & D	01	01	05	200DB	7.00	17	700.			700.	450.		63.
27	OFFICE FURNITURE	01	01	04	SL	5.00	17	2,904.			2,904.	2,872.		32.
28	COMPUTER EQUIPMENT	01	01	04	SL	5.00	17	12,780.			12,780.	12,780.		0.
29	COMPUTER EQUIPMENT	01	01	05	SL	5.00	17	2,878.			2,878.	2,208.		576.
30	PRODUCTION	01	01	04	SL	7.00	17	337.			337.	245.		48.
32	OFFICE EQUIPMENT	01	01	06	SL	7.00	17	4,722.			4,722.	1,688.		675.
33	COMPUTER EQUIPMENT	01	01	06	SL	3.00	17	1,507.			1,507.	1,255.		252.
	* OTHER TOTAL -							47,771.			47,771.	28,180.		4,527.
34	COPYRIGHTS/PATENTS	01	01	06		180M	43	550.			550.	92.		37.
	* OTHER TOTAL -							550.			550.	92.		37.
	* GRAND TOTAL OTHER DEPR & AMORT							48,321.			48,321.	28,272.		4,564.
	CURRENT YEAR ACTIVITY													
	BEGINNING BALANCE							48,321.		0.	48,321.	28,272.		

2008 DEPRECIATION AND AMORTIZATION REPORT
OTHER DEPRECIATION

												OTHER	
Asset No.	Description	Date Acquired		Method	Life	Line No.	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
	ACQUISITIONS						0.		0.	0.	0.		
	DISPOSITIONS						2,000.		0.	2,000.	1,844.		
	ENDING BALANCE						46,321.		0.	46,321.	26,428.		

Sales of Business Property
 (Also Involuntary Conversions and Recapture Amounts
 Under Sections 179 and 280F(b)(2))
 ▶ Attach to your tax return.

Name(s) shown on return USCL CORPORATION	Identifying number 88-0338090
--	---

1 Enter the gross proceeds from sales or exchanges reported to you for 2008 on Form(s) 1099-B or 1099-S (or substitute statement) that you are including on line 2, 10, or 20 (see instructions) 1

Part I Sales or Exchanges of Property Used in a Trade or Business and Involuntary Conversions From Other Than Casualty or Theft - Most Property Held More Than 1 Year

(a) Description of property	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Gross sales price	(e) Depreciation allowed or allowable since acquisition	(f) Cost or other basis, plus improvements and expense of sale	(g) Gain or (loss) Subtract (f) from the sum of (d) and (e)
2 VEHICLE	010104	063009	0.	1,959.	2,000.	-41.

3 Gain, if any, from Form 4684, line 45 **3**

4 Section 1231 gain from installment sales from Form 6252, line 26 or 37 **4**

5 Section 1231 gain or (loss) from like-kind exchanges from Form 8824 **5**

6 Gain, if any, from line 32, from other than casualty or theft **6**

7 Combine lines 2 through 6. Enter the gain or (loss) here and on the appropriate line as follows: **7** **-41.**

Partnerships (except electing large partnerships) and S corporations. Report the gain or (loss) following the instructions for Form 1065, Schedule K, line 10, or Form 1120S, Schedule K, line 9. Skip lines 8, 9, 11, and 12 below.

Individuals, partners, S corporation shareholders, and all others. If line 7 is zero or a loss, enter the amount from line 7 on line 11 below and skip lines 8 and 9. If line 7 is a gain and you did not have any prior year section 1231 losses, or they were recaptured in an earlier year, enter the gain from line 7 as a long-term capital gain on the Schedule D filed with your return and skip lines 8, 9, 11, and 12 below.

8 Nonrecaptured net section 1231 losses from prior years (see instructions) **8**

9 Subtract line 8 from line 7. If zero or less, enter -0-. If line 9 is zero, enter the gain from line 7 on line 12 below. If line 9 is more than zero, enter the amount from line 8 on line 12 below and enter the gain from line 9 as a long-term capital gain on the Schedule D filed with your return (see instructions) **9**

Part II Ordinary Gains and Losses

10 Ordinary gains and losses not included on lines 11 through 16 (include property held 1 year or less):

11 Loss, if any, from line 7 **11** **(41)**

12 Gain, if any, from line 7 or amount from line 8, if applicable **12**

13 Gain, if any, from line 31 **13**

14 Net gain or (loss) from Form 4684, lines 37 and 44a **14**

15 Ordinary gain from installment sales from Form 6252, line 25 or 36 **15**

16 Ordinary gain or (loss) from like-kind exchanges from Form 8824 **16**

17 Combine lines 10 through 16 **17** **-41.**

18 For all except individual returns, enter the amount from line 17 on the appropriate line of your return and skip lines a and b below. For individual returns, complete lines a and b below:

a If the loss on line 11 includes a loss from Form 4684, line 41, column (b)(ii), enter that part of the loss here. Enter the part of the loss from income-producing property on Schedule A (Form 1040), line 28, and the part of the loss from property used as an employee on Schedule A (Form 1040), line 23. Identify as from "Form 4797, line 18a." See instructions **18a**

b Redetermine the gain or (loss) on line 17 excluding the loss, if any, on line 18a. Enter here and on Form 1040, line 14 **18b**

Part III Gain From Disposition of Property Under Sections 1245, 1250, 1252, 1254, and 1255

19 (a) Description of section 1245, 1250, 1252, 1254, or 1255 property:	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)
A		
B		
C		
D		

These columns relate to the properties on lines 19A through 19D.		Property A	Property B	Property C	Property D
20 Gross sales price (Note: See line 1 before completing.)	20				
21 Cost or other basis plus expense of sale	21				
22 Depreciation (or depletion) allowed or allowable	22				
23 Adjusted basis. Subtract line 22 from line 21	23				
24 Total gain. Subtract line 23 from line 20	24				
25 If section 1245 property:					
a Depreciation allowed or allowable from line 22	25a				
b Enter the smaller of line 24 or 25a	25b				
26 If section 1250 property: If straight line depreciation was used, enter -0- on line 26g, except for a corporation subject to section 291.					
a Additional depreciation after 1975	26a				
b Applicable percentage multiplied by the smaller of line 24 or line 26a	26b				
c Subtract line 26a from line 24. If residential rental property or line 24 is not more than line 26a, skip lines 26d and 26e	26c				
d Additional depreciation after 1969 and before 1976	26d				
e Enter the smaller of line 26c or 26d	26e				
f Section 291 amount (corporations only)	26f				
g Add lines 26b, 26e, and 26f	26g				
27 If section 1252 property: Skip this section if you did not dispose of farmland or if this form is being completed for a partnership (other than an electing large partnership).					
a Soil, water, and land clearing expenses	27a				
b Line 27a multiplied by applicable percentage	27b				
c Enter the smaller of line 24 or 27b	27c				
28 If section 1254 property:					
a Intangible drilling and development costs, expenditures for development of mines and other natural deposits, and mining exploration costs	28a				
b Enter the smaller of line 24 or 28a	28b				
29 If section 1255 property:					
a Applicable percentage of payments excluded from income under section 126	29a				
b Enter the smaller of line 24 or 29a	29b				

Summary of Part III Gains. Complete property columns A through D through line 29b before going to line 30.

30 Total gains for all properties. Add property columns A through D, line 24	30	
31 Add property columns A through D, lines 25b, 26g, 27c, 28b, and 29b. Enter here and on line 13	31	
32 Subtract line 31 from line 30. Enter the portion from casualty or theft on Form 4684, line 39. Enter the portion from other than casualty or theft on Form 4797, line 6	32	

Part IV Recapture Amounts Under Sections 179 and 280F(b)(2) When Business Use Drops to 50% or Less
(see instructions.)

	(a) Section 179	(b) Section 280F(b)(2)
33 Section 179 expense deduction or depreciation allowable in prior years	33	
34 Recomputed depreciation (see instructions)	34	
35 Recapture amount. Subtract line 34 from line 33. See the instructions for where to report	35	

ALTERNATIVE MINIMUM TAX

Sales of Business Property

(Also Involuntary Conversions and Recapture Amounts Under Sections 179 and 280F(b)(2))

▶ Attach to your tax return.

OMB No. 1545-0184

2008

Attachment Sequence No. 27

Form 4797

Department of the Treasury Internal Revenue Service (99)

Name(s) shown on return

Identifying number

USCL CORPORATION

88-0338090

1 Enter the gross proceeds from sales or exchanges reported to you for 2008 on Form(s) 1099-B or 1099-S (or substitute statement) that you are including on line 2, 10, or 20 (see instructions) 1

Part I Sales or Exchanges of Property Used in a Trade or Business and Involuntary Conversions From Other Than Casualty or Theft - Most Property Held More Than 1 Year

(a) Description of property	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Gross sales price	(e) Depreciation allowed or allowable since acquisition	(f) Cost or other basis, plus improvements and expense of sale	(g) Gain or (loss) Subtract (f) from the sum of (d) and (e)
2 VEHICLE	010104	063009	0.	2,000.	2,000.	0.

3 Gain, if any, from Form 4684, line 45 3

4 Section 1231 gain from installment sales from Form 6252, line 26 or 37 4

5 Section 1231 gain or (loss) from like-kind exchanges from Form 8824 5

6 Gain, if any, from line 32, from other than casualty or theft 6

7 Combine lines 2 through 6. Enter the gain or (loss) here and on the appropriate line as follows: 7

Partnerships (except electing large partnerships) and S corporations. Report the gain or (loss) following the instructions for Form 1065, Schedule K, line 10, or Form 1120S, Schedule K, line 9. Skip lines 8, 9, 11, and 12 below.

Individuals, partners, S corporation shareholders, and all others. If line 7 is zero or a loss, enter the amount from line 7 on line 11 below and skip lines 8 and 9. If line 7 is a gain and you did not have any prior year section 1231 losses, or they were recaptured in an earlier year, enter the gain from line 7 as a long-term capital gain on the Schedule D filed with your return and skip lines 8, 9, 11, and 12 below.

8 Nonrecaptured net section 1231 losses from prior years (see instructions) 8

9 Subtract line 8 from line 7. If zero or less, enter -0-. If line 9 is zero, enter the gain from line 7 on line 12 below. If line 9 is more than zero, enter the amount from line 8 on line 12 below and enter the gain from line 9 as a long-term capital gain on the Schedule D filed with your return (see instructions) 9

Part II Ordinary Gains and Losses

10 Ordinary gains and losses not included on lines 11 through 16 (include property held 1 year or less):

(a) Description of property	(b) Date acquired	(c) Date sold	(d) Gross sales price	(e) Depreciation allowed or allowable	(f) Cost or other basis, plus improvements and expense of sale	(g) Gain or (loss)

11 Loss, if any, from line 7 11 ()

12 Gain, if any, from line 7 or amount from line 8, if applicable 12

13 Gain, if any, from line 31 13

14 Net gain or (loss) from Form 4684, lines 37 and 44a 14

15 Ordinary gain from installment sales from Form 6252, line 25 or 36 15

16 Ordinary gain or (loss) from like-kind exchanges from Form 8824 16

17 Combine lines 10 through 16 17

18 For all except individual returns, enter the amount from line 17 on the appropriate line of your return and skip lines a and b below. For individual returns, complete lines a and b below:

a If the loss on line 11 includes a loss from Form 4684, line 41, column (b)(ii), enter that part of the loss here. Enter the part of the loss from income-producing property on Schedule A (Form 1040), line 28, and the part of the loss from property used as an employee on Schedule A (Form 1040), line 23. Identify as from "Form 4797, line 18a." See instructions 18a

b Redetermine the gain or (loss) on line 17 excluding the loss, if any, on line 18a. Enter here and on Form 1040, line 14 18b

JWA For Paperwork Reduction Act Notice, see separate instructions.

Form 4797 (2008)

Part III Gain From Disposition of Property Under Sections 1245, 1250, 1252, 1254, and 1255

19 (a) Description of section 1245, 1250, 1252, 1254, or 1255 property:	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)
A		
B		
C		
D		

These columns relate to the properties on lines 19A through 19D.		Property A	Property B	Property C	Property D
20 Gross sales price (Note: See line 1 before completing.)	20				
21 Cost or other basis plus expense of sale	21				
22 Depreciation (or depletion) allowed or allowable	22				
23 Adjusted basis. Subtract line 22 from line 21	23				
24 Total gain. Subtract line 23 from line 20	24				
25 If section 1245 property:					
a Depreciation allowed or allowable from line 22	25a				
b Enter the smaller of line 24 or 25a	25b				
26 If section 1250 property: If straight line depreciation was used, enter -0- on line 26g, except for a corporation subject to section 291.					
a Additional depreciation after 1975	26a				
b Applicable percentage multiplied by the smaller of line 24 or line 26a	26b				
c Subtract line 26a from line 24. If residential rental property or line 24 is not more than line 26a, skip lines 26d and 26e	26c				
d Additional depreciation after 1969 and before 1976	26d				
e Enter the smaller of line 26c or 26d	26e				
f Section 291 amount (corporations only)	26f				
g Add lines 26b, 26e, and 26f	26g				
27 If section 1252 property: Skip this section if you did not dispose of farmland or if this form is being completed for a partnership (other than an electing large partnership).					
a Soil, water, and land clearing expenses	27a				
b Line 27a multiplied by applicable percentage	27b				
c Enter the smaller of line 24 or 27b	27c				
28 If section 1254 property:					
a Intangible drilling and development costs, expenditures for development of mines and other natural deposits, and mining exploration costs	28a				
b Enter the smaller of line 24 or 28a	28b				
29 If section 1255 property:					
a Applicable percentage of payments excluded from income under section 126	29a				
b Enter the smaller of line 24 or 29a	29b				

Summary of Part III Gains. Complete property columns A through D through line 29b before going to line 30.

30 Total gains for all properties. Add property columns A through D, line 24	30	
31 Add property columns A through D, lines 25b, 26g, 27c, 28b, and 29b. Enter here and on line 13	31	
32 Subtract line 31 from line 30. Enter the portion from casualty or theft on Form 4684, line 39. Enter the portion from other than casualty or theft on Form 4797, line 6	32	

Part IV Recapture Amounts Under Sections 179 and 280F(b)(2) When Business Use Drops to 50% or Less
(see instructions.)

	(a) Section 179	(b) Section 280F(b)(2)
33 Section 179 expense deduction or depreciation allowable in prior years	33	
34 Recomputed depreciation (see instructions)	34	
35 Recapture amount. Subtract line 34 from line 33. See the instructions for where to report	35	

ELECTION TO WAIVE THE NET OPERATING LOSS CARRYBACK PERIOD

USCL CORPORATION
2433 GARFIELD AVENUE
CARMICHAEL, CA 95608-5121

EMPLOYER IDENTIFICATION NUMBER: 88-0338090

FOR THE YEAR ENDING JUNE 30, 2009

USCL CORPORATION HEREBY ELECTS, PURSUANT TO SEC. 172(B)(3) OF THE INTERNAL REVENUE CODE, TO RELINQUISH THE ENTIRE CARRYBACK PERIOD WITH RESPECT TO THE NET OPERATING LOSS INCURRED FOR THE TAX YEAR ENDED JUNE 30, 2009, AND WILL HAVE SUCH LOSS AVAILABLE FOR CARRYFORWARD ONLY.

FORM 1120

TAXES AND LICENSES

STATEMENT 1

DESCRIPTION

AMOUNT

TAXES & LICENSES

1,326.

TOTAL TO FORM 1120, LINE 17

1,326.

CONTRIBUTIONS

STATEMENT 2

QUALIFIED CONTRIBUTIONS SUBJECT TO 100% LIMIT

CONTRIBUTION SUBJECT TO LIMITATION:

CARRYOVER OF PRIOR YEARS UNUSED CONTRIBUTIONS

FOR TAX YEAR 2003	
FOR TAX YEAR 2004	111
FOR TAX YEAR 2005	100
FOR TAX YEAR 2006	56
FOR TAX YEAR 2007	250

TOTAL CARRYOVER		517
CURRENT YEAR CONTRIBUTIONS		

TOTAL CONTRIBUTIONS AVAILABLE		517
TAXABLE INCOME LIMITATION AS ADJUSTED		0

EXCESS CONTRIBUTIONS		517
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ALLOWABLE CONTRIBUTIONS DEDUCTION			0
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TOTAL CONTRIBUTION DEDUCTION			0
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FORM 1120	OTHER DEDUCTIONS	STATEMENT	3
DESCRIPTION		AMOUNT	
ACCOUNTING		5,295.	
AMORTIZATION		37.	
AUTO		1,017.	
BANK CHARGES		1,806.	
DUES & SUBSCRIPTION		27.	
INSURANCE		1,865.	
LEGAL & PROFESSIONAL		8,754.	
MEALS AND ENTERTAINMENT		199.	
OFFICE SUPPLIES		1,955.	
OTHER EXPENSES		78,052.	
OUTSIDE SERVICES		13,504.	
POSTAGE		916.	
REFERENCE MATERIALS		183.	
TRAVEL		2,255.	
UTILITIES		2,842.	
TOTAL TO FORM 1120, LINE 26		118,707.	

NET OPERATING LOSS DEDUCTION	STATEMENT	4
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TAX YEAR	LOSS SUSTAINED	LOSS PREVIOUSLY APPLIED	LOSS REMAINING	AVAILABLE THIS YEAR
06/30/96	19,561.		19,561.	19,561.
06/30/97	48,226.		48,226.	48,226.
06/30/98	32,229.		32,229.	32,229.
06/30/99	2,740.		2,740.	2,740.
06/30/00	140,536.		140,536.	140,536.
06/30/01	280,986.		280,986.	280,986.
06/30/02	232,785.		232,785.	232,785.
06/30/03	189,947.		189,947.	189,947.
06/30/04	261,478.		261,478.	261,478.
06/30/05	213,483.		213,483.	213,483.
06/30/06	361,875.		361,875.	361,875.
06/30/07	647,233.		647,233.	647,233.
06/30/08	371,335.		371,335.	371,335.
NOL AVAILABLE THIS YEAR			2,802,414.	2,802,414.

SCHEDULE L	OTHER CURRENT ASSETS	STATEMENT	5
DESCRIPTION	BEGINNING OF TAX YEAR	END OF TAX YEAR	
EMPLOYEE & TRAVEL ADVANCES	11,311.	11,311.	
TOTAL TO SCHEDULE L, LINE 6	11,311.	11,311.	

SCHEDULE L	OTHER CURRENT LIABILITIES	STATEMENT	6
DESCRIPTION	BEGINNING OF TAX YEAR	END OF TAX YEAR	
UNEARNED REVENUE	29,542.	29,542.	
CASH OVERDRAFT		128.	
TOTAL TO SCHEDULE L, LINE 18	29,542.	29,670.	

SCHEDULE L	OTHER LIABILITIES	STATEMENT	7
DESCRIPTION	BEGINNING OF TAX YEAR	END OF TAX YEAR	
ACCOUNTS PAYABLE - JACK MADOR	2,040.	2,180.	
DEFERRED COMP - P FINE	41,666.	41,666.	
DEFERRED COMP - TAMARKIN	408,304.	528,310.	
DEFERRED COMP - TOLEDANO	19,327.	19,327.	
DEFERRED COMP - E. TAMARKIN	141,750.	145,500.	
BRIDGE LOANS	328,067.	419,181.	
LOAN PAY. - RAY PRESGRAVE	29,634.	31,035.	
LOAN PAY. - JEFFREY MICHEL	69,438.	76,098.	
LOAN PAY. - CLARA MILLER	86,309.	97,853.	
TOTAL TO SCHEDULE L, LINE 21	1,126,535.	1,361,150.	

SCHEDULE M-1 OTHER EXPENSES RECORDED ON BOOKS STATEMENT 8
 NOT DEDUCTED IN THIS RETURN

DESCRIPTION	AMOUNT
ACCRUED WAGES	123,750.
TOTAL TO SCHEDULE M-1, LINE 5	123,750.

FORM 3800 CARRYOVER OF GENERAL BUSINESS CREDITS STATEMENT 9

YEAR	TYPE OF CREDIT	ORIGINAL CREDIT	PREVIOUSLY APPLIED	CURRENTLY AVAILABLE
1997	INCREASED R & D CREDIT	4,576.	0.	4,576.
1998	INCREASED R & D CREDIT	2,559.	0.	2,559.
2000	INCREASED R & D CREDIT	4,097.	0.	4,097.
2001	INCREASED R & D CREDIT	2,356.	0.	2,356.
TOTALS		13,588.	0.	13,588.
LESS TO FORM 4255, LINE 12				0.
TOTAL TO FORM 3800, LINE 6				13,588.

2008 DEPRECIATION AND AMORTIZATION REPORT

- CURRENT YEAR FEDERAL - USCL CORPORATION

Asset No.	Description	Date Acquired	Method	Life	Line No.	Unadjusted Cost Or Basis	Bus % Excl	Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
35	OFFICE FURNITURE	010107	SL	7.00	17	3,922.			3,922.	840.		560.
36	COMPUTER EQUIPMENT	010107	SL	7.00	17	2,601.			2,601.	558.		372.
37	MARKETING EQUIPMENT	010107	SL	7.00	17	12,671.			12,671.	2,715.		1,810.
20	PRODUCTION/R & D	010102	200DB	7.00	17	749.			749.	725.		24.
21	(D)VEHICLE	010104	200DB	5.00	17	2,000.			2,000.	1,844.		115.
25	PRODUCTION/R & D	010105	200DB	7.00	17	700.			700.	450.		63.
27	OFFICE FURNITURE	010104	SL	5.00	17	2,904.			2,904.	2,872.		32.
28	COMPUTER EQUIPMENT	010104	SL	5.00	17	12,780.			12,780.	12,780.		0.
29	COMPUTER EQUIPMENT	010105	SL	5.00	17	2,878.			2,878.	2,208.		576.
30	PRODUCTION	010104	SL	7.00	17	337.			337.	245.		48.
32	OFFICE EQUIPMENT	010106	SL	7.00	17	4,722.			4,722.	1,688.		675.
33	COMPUTER EQUIPMENT	010106	SL	3.00	17	1,507.			1,507.	1,255.		252.
	* OTHER TOTAL -					47,771.			47,771.	28,180.		4,527.
34	COPYRIGHTS/PATENTS	010106		180M	43	550.			550.	92.		37.
	* OTHER TOTAL -					550.			550.	92.		37.
	* GRAND TOTAL OTHER DEPR & AMORT					48,321.			48,321.	28,272.		4,564.
	CURRENT YEAR ACTIVITY											
	BEGINNING BALANCE					48,321.		0.	48,321.	28,272.		

2008 DEPRECIATION AND AMORTIZATION REPORT

- CURRENT YEAR FEDERAL - USCL CORPORATION

Asset No.	Description	Date Acquired	Method	Life	Line No.	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
	ACQUISITIONS					0.		0.	0.	0.		
	DISPOSITIONS					2,000.		0.	2,000.	1,844.		
	ENDING BALANCE					46,321.		0.	46,321.	26,428.		

(D) - Asset disposed

* ITC, Section 179, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone

2009 DEPRECIATION AND AMORTIZATION REPORT

- NEXT YEAR FEDERAL - USCL CORPORATION

Asset No.	Description	Date Acquired	Method	Life	Unadjusted Cost Or Basis	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Amount Of Depreciation
35	OFFICE FURNITURE	010107	SL	7.00	3,922.		3,922.	1,400.	560.
	AMT DEPRECIATION		SL	7.00				1,400.	560.
	ACE DEPRECIATION		SL	7.00				1,400.	560.
36	COMPUTER EQUIPMENT	010107	SL	7.00	2,601.		2,601.	930.	372.
	AMT DEPRECIATION		SL	7.00				930.	372.
	ACE DEPRECIATION		SL	7.00				930.	372.
37	MARKETING EQUIPMENT	010107	SL	7.00	12,671.		12,671.	4,525.	1,810.
	AMT DEPRECIATION		SL	7.00				4,525.	1,810.
	ACE DEPRECIATION		SL	7.00				4,525.	1,810.
20	PRODUCTION/R & D	010102	200DB	7.00	749.		749.	749.	0.
	AMT DEPRECIATION		150DB	7.00				749.	
	ACE DEPRECIATION		150DB	7.00				749.	
25	PRODUCTION/R & D	010105	200DB	7.00	700.		700.	513.	62.
	AMT DEPRECIATION		150DB	7.00				486.	86.
	ACE DEPRECIATION		150DB	7.00				486.	86.
27	OFFICE FURNITURE	010104	SL	5.00	2,904.		2,904.	2,904.	0.
	AMT DEPRECIATION		SL	5.00				2,904.	
	ACE DEPRECIATION		SL	5.00				2,904.	
28	COMPUTER EQUIPMENT	010104	SL	5.00	12,780.		12,780.	12,780.	0.
	AMT DEPRECIATION		SL	5.00				12,780.	
	ACE DEPRECIATION		SL	5.00				12,780.	
29	COMPUTER EQUIPMENT	010105	SL	5.00	2,878.		2,878.	2,784.	94.
	AMT DEPRECIATION		SL	5.00				2,592.	286.
	ACE DEPRECIATION		SL	5.00				2,592.	286.
30	PRODUCTION	010104	SL	7.00	337.		337.	293.	44.
	AMT DEPRECIATION		SL	7.00				264.	48.
	ACE DEPRECIATION		SL	7.00				264.	48.
32	OFFICE EQUIPMENT	010106	SL	7.00	4,722.		4,722.	2,363.	675.
	AMT DEPRECIATION		SL	7.00				2,363.	675.
	ACE DEPRECIATION		SL	7.00				2,363.	675.
33	COMPUTER EQUIPMENT	010106	SL	3.00	1,507.		1,507.	1,507.	0.
	AMT DEPRECIATION		SL	3.00				1,506.	
	ACE DEPRECIATION		SL	3.00				1,506.	

2009 DEPRECIATION AND AMORTIZATION REPORT

- NEXT YEAR FEDERAL - USCL CORPORATION

Asset No.	Description	Date Acquired	Method	Life	Unadjusted Cost Or Basis	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Amount Of Depreciation
	* OTHER TOTAL -				45,771.		45,771.	30,748.	3,617.
34	COPYRIGHTS/PATENTS	010106		180M	550.		550.	129.	37.
	* OTHER TOTAL -				550.		550.	129.	37.
	* GRAND TOTAL OTHER DEPR & AMORT				46,321.		46,321.	30,877.	3,654.
	AMT DEPRECIATION				45,771.		45,771.	30,499.	3,837.
	ACE DEPRECIATION				27,831.		27,831.	12,560.	3,837.

2008 Underpayment of Estimated Tax by Corporations

5806

For calendar year 2008 or fiscal year beginning month **JULY** day **1** year 2008, and ending month **JUNE** day **30** year **2009**

Corporation name **USCL CORPORATION** California corporation number **2424198**

Part I Figure the Underpayment If line 7 shows an underpayment for any installment, complete the remainder of this form.

1	Current year's tax. See instructions				1	800.
		(a)	(b)	(c)	(d)	
2	Installment due dates. See instructions	2	10/15/2008	12/15/2008	03/16/2009	06/15/2009
3	Percentage required. See instructions	3	25% (not less than min.)	50% less 1st	75% less prior	100% less prior
4	Amount due. See instructions	4	800.			
5 a	Amount paid or credited for each installment	5a				
b	Overpayment from previous installment	5b				
6	Add line 5a and line 5b	6				
7	Underpayment (subtract line 6 from line 4). See instructions. Overpayment (subtract line 4 from line 6). (If line 7 shows an underpayment for any installment, go to Part IV, Exceptions Worksheets.)	7	800.			

Part II Exceptions to the Penalty
If Exception A, line 8a is met for all four installments, do **not** attach this form to the return.

	(check the applicable boxes)	Yes	No	Yes	No	Yes	No	Yes	No
8 a	Exception A - Regular Corporations, line 26		X		X		X		X
b	Exception A - Large Corporations								
9	Exception B (line 42) met?								
10	Exception C (line 64) met?								

Part III Figure the Penalty If line 7 shows an underpayment for any installment and one of the three exceptions was not met, figure the penalty for that installment by completing line 11 through line 22.

11	Enter the earlier of the payment date, or the 15th day of the 3rd month after the close of the taxable year. Form 109 filers, see instructions.	11	09/15/2009			
12	Number of days from date shown on line 2 to date shown on line 11	12	335			
13	Number of days on line 12 before 7/01/08	13				
14	Number of days on line 12 after 6/30/08 and before 1/01/09	14	77			
15	Number of days on line 12 after 12/31/08 and before 7/01/09	15	181			
16	Number of days on line 12 after 6/30/09 and before 1/01/10. See inst.	16	77			
17	Number of days on line 12 after 12/31/09 and before 2/15/10	17				
18	Number of days on line 13 Number of days in taxable year x 8% x line 7	18				
19	Number of days on line 14 Number of days in taxable year x 7% x line 7	19	12.			
20	Number of days on line 15 Number of days in taxable year x 5% x line 7	20	20.			
21	Number of days on line 16 Number of days in taxable year x % (call FTB for %) x line 7	21	8.			
22	Number of days on line 17 Number of days in taxable year x % (call FTB for %) x line 7	22				
22a	Add amounts for each column from line 18 through line 22	22a	40.			
22b	Total estimated penalty due. Add line 22a, column (a) through column (d). Enter here and on Form 100, line 42a; Form 100W, line 41a; Form 100S, line 41a; or Form 109, line 25	22b	SEE STATEMENT 1			40.

For calendar year 2008 or fiscal year beginning month **JULY** day **1** year **2008**, and ending month **JUNE** day **30** year **2009**

Corporation name USCL CORPORATION		California corporation number 2424198
Address (including suite, room, or PMB no.) 2433 GARFIELD AVENUE		FEIN 88-0338090
City CARMICHAEL	State CA	ZIP Code 95608-5121

Schedule Q Questions

A FINAL RETURN? • Dissolved Surrendered (withdrawn)
 Merged/Reorganized IRC Section 338 sale QSub election.
 Enter date • _____

B 1. Is income incl in a combined report of a unitary group? • Yes No

2. If "Yes," indicate: wholly within CA (R&TC 25101.15)
 within and outside of CA

3. Is there a change in the members listed in Schedule R-7 from the prior year? • Yes No

4. Enter the number of members (including parent or key corporation) listed in the Schedule R-7, Part I, Section A, subject to income or franchise tax. • _____

5. Is form FTB 3544 attached to the return? Yes No

		Whole dollars only	
State Adjustments	1 Net income (loss) before state adjustments. See instructions	• 1	-163,254.00
	2 Amount deducted for foreign or domestic tax based on income or profits from Schedule A	• 2	00
	3 Amount deducted for tax under the provisions of the Corporation Tax Law from Schedule A	• 3	00
	4 Interest on government obligations	• 4	00
	5 Net California capital gain from Schedule D, line 11	• 5	00
	6 Depreciation and amortization in excess of amount allowed under California law. Attach form FTB 3885	• 6	00
	7 Net income from corporations not included in federal consolidated return. See instructions	• 7	00
	8 Other additions. Attach schedule(s)	• 8	00
	9 Total. Add line 1 through line 8	• 9	-163,254.00
	10 Intercompany dividend deduction. Attach Schedule H (100)	• 10	00
	11 Dividends received deduction. Attach Schedule H (100)	• 11	00
	12 Additional depreciation allowed under CA law. Attach form FTB 3885	• 12	00
	13 Capital gain from federal Form 1120, line 8	• 13	00
	14 Contributions SEE STATEMENT 2	• 14	0.00
	15 EZ, LAMBRA, or TTA business expense and EZ net interest deduction	• 15	00
	16 Other deductions. Attach schedule(s)	• 16	00
	17 Total. Add line 10 through line 16	• 17	00
	18 Net income (loss) after state adjustments. Subtract line 17 from line 9.	• 18	-163,254.00
CA Net Income	19 Net income (loss) for state purposes. Complete Sch. R if apportioning income. See instructions	• 19	-163,254.00
	20 Net operating loss (NOL) carryover deduction. See instructions	• 20	00
	21 Pierce's disease, EZ, LARZ, TTA, or LAMBRA NOL carryover deduction. See instructions	• 21	00
	22 Disaster loss carryover deduction. See instructions	• 22	00
23 Net income for tax purposes. Combine line 20 through line 22. Then, subtract from line 19	• 23	-163,254.00	
Taxes	24 Tax. <u>8.8400</u> % x line 23 (not less than minimum franchise tax, if applicable)	• 24	800.00
	25 Credit name _____ code no. _____ amount ▶	• 25	00
	26 Credit name _____ code no. _____ amount ▶	• 26	00
	27 To claim more than two credits, see instructions	• 27	00
	28 Add line 25 through line 27	• 28	00
	29 Balance. Subtract line 28 from line 24 (not less than minimum franchise tax, if applicable)	• 29	800.00
	30 Alternative minimum tax. Attach Schedule P (100). See instructions	• 30	00
31 Total tax. Add line 29 and line 30	• 31	800.00	
Payments	32 Overpayment from prior year allowed as a credit	• 32	00
	33 2008 Estimated tax payments. See instructions	• 33	00
	34 2008 Nonresident or real estate withholding. See instructions	• 34	00
	35 Amount paid with extension of time to file tax return	• 35	00
	36 Total payments. Add line 32 through line 35	• 36	00

Refund or Amount Due	37 Franchise or income tax due. If line 31 is more than line 36, subtract line 36 from line 31. Go to line 40	• 37	800.00
	38 Overpayment. If line 36 is more than line 31, subtract line 31 from line 36	• 38	00
	39 Amount of line 38 to be credited to 2009 estimated tax	• 39	00
	40 Use Tax. This is not a total line. See instructions	• 40	00
	41 Refund. If the sum of line 39 and line 40 is less than line 38, then subtract the result from line 38.	• 41	00
	See instructions to have the refund directly deposited. a. Routing number	• 41a	
	b Type: Checking <input type="checkbox"/> Savings <input type="checkbox"/> c Account number	• 41c	
42 a Penalties and interest	• 42	307.00	
b <input type="checkbox"/> Check if estimate penalty computed using Exception B or C. See instructions			
43 Total amount due. Add line 37, line 39, line 40, and line 42a. Then, subtract line 38 from the result	43	1,107.00	

Schedule Q Questions (continued from Side 1)

C If the corporation filed on a water's edge basis pursuant to R&TC Sections 25110 and 25113 in previous years, enter the date the water's edge election ended • _____

D Was the corporation's income included in a consolidated federal return? • Yes No

E Principal business activity code. (Do not leave blank): • **541330**
 Business activity **ENGINEERING SERVICES**
 Product or service **CONSULTING**

F Date incorporated: **05/10/1995** • Where: State **NV** Country **STMT 4**

G Date business began in California or date income was first derived from California sources • **05/10/1995**

H First return? • Yes No If "Yes" and this corporation is a successor to a previously existing business, check the appropriate box.
 sole proprietorship (2) partnership (3) joint venture (4) corporation (5) other
 (attach statement showing name, address and FEIN/SSN/ITIN of previous business)

I "Doing business as" name • _____

J 1. For this taxable year, was there a change in control or majority ownership for this corporation or any of its subsidiaries that owned or leased real property in California? • Yes No

2. For this taxable year, did this corporation or any of its subsidiaries acquire control or majority ownership of any other legal entity that owned or leased real property in California? • Yes No

3. If this corporation or any of its subsidiaries owned or leased real property in California, has more than 50% of the voting stock of any one of them cumulatively transferred in one or more transactions since March 1, 1975, which was not reported on a previous year's tax return? • Yes No
(Penalties may apply - see instructions.)

K At any time during the taxable year, was more than 50% of the voting stock:
 1. Of the corporation owned by any single interest? • Yes No
 2. Of another corporation owned by this corporation? • Yes No

3. Of this and one or more other corporations owned or controlled, directly or indirectly, by the same interests? • Yes No
 If 1 or 3 is "Yes" enter the country of the ultimate parent • _____

If 1, 2, or 3 is "Yes," furnish a statement of ownership indicating pertinent names, addresses, and percentages of stock owned. If the owner(s) is an individual, provide the SSN/ITIN.

L Has the corp included a reportable transaction or listed transaction within this return? (See Instructions for definitions.) If yes, complete and attach federal Form 8886 for each transaction. • Yes No

M Is this corporation apportioning income to California using Schedule R? • Yes No

N How many affiliates in the combined report are claiming immunity from taxation in California under Public Law 86-272? • **0**

O Corporation headquarters are: • (1) Within California
 (2) Outside of California, within the U.S. (3) Outside of the U.S.

P Location of principal accounting records **SEE STATEMENT 3**

Q Accounting method: • (1) Cash (2) Accrual (3) Other

R Does this corporation or any of its subsidiaries have a Deferred Intercompany Stock Account (DISA)? • Yes No
 Is "Yes," enter the total balance of all DISAs • \$ _____

S Is this corporation or any of its subsidiaries a RIC? • Yes No

T Is this corporation treated as a REMIC for California purposes? • Yes No

U Is this corporation a REIT for California purposes? • Yes No

V Is this corporation an LLC or limited partnership electing to be taxed as a corporation for federal purposes? • Yes No

W Is this corporation to be treated as a credit union? • Yes No

X Is the corporation under audit by the IRS or has it been audited by the IRS in a prior year? • Yes No

Y Have all required information returns (e.g. federal Forms 1099, 5471, 5472, 8300, 8865, etc.) been filed with the Franchise Tax Board? N/A Yes No

Z Does the taxpayer (or any corporation of the taxpayer's combined group, if applicable) own 80% or more of the stock of an insurance company? Yes No

AA Did this corporation file the federal Schedule M-3 (Form 1120)? • Yes No

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

Signature of officer	Title CEO	Date	• Telephone 916-482-2000
Preparer's signature	Date 03/15/11	Check if self-employed <input checked="" type="checkbox"/>	• Preparer's SSN/PTIN P00574164
Firm's name (or yours, if self-employed) and address	• FEIN 68-0314893		
May the FTB discuss this return with the preparer shown above? See instructions ... <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		• Telephone (916)481-0845	

Schedule A Taxes Deducted. Use additional sheet(s) if necessary.

(a) Nature of tax	(b) Taxing authority	(c) Total amount	(d) Nondeductible amount
TAXES & LICENSES		1,326.	00
			00
Total. Enter total of column (c) on Schedule F, line 17, and total of column (d) on Side 1, line 2 or line 3		1,326.	00

Schedule F Computation of Net Income. See instructions.

Income	1 a) Gross receipts or gross sales _____				
	b) Less returns and allowance _____	c) Balance	•	1c	00
	2 Cost of goods sold. Attach federal Schedule A (California Schedule V)		•	2	00
	3 Gross profit. Subtract line 2 from line 1c		•	3	00
	4 Total dividends. Attach federal Schedule C, California Schedule H (100)		•	4	00
	5 a) Interest on obligations of the United States and U.S. instrumentalities		•	5a	00
	b) Other interest. Attach schedule		•	5b	00
	6 Gross rents		•	6	00
	7 Gross royalties		•	7	00
	8 Capital gain net income. Attach federal Schedule D (California Schedule D)		•	8	00
	9 Ordinary gain (loss). Attach federal Form 4797 (California Schedule D-1)		•	9	-41.00
10 Other income (loss). Attach schedule		•	10	00	
11 Total income. Add line 3 through line 10		•	11	-41.00	
Deductions	12 Compensation of officers. Attach federal schedule E or equivalent schedule	•	12	00	
	13 Salaries and wages (not deducted elsewhere)	•	13	00	
	14 Repairs	•	14	1,157.00	
	15 Bad debts	•	15	00	
	16 Rents	•	16	20,400.00	
	17 Taxes (California Schedule A)	•	17	1,326.00	
	18 Interest. Attach schedule	•	18	00	
	19 Contributions. Attach schedule	•	19	0.00	
	20 Depreciation. Attach fed Form 4562 and FTB 3885	20	4,527.00		
	21 Less depreciation claimed elsewhere on return ...	21a	00	21b	4,527.00
	22 Depletion. Attach schedule	•	22	00	
	23 Advertising	•	23	8,792.00	
	24 Pension, profit-sharing plans, etc.	•	24	00	
	25 Employee benefit plans	•	25	8,304.00	
	26 a) Total travel and entertainment <u>2,653.</u>				
	b) Deductible amounts	•	26b	2,454.00	
	27 Other deductions. Attach schedule SEE STATEMENT 6	•	27	116,253.00	
	28 Specific deduction for organizations under R&TC Section 23701r or 23701t. See instr	•	28	00	
	29 Total deductions. Add line 12 through line 28	•	29	163,213.00	
30 Net income before state adjustments. Subtract line 29 from line 11. Enter here and on Side 1, line 1	•	30	-163,254.00		

Schedule J Add-On Taxes and Recapture of Tax Credits. See instructions.

1 LIFO recapture due to S corporation election, IRC Sec. 1363(d) deferral: \$ _____	•	1	00
2 Interest computed under the look-back method for completed long-term contracts (Attach form FTB 3834)	•	2	00
3 Interest on tax attributable to installment: a Sales of certain timeshares and residential lots	•	3a	00
b Method for nondealer installment obligations	•	3b	00
4 IRC Section 197(f)(9)(B)(ii) election	•	4	00
5 Credit recapture name: _____	•	5	00
6 Combine line 1 through line 5, revise Side 2, line 37 or line 38, whichever applies, by this amount. Write "Schedule J" to the left of line 37 or line 38	•	6	00

Schedule V Cost of Goods Sold

1	Inventory at beginning of year	1	00
2	Purchases	2	00
3	Cost of labor	3	00
4	a Additional IRC Section 263A costs. Attach schedule	4a	00
	b Other costs. Attach schedule	4b	00
5	Total. Add line 1 through line 4b	5	00
6	Inventory at end of year	6	00
7	Cost of goods sold. Subtract line 6 from line 5. Enter here and on Schedule F, line 2	7	00

Method of inventory valuation ▶ _____

Was there any change in determining quantities, costs of valuations between opening and closing inventory? If "Yes," attach an explanation ... Yes No

Enter California seller's permit number, if any ▶ _____

Check if the LIFO inventory method was adopted this taxable year for any goods. If checked, attach federal Form 970

If the LIFO inventory method was used for this taxable year, enter the amount of closing inventory under LIFO _____

Do the rules of IRC Section 263A (with respect to property produced or acquired for resale) apply to the corporation? Yes No

The corporation may not be required to complete Schedules L, M-1, and M-2. See Schedule M-1 instructions for reporting requirements.

Schedule L Balance Sheet	Beginning of taxable year		End of taxable year	
	(a)	(b)	(c)	(d)
Assets				
1 Cash		3,203.	•	
2 a Trade notes and accounts receivable			•	
b Less allowance for bad debts	()		• ()	•
3 Inventories				•
4 Federal and state government obligations				•
5 Other current assets. Attach sch STMT 7		11,311.		11,311.
6 Loans to stockholders/officers. Att sch		98,912.		116,759.
7 Mortgage and real estate loans				•
8 Other investments. Attach sch				•
9 a Buildings and other fixed depreciable assets	47,772.		• 45,772.	
b Less accumulated depreciation	(28,161.)	19,611.	• (30,729.)	• 15,043.
10 a Depletable assets				
b Less accumulated depletion	()		()	
11 Land (net of any amortization)				•
12 a Intangible assets (amortizable only)	550.		• 550.	
b Less accumulated amortization	(92.)	458.	(129.)	421.
13 Other assets. Attach sch				•
14 Total assets		133,495.		• 143,534.
Liabilities and Stockholders' Equity				
15 Accounts payable		129,076.		• 150,520.
16 Mortgages, notes, bonds payable in less than 1 year				•
17 Other current liabilities. Att. sch. STMT 8		29,542.		29,670.
18 Loans from stockholders		84,716.		• 101,724.
19 Mortgages, notes, bonds payable in 1 year or more		35,028.		• 42,575.
20 Other liabilities. Attach sch STMT 9		1,126,535.		• 1,361,150.
21 Capital stock: a Preferred stock			•	
b Common stock	2,258,693.	2,258,693.	• 2,275,193.	• 2,275,193.
22 Paid-in or capital surplus. Attach reconciliation				•
23 Retained earnings - Appropriated. Att. sch.				
24 Retained earnings - Unappropriated		-3,530,095.		-3,817,298.
25 Adjustments to shareholders' equity (att. sch.)				
26 Less cost of treasury stock	()		()	
27 Total liabilities and stockholders' equity		133,495.		143,534.

Schedule M-1 Reconciliation of Income (Loss) per Books With Income (Loss) Per Return.
If the corporation completed federal Sch M-3 (Form 1120), see instructions.

1 Net income per books	-287,203.	7 Income recorded on books this year not included in this return (itemize)	
2 Federal income tax		a Tax-exempt interest \$	
3 Excess of capital losses over capital gains		b Other \$	
4 Taxable income not recorded on books this year (itemize)		c Total. Add line 7a and line 7b	
5 Expenses recorded on books this year not deducted in this return (itemize)		8 Deductions in this return not charged against book income this year (itemize)	
a Depreciation \$		a Depreciation \$	
b State taxes \$		b State tax refunds \$	
c Travel and entertainment \$	199.	c Other \$	
d Other STMT 10 \$	123,750.	d Total. Add line 8a through line 8c	
e Total. Add line 5a through line 5d	123,949.	9 Total. Add line 7c and line 8d	
6 Total. Add line 1 through line 5e	-163,254.	10 Net income per return. Subtract line 9 from line 6	-163,254.

Schedule M-2 Analysis of Unappropriated Retained Earnings per Books (Schedule L, line 24)

1 Balance at beginning of year	-3,530,095.	5 Distributions: a Cash	
2 Net income per books	-287,203.	b Stock	
3 Other increases (itemize)		c Property	
4 Total. Add line 1 through line 3	-3,817,298.	6 Other decreases (itemize)	
		7 Total. Add line 5 and line 6	
		8 Balance at end of year. Subtract line 7 from line 4.	-3,817,298.

Schedule D California Capital Gains and Losses

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less. Use additional sheet(s) if necessary.

(a) Kind of property and description (Example, 100 shares of Z Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Gross sales price	(e) Cost or other basis plus expense of sale	(f) Gain (loss) ((d) less (e))
1					00
2 Short-term capital gain from installment sales from form FTB 3805E, line 26 or line 37				2	00
3 Unused capital loss carryover from 2007				3	00
4 Net short-term capital gain (loss). Combine line 1 through line 3				4	00

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year. Use additional sheet(s) if necessary.

5					00
6 Enter gain from Schedule D-1, line 9 and/or any capital gain distributions				6	00
7 Long-term capital gain from installment sales from form FTB 3805E, line 26 or line 37				7	00
8 Net long-term capital gain (loss). Combine line 5 through line 7				8	00
9 Enter excess of net short-term capital gain (line 4) over net long-term capital loss (line 8)				9	00
10 Net capital gain. Enter excess of net long-term capital gain (line 8) over net short-term capital loss (line 4)				10	00
11 Total lines 9 and 10. Enter here and on Form 100, Side 1, line 5. If losses exceed gains, carry forward losses to 2009				11	00

TAXABLE YEAR

2008

Sales of Business Property

(Also, involuntary conversions and recapture amounts under IRC Sections 179 and 280F and R&TC Sections 17267.2, 17267.6, 17268, 24356.5, 24356.6, 24356.7, and 24356.8.)

CALIFORNIA SCHEDULE

D-1

Complete and attach this schedule to your tax return only if your California gains or losses are different from your federal gains or losses.

Name(s) as shown on return

SSN, ITIN, SOS file no., California Corp. no., or FEIN

USCL CORPORATION

88-0338090

Part I Sales or Exchanges of Property Used in a Trade or Business and Involuntary Conversions From Other Than Casualty and Theft - Property Held More Than 1 Year

Use federal Form 4684, Casualties and Thefts, to report involuntary conversions from casualty and theft.

Table with 2 columns: Description and Amount. Row 1: Enter the gross proceeds from sales or exchanges reported to you for 2008 on federal Form(s) 1099-S, Proceeds From Real Estate Transactions (or a substitute statement), that you will be including on line 2 or line 10, (column (d)), or on line 23. Amount: 1

Table with 7 columns: (a) Description of property, (b) Date acquired, (c) Date sold, (d) Gross sales price, (e) Depreciation allowed, (f) Cost or other basis, (g) Gain or (Loss). Row 1: STATEMENT 11, 1,959., 2,000., -41.

Table with 2 columns: Description and Amount. Rows 3-7: Gain, if any, from federal Form 4684, Section B, Part II, line 45; IRC Section 1231 gain from installment sales; IRC Section 1231 gain or (loss) from like-kind exchanges; Gain, if any, from Part III, line 35; Combine line 2 through line 6. Amounts: 00, 00, 00, 00, -41.00

IRC Section 179 Assets: For reporting the sale or disposition of assets for which an IRC Section 179 expense deduction was claimed in a prior year, see instructions. Partnerships or Limited Liability Companies (classified as partnerships): Enter the gain or (loss) on Schedule K (565 or 568), line 10. Skip lines 8, 9, 11, and 12 below. S corporations: If line 7 is zero or a loss, enter the amount on line 11 below and skip line 8 and line 9. If line 7 is a gain, continue to line 8. All others: If line 7 is zero or a loss, enter the amount on line 11 below and skip line 8 and line 9. If line 7 is a gain and you did not have any prior year IRC Section 1231 losses, or they were recaptured in an earlier year, enter the gain as follows: Form 540 and Long Form 540NR filers, enter the gain on Schedule D, (540 or 540NR) line 1, and skip lines 8, 9, and 12 below; Form 100 and Form 100W filers, enter the gain on Schedule D, Side 5, Part II, line 6, and skip lines 8, 9, and 12 below.

Table with 2 columns: Description and Amount. Rows 8-9: Nonrecaptured net IRC Section 1231 losses from prior years; Subtract line 8 from line 7. Amounts: 00, 0.00

S corporations: If line 9 is more than zero, enter this amount on Schedule D (100S), Side 2, Section B, Part II, line 5 and enter the amount, if any, from line 8 on line 12 below. If line 9 is zero, enter the amount from line 7 on line 12 below. All others: If line 9 is more than zero, enter the amount from line 8 on line 12 below, and enter the amount from line 9 as follows: Form 540 and Long Form 540NR filers, enter as a capital gain on Schedule D, (540 or 540NR) line 1; Form 100 and Form 100W filers, enter the gain on Schedule D, Side 5, Part II, line 6. If line 9 is zero, enter the amount from line 7 on line 12 below. See instructions.

Part II Section A - Ordinary Gains and Losses

Table with 2 columns: Description and Amount. Row 10: Ordinary gains and losses not included on line 11 through line 17 (include property held 1 year or less):

Table with 2 columns: Description and Amount. Rows 11-17: Loss, if any, from line 7; Gain, if any, from line 7, or amount from line 8, if applicable; Gain, if any, from Part III, line 34; Net gain or (loss) from federal Form 4684, Section B, Part II, line 37 and line 44a; Ordinary gain from installment sales; Ordinary gain or (loss) from like-kind exchanges; Combine line 10 through line 16. Amounts: -41., 00, 00, 00, 00, 00, -41.00

Table with 2 columns: Description and Amount. Row 18: For all except individual returns, enter the amount from line 17 on the appropriate line of your return and skip line a and line b below. For individual returns, complete line a and line b below: a If the loss on line 11 includes a loss from federal Form 4684, Section B, Part II, column (b)(ii), enter that part of the loss here. See instructions; b Redetermine the gain or (loss) on line 17, excluding the loss, if any, on line 18a. Enter here and on line 20. Amounts: 00, 00

Part II Section B - Adjusting California Ordinary Gain or Loss For individual returns (Form 540 and Long Form 540NR) only.

19	Enter ordinary federal gains and losses from federal Form 1040, line 14	19	00
20	Enter ordinary California gains and losses from Side 1, line 18b	20	00
21	Ordinary gain or loss adjustment: Compare line 19 and line 20. See instructions.		
a	If line 19 is more than line 20, enter the difference here and on Schedule CA (540 or 540NR), line 14, column B	21a	00
b	If line 20 is more than line 19, enter the difference here and on Schedule CA (540 or 540NR), line 14, column C	21b	00

Part III Gain from Disposition of Property Under IRC Sections 1245, 1250, 1252, 1254, and 1255

22 Description of IRC Sections, 1245, 1250, 1252, 1254, and 1255 property:		Date acquired (mo., day, yr.)	Date sold (mo., day, yr.)
A			
B			
C			
D			
Relate lines 22A through 22D to these columns		Property A	Property B
23	Gross sales price	23	
24	Cost or other basis plus expense of sale	24	
25	Depreciation (or depletion) allowed or allowable	25	
26	Adjusted basis. Subtract line 25 from line 24	26	
27	Total gain. Subtract line 26 from line 23	27	
28	If IRC Section 1245 property:		
a	Depreciation allowed or allowable	28a	
b	Enter the smaller of line 27 or line 28a	28b	
29	If IRC Section 1250 property: If straight-line depreciation was used, enter -0- on line 29g, except for a corporation subject to IRC Sec. 291:		
a	Additional depreciation after 12/31/76	29a	
b	Applicable percentage multiplied by the smaller of line 27 or line 29a	29b	
c	Subtract line 29a from line 27. If line 27 is not more than line 29a, skip line 29d and line 29e	29c	
d	Additional depreciation after 12/31/70 and before 1/1/77	29d	
e	Enter the smaller of line 29c or line 29d	29e	
f	IRC Section 291 amount (for corporations only)	29f	
g	Add line 29b, line 29e, and line 29f	29g	
30	If IRC Section 1252 property: Skip this section if you did not dispose of farm land or if this form is being completed for a partnership.		
a	Soil, water, and land clearing expenses	30a	
b	Applicable percentage multiplied by line 30a	30b	
c	Enter the smaller of line 27 or line 30b	30c	
31	If IRC Section 1254 property:		
a	Intangible drilling and development costs deducted after 12/31/76	31a	
b	Enter the smaller of line 27 or line 31a	31b	
32	If IRC Section 1255 property:		
a	Applicable percentage of payments excluded from income under IRC Section 126	32a	
b	Enter the smaller of line 27 or line 32a	32b	

Summary of Part III Gains. Complete property column A through column D for line 23 through line 32b before going to line 33.

33	Total gains for all properties. Add column A through column D of line 27	33	00
34	Add column A through column D of lines 28b, 29g, 30c, 31b, and 32b. Enter here and in Part II, line 13	34	00
35	Subtract line 34 from line 33. Enter the portion from other than casualty and theft here and on Part I, line 6. Enter the portion from casualty and theft on federal Form 4684, Section B, line 33	35	00

Part IV Recapture Amounts Under IRC Sections 179 and 280F When Business Use Drops to 50% or Less, or Under R&TC Sections 17267.2, 17267.6, 17268, 24356.5, 24356.6, 24356.7, and 24356.8 for Property Which Ceases to be Qualified Property

		(a)Expense deductions	(b)Recovery deductions
36	Expense deductions or recovery deductions. See instructions	00	00
37	Depreciation or recovery deductions. See instructions	00	00
38	Recapture amount. Subtract line 37 from line 36. See instructions	00	00

Attach to Form 100 or Form 109.

Corporation name USCL CORPORATION	California corporation number 2424198
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Part I Tentative Minimum Tax (TMT) and Alternative Minimum Tax (AMT) Computation

1 Net income (loss) after state adjustments. Enter the amount from Form 100, line 18; Schedule R, line 1c; or Form 109, the lesser of line 1 or line 2		1	<u>-163,254.00</u>
2 Adjustments. See instructions			
a Depreciation of tangible property placed in service after 1986	2a	<u>-1,632.00</u>	
b Amortization of certified pollution control facilities placed in service after 1986	2b	<u>00</u>	
c Amortization of mining exploration and development costs incurred after 1987	2c	<u>00</u>	
d Basis adjustments in determining gain or loss from sale or exchange of property	2d	<u>41.00</u>	STMT 12
e Long-term contracts entered into after February 28, 1986	2e	<u>00</u>	
f Installment sales of certain property	2f	<u>00</u>	
g Tax shelter farm activities (personal service corporations only)	2g	<u>00</u>	
h Passive activities (closely held corporations and personal service corporations only)	2h	<u>00</u>	
i Certain loss limitations	2i	<u>00</u>	
j Beneficiaries of estates and trusts. Enter the amount from Schedule K-1 (541), line 12a	2j	<u>00</u>	
k Merchant marine capital construction funds	2k	<u>00</u>	
l Combine line 2a through line 2k			2l <u>-1,591.00</u>
3 Tax preference items. See instructions			
a Depletion	3a	<u>00</u>	
b Intangible drilling costs	3b	<u>00</u>	
c Accelerated depreciation of real property placed in service before 1987	3c	<u>00</u>	
d Amortization of certified pollution control facilities placed in service before 1987	3d	<u>00</u>	
e Charitable contributions including appreciated property. See instructions	3e	<u>00</u>	
f Add line 3a through line 3e			3f <u>00</u>
4 Pre-adjustment alternative minimum taxable income (AMTI):			
a Combine line 1, line 2l, and line 3f			4a <u>-164,845.00</u>
b Apportioned pre-adjustment AMTI. If inc is derived from sources both within and outside of CA, see instr. Otherwise, enter amt from Ln 4a			4b <u>-164,845.00</u>
5 Adjusted current earnings (ACE) adjustment:			
a Enter ACE. See instructions	5a	<u>-158,686.00</u>	
b Apportioned ACE. If income is derived from sources both within and outside of California, see instructions. Otherwise, enter amount on line 5a	5b	<u>-158,686.00</u>	
c Subtract line 4b from line 5b (even if one or both of the figures are negative). If negative, use brackets	5c	<u>6,159.00</u>	
d Multiply line 5c by 75% (.75) and enter the result as a positive number			5d <u>4,619.00</u>
e Enter the excess, if any, of the corporation's total increases in AMTI from prior year ACE adjustments over its total reductions in AMTI from prior year ACE adjustments. Enter an amount on line 5e (even if line 5c is positive)			5e <u>27,791.00</u>
f ACE adjustment:			
• If line 5c is a positive amount or zero, enter the amount from line 5d on line 5f as a positive amount.			5f <u>4,619.00</u>
• If line 5c is a negative amount, enter the smaller of line 5d or line 5e on line 5f as a negative amount.			6 <u>-160,226.00</u>
6 Combine line 4b and line 5f. If zero or less, enter -0-			
7 a Reduction for disaster loss carryover deduction, if any, from Form 100, line 22	7a	<u>00</u>	
b AMT net operating loss deduction. See instructions	7b	<u>00</u>	
c Combine line 7a and line 7b			7c <u>0.00</u>
8 AMTI. Subtract line 7c from line 6			
9 Enter \$40,000 exemption. See instructions			9 <u>40,000.00</u>
10 Enter \$150,000 limitation. See instructions			10 <u>150,000.00</u>
11 Subtract line 10 from line 8. If zero or less, enter -0-			11 <u>0.00</u>
12 Multiply line 11 by 25% (.25)			12 <u>00</u>
13 Exemption. Subtract line 12 from line 9. If zero or less, enter -0-			13 <u>40,000.00</u>
14 Subtract line 13 from line 8. If zero or less, enter -0-			14 <u>0.00</u>
15 Multiply line 14 by 6.65% (.0665)	15	<u>00</u>	
16 Banks and financial corps. Multiply Form 100, line 23, by 2.00% (.0200). See instructions	16	<u>00</u>	

Part I Tentative Minimum Tax (TMT) and Alternative Minimum Tax (AMT) Computation (continued)

17 TMT. Add line 15 and line 16 from Side 1	17	0 . 00
18 Regular tax before credits. Enter amount from Form 100, line 24 or Form 109, line 10 See instructions	18	0 . 00
19 AMT. Subtract line 18 from line 17. If zero or less, enter -0-. See instructions	19	0 . 00

Part II Credits that Reduce Tax

1 Regular tax from Form 100, line 24 or Form 109, line 10. See instructions	1	800 . 00
2 TMT (before credits) from Part I, line 17 (but not less than the minimum franchise tax, if applicable)	2	800 . 00

	(a) Credit amount	(b) * Credit used this year	(c) Tax balance that may be offset by credits	(d) Credit carryover
Section A - Credits that reduce excess regular tax.				
3 Subtract line 2 from line 1. If zero or less, enter -0- and see instructions. This is the excess regular tax which may be offset by credits	3			
A1 Credits that reduce excess regular tax and have no carryover provisions.				
4 Code: 162 Prison inmate labor credit. See instructions	4			
A2 Credits that reduce excess regular tax and have carryover provisions. See instructions.				
5 Code: _____ Credit Name: _____	5			
6 Code: _____ Credit Name: _____	6			
7 Code: _____ Credit Name: _____	7			
8 Code: _____ Credit Name: _____	8			
9 Code: 188 Credit for prior year AMT from Part III, line 3	9			
Section B - Credits that may reduce regular tax below TMT.				
10 If Part II, line 3 is zero, enter the amount from line 1 minus the minimum franchise tax, if applicable. If line 3 is more than zero, enter the total of Part II, line 2, minus the minimum franchise tax, if applicable, plus line 9, column (c) or the last entry in column (c).	10		0 .	
B Credits that reduce net tax and have carryover provisions. See instructions.				
11 Code: <u>183</u> Credit Name: <u>RESEARCH</u>	11	9,466 .	0 .	9,466 .
12 Code: _____ Credit Name: _____	12			
13 Code: _____ Credit Name: _____	13			
14 Code: _____ Credit Name: _____	14			
Section C - Credits that may reduce AMT.				
15 Enter the AMT from Part I, line 19	15			
16 Code: 180 Solar energy credit carryover from Section B, column (d)	16			
17 Code: 181 Commercial solar energy credit carryover from Section B, column (d)	17			
18 Adjusted AMT. Enter the balance from line 17, column (c) here and on Form 100, line 30 or Form 109, Side 1, line 13	18			

Part III Credit for Prior Year AMT

1 Enter the AMT from the 2007 Schedule P (100), Part I, line 19. See instructions	1	00
2 Carryover of unused credit for prior year AMT. See instructions	2	00
3 Total available credit. Add line 1 and line 2. Enter here and on Part II, line 9, column (a).	3	00

* If the corporation is subject to the business tax credit limitation, the total amounts of credit claimed in Part II, column (b) cannot exceed 50% of the regular tax reported on Part II, line 1. See the What's New section for more information.

CA	Adjusted Current Earnings Adjustment Worksheet	2008
1	Pre-adjustment AMTI (enter the amount from Schedule P)	<u>-164,845.</u>
2	ACE depreciation adjustment:	
a	AMT depreciation	<u>6,159.</u>
b	ACE depreciation:	
	(i) Post-1989 property	
	(ii) Pre-1990 MACRS property	
	(iii) Pre-1990 ACRS property	
	(iv) Property described in sections 168(f)(1) through (4) ...	
	(v) Other property	
	(vi) Total ACE depreciation (add lns 2b(i) thru 2b(v))	
c	ACE depreciation adjustment (subtract line 2b(vi) from line 2a)	<u>6,159.</u>
3	Inclusion in ACE of items included in E&P:	
a	Tax-exempt interest income	
b	Death benefits from life insurance contracts	
c	All other distributions from life insurance contracts (Including surrenders)	
d	Inside buildup of undistributed income in life insurance contracts	
e	Other items to be included in E&P	
f	Total increase in ACE due to inclusion in ACE of items included in E&P (Add lines 3a thru 3e)	
4	Disallowance of items not deductible in computing E&P:	
a	Certain dividends received	
b	Dividends paid on certain preferred stock of public utilities deductible under Section 247	
c	Dividends paid to ESOP that are deductible under Section 404(k)	
d	Non-patronage dividends that are paid and deductible under Section 1382(c)	
e	Other disallowed items not deductible for E&P	
f	Total increase to ACE due to disallowance of items not deductible in computing E&P (Add lines 4a thru 4e)	
5	Certain other E&P adjustments:	
a	Intangible drilling costs	
b	Circulation expenditures	
c	Organizational expenditures	
d	LIFO inventory adjustments	
e	Installment sales	
f	Total other E&P adjustments (Combine lines 5a thru 5e)	
6	Loss on exchange of debt pools	
7	Acquisition expenses of life insurance companies for qualified foreign contracts	
8	Depletion	
9	Basis adjustments in determining gain or loss from sale or exchange of property	
10	Adjusted current earnings. Combine lines 1, 2c, 3f, 4f and 5f through 9	<u>-158,686.</u>

846361
04-25-08

2008 Research Credit

3523

Attach to your California tax return.	SSN or ITIN or California corporation no. 2424198
Name(s) as shown on return USCL CORPORATION	FEIN 88-0338090
	Secretary of State (SOS) file number

Part I Credit Computation. Read the instructions before completing this form.

Section A Regular Credit. Skip this section and go to Section B, Alternative Incremental Credit, if you are electing the alternative incremental credit.

Line 1 through line 4 are to be completed only by corporations (other than S corporations, personal holding companies, and service organizations). Individuals, estates, trusts, partnerships, S corporations and limited liability companies (LLC's), begin on line 5.

1 Basic research payments paid or incurred during the taxable year. See instructions	1		00
2 Base period amount. See instructions	2		00
3 Subtract line 2 from line 1. If less than zero, enter -0-	3		00
4 Multiply line 3 by 24% (.24)	4		00
Qualified research expenses paid or incurred.			
5 Wages for qualified services. See instructions	5		00
6 Cost of supplies. See instructions	6		00
7 Rental or lease costs of computers. See instructions	7		00
8 Enter the applicable percentage of contract research expenses. See instructions	8		00
9 Total qualified research expenses. Add line 5 through line 8	9		00
10 Enter fixed-base percentage, but not more than 16% (.16). See instructions	10		%
11 Enter average annual gross receipts. See instructions	11		00
12 Base amount. Multiply line 11 by the percentage on line 10	12		00
13 Subtract line 12 from line 9. If zero or less, enter -0-	13		00
14 Multiply line 9 by 50% (.50). See instructions	14		00
15 Enter the smaller of line 13 or line 14	15		00
16 Multiply line 15 by 15% (.15)	16		00
17 a Regular credit. Add line 4 and line 16. If you do not elect the reduced credit under IRC Section 280C(c), enter the result here, and see instructions for the schedule to attach	17 a		00
b Reduced regular credit under IRC Section 280C(c). Multiply line 17a by the applicable percentage below:			
• 90.7% (.907) for individuals and estates or trusts			
• 91.16% (.9116) for corporations			
• 98.5% (.985) for S corporations			
Enter the reduced credit amount and write "Section 280C(c)" on the dotted line to the left of line 17b	17 b		00

Section B Alternative Incremental Credit. Skip this section if you completed Section A, Regular Credit.

Line 18 through line 21 are to be completed only by corporations (other than S corporations, personal holding companies, and service organizations).

Individuals, estates, trusts, and partnerships, S corporations, and LLC's, begin on line 22.

18	Basic research payments paid or incurred during the taxable year. See instructions	18	_____	00
19	Base period amount. See instructions	19	_____	00
20	Subtract line 19 from line 18. If less than zero, enter -0-	20	_____	00
21	Multiply line 20 by 24% (.24)	21	_____	00
Qualified research expenses paid or incurred.				
22	Wages for qualified services. See instructions	22	_____	00
23	Cost of supplies. See instructions	23	_____	00
24	Rental or lease costs of computers. See instructions	24	_____	00
25	Enter the applicable percentage of contract research expenses. See instructions	25	_____	00
26	Total qualified research expenses. Add line 22 through line 25	26	_____	00
27	Enter average annual gross receipts. See instructions	27	_____	00
28	Multiply line 27 by 1% (.01)	28	_____	00
29	Subtract line 28 from line 26	29	_____	00
30	Multiply line 27 by 1.5% (.015)	30	_____	00
31	Subtract line 30 from line 26. If zero or less, enter -0-	31	_____	00
32	Subtract line 31 from line 29. If zero or less, enter -0-	32	_____	00
33	Multiply line 27 by 2% (.02)	33	_____	00
34	Subtract line 33 from line 26. If zero or less, enter -0-	34	_____	00
35	Subtract line 34 from line 31. If zero or less, enter -0-	35	_____	00
36	Multiply line 32 by 1.49% (.0149)	36	_____	00
37	Multiply line 35 by 1.98% (.0198)	37	_____	00
38	Multiply line 34 by 2.48% (.0248)	38	_____	00
39	a Alternative incremental credit. Add line 21, line 36, line 37, and line 38. If you do not elect the reduced credit under IRC Section 280C(c), enter the result here, and see instructions for the schedule that must be attached	39a	_____	00
	b Reduced alternative incremental credit under IRC Section 280C(c). Multiply line 39a by the applicable percentage below:			
	• 90.7% (.907) for individuals and estates or trusts			
	• 91.16% (.9116) for corporations			
	• 98.5% (.985) for S corporations			
	Enter the reduced credit amount and write "Section 280C(c)" on the dotted line to the left of line 39b	39b	_____	00
40	Pass-through research credit(s) from S corporations, estates, trusts, partnerships, and LLC's. See instructions	40	_____	00
41	Current year research credit. If you did not elect the reduced credit under IRC Section 280C(c), add line 17a or line 39a to line 40 and enter the result here. If you elected the reduced credit under IRC Section 280C(c), add line 17b or line 39b to line 40 and enter the result here	41	_____	00
42	Enter the amount of credit on line 41 that is from passive activities. If none of the amount on line 41 is from passive activities, enter -0-	42	_____	00
43	Subtract line 42 from line 41	43	_____	00
44	Enter the allowable credit from passive activities. See instructions	44	_____	00
45	Non-passive activity credit carryover from prior year. See instructions	45	_____	9,466.00
46	Total available research credit. Add line 43 through line 45	46	_____	9,466.00
	Your credit may be limited. See instructions for line 46.			

Part II Carryover Computation. Do not complete this part if you file Schedule P (100, 100W, 540, 540NR, or 541).

47	Amount of research credit claimed on current year tax return. See line 46 instructions	47	_____	00
48	Credit carryover available to future years. Subtract line 47 from line 46	48	_____	00

2008

Net Operating Loss (NOL) Computation and NOL and Disaster Loss Limitations - Corporations

3805Q

Attach to Form 100, Form 100W, Form 100S or Form 109.

Corporation name	California corporation number
USCL CORPORATION	2424198
During the taxable year the corporation incurred the NOL, the corporation was a(n): <input checked="" type="checkbox"/> C Corporation <input type="checkbox"/> S Corporation	FEIN
<input type="checkbox"/> Exempt Organization <input type="checkbox"/> Limited Liability Company (electing to be taxed as a corporation)	88-0338090

If the corporation previously filed California tax returns under another corporate name, enter the corporation name and California corporation number:

If the corporation is included in a combined report of a unitary group, see instructions, General Information C, Combined Reporting.

Part I Current year NOL. If the corporation does not have a current year NOL, go to Part II.

1 Net loss from Form 100, line 19; Form 100W, line 19; Form 100S, line 16; or Form 109, line 2. Enter as a positive number	1	163,254.00
2 2008 disaster loss included in line 1. Enter as a positive number	2	00
3 Subtract line 2 from line 1. If zero or less, enter -0- and see instructions	3	163,254.00
4 a Enter the amount of the loss incurred by a new business included in line 3	4a	00
b Enter the amount of the loss incurred by an eligible small business included in line 3	4b	00
c Add line 4a and line 4b	4c	00
5 General NOL. Subtract line 4c from line 3	5	163,254.00
6 2008 NOL carryover. Add line 2, line 4c, and line 5. See instructions	6	163,254.00

Part II NOL carryover and disaster loss carryover limitations. See instructions.

1 Net income (loss) - Enter the amount from Form 100, line 19; Form 100W, line 19; Form 100S, line 16 less line 17 (but not less than -0-); or Form 109, line 2. If the corporation taxable income is \$500,000 or more, see instructions	(g)	
	Available balance	
		0.

Prior Year NOLs

(a) Year of loss	(b) Code - See instructions	(c) Type of NOL - See below *	(d) Initial loss	(e) Carryover from 2007	(f) Amount used in 2008		(h) Carryover to 2009 col. (e) - col. (f)
2			SEE STATEMENT 13				

Current Year NOLs

							col. (d) - col. (f)
3	2008	DIS					
4	2008	GEN	163,254.				163,254.
	2008						
	2008						
	2008						

* **Type of NOL:** General (GEN), New Business (NB), Eligible Small Business (ESB), or Disaster (DIS).

Part III 2008 NOL deduction

1 Total the amounts in Part II, line 2, column (f)	1	00
2 Enter the total amount from line 1 that represents disaster loss carryover deduction here and on Form 100, line 22; Form 100W, line 22; or Form 100S, line 20. Form 109 filers enter -0-	2	00
3 Subtract line 2 from line 1. Enter the result here and on Form 100, line 20; Form 100W, line 20; Form 100S, line 18; or Form 109, line 7	3	00

2008

Net Operating Loss (NOL) Computation and NOL and Disaster Loss Limitations - Corporations

3805Q

Attach to Form 100, Form 100W, Form 100S or Form 109.

ALTERNATIVE MINIMUM TAX

Corporation name

California corporation number

USCL CORPORATION

2424198

During the taxable year the corporation incurred the NOL, the corporation was a(n): C Corporation S Corporation

FEIN

Exempt Organization Limited Liability Company (electing to be taxed as a corporation)

88-0338090

If the corporation previously filed California tax returns under another corporate name, enter the corporation name and California corporation number:

If the corporation is included in a combined report of a unitary group, see instructions, General Information C, Combined Reporting.

Part I Current year NOL. If the corporation does not have a current year NOL, go to Part II.

1	Net loss from Form 100, line 19; Form 100W, line 19; Form 100S, line 16; or Form 109, line 2. Enter as a positive number	1	160,226.00
2	2008 disaster loss included in line 1. Enter as a positive number	2	00
3	Subtract line 2 from line 1. If zero or less, enter -0- and see instructions	3	160,226.00
4	a Enter the amount of the loss incurred by a new business included in line 3	4a	00
	b Enter the amount of the loss incurred by an eligible small business included in line 3	4b	00
	c Add line 4a and line 4b	4c	00
5	General NOL. Subtract line 4c from line 3	5	160,226.00
6	2008 NOL carryover. Add line 2, line 4c, and line 5. See instructions	6	160,226.00

Part II NOL carryover and disaster loss carryover limitations. See Instructions.

1	Net income (loss) - Enter the amount from Form 100, line 19; Form 100W, line 19; Form 100S, line 16 less line 17 (but not less than -0-); or Form 109, line 2. If the corporation taxable income is \$500,000 or more, see instructions	(g) Available balance	0.
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Prior Year NOLs

(a) Year of loss	(b) Code - See instructions	(c) Type of NOL - See below *	(d) Initial loss	(e) Carryover from 2007	(f) Amount used in 2008	(g)	(h) Carryover to 2009 col. (e) - col. (f)
2		SEE STATEMENT 14					

Current Year NOLs

(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h) col. (d) - col. (f)
3 2008		DIS					
4 2008		GEN	160,226.				160,226.
2008							
2008							
2008							

* **Type of NOL:** General (GEN), New Business (NB), Eligible Small Business (ESB), or Disaster (DIS).

Part III 2008 NOL deduction

1	Total the amounts in Part II, line 2, column (f)	1	00
2	Enter the total amount from line 1 that represents disaster loss carryover deduction here and on Form 100, line 22; Form 100W, line 22; or Form 100S, line 20. Form 109 filers enter -0-	2	00
3	Subtract line 2 from line 1. Enter the result here and on Form 100, line 20; Form 100W, line 20; Form 100S, line 18; or Form 109, line 7	3	00

SCHED. P, LN 7B

Corporation Depreciation and Amortization

Attach to Form 100 or Form 100W.

Corporation name USCL CORPORATION	California corporation number 2424198
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Part I Election To Expense Certain Property Under IRC Section 179

1 Maximum deduction under Section 179 for California	1	\$25,000									
2 Total cost of Section 179 property placed in service	2										
3 Threshold cost of Section 179 property before reduction in limitation	3	\$200,000									
4 Reduction in limitation. Subtract line 3 from line 2. If zero or less, enter -0-	4										
5 Dollar limitation for taxable year. Subtract line 4 from line 1. If zero or less, enter -0-	5										
<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <th style="width: 45%;">(a) Description of property</th> <th style="width: 20%;">(b) Cost (business use only)</th> <th style="width: 35%;">(c) Elected cost</th> </tr> <tr> <td>6</td> <td></td> <td></td> </tr> <tr> <td>7 Listed property (elected Section 179 cost)</td> <td style="text-align: center;">7</td> <td></td> </tr> </table>			(a) Description of property	(b) Cost (business use only)	(c) Elected cost	6			7 Listed property (elected Section 179 cost)	7	
(a) Description of property	(b) Cost (business use only)	(c) Elected cost									
6											
7 Listed property (elected Section 179 cost)	7										
8 Total elected cost of Section 179 property. Add amounts in column (c), lines 6 and 7	8										
9 Tentative deduction. Enter the smaller of line 5 or line 8	9										
10 Carryover of disallowed deduction from prior taxable years	10										
11 Business income limitation. Enter the smaller of business income (not less than zero) or line 5	11										
12 Section 179 expense deduction. Add lines 9 and 10, but do not enter more than line 11	12										
13 Carryover of disallowed deduction to 2009. Add lines 9 and 10, less line 12	13										

Part II Depreciation and Election of Additional First Year Expense Deduction Under R&TC Section 24356

(a) Description of property	(b) Date acquired	(c) Cost or other basis	(d) Depreciation allowed or allowable in earlier years	(e) Depreciation Method	(f) Life or rate	(g) Depreciation for this year	(h) Additional first year depreciation
14 SEE STATEMENT 15							
15 Add the amounts in column (g) and column (h). The combined total of column (h) may not exceed \$2,000. See instructions for line 14, column (h)						15	4,527.

Part III Summary

16 Total: If the corporation is electing: IRC Section 179 expense, add the amount on line 12 and line 15, column (g); or Additional first year depreciation under R&TC Section 24356, add the amounts on line 15, columns (g) and (h), or Depreciation (if no election is made), enter the amount from line 15, column (g)	16	4,527.
17 Total depreciation claimed for federal purposes from federal Form 4562, line 22	17	4,527.
18 Depreciation adjustment. If line 17 is greater than line 16, enter the difference here and on Form 100 or Form 100W, Side 1, line 6. If line 17 is less than line 16, enter the difference here and on Form 100 or Form 100W, Side 1, line 12. (If California depreciation amounts are used to determine net income before state adjustments on Form 100 or Form 100W, no adjustment is necessary.)	18	0.

Part IV Amortization

(a) Description of property	(b) Date acquired	(c) Cost or other basis	(d) Amortization allowed or allowable in earlier years	(e) R&TC section (see instructions)	(f) Period or percentage	(g) Amortization for this year	
19 34 COPYRIGHTS/PATENTS							
	01/01/06	550.	92.		180M	37.	
20 Total. Add the amounts in column (g)						20	37.
21 Total amortization claimed for federal purposes from federal Form 4562, line 44						21	37.
22 Amortization adjustment. If line 21 is greater than line 20, enter the difference here and on Form 100 or Form 100W, Side 1, line 6. If line 21 is less than line 20, enter the difference here and on Form 100 or Form 100W, Side 1, line 12						22	0.

FORM 5806 COMPUTATION OF INTEREST ON UNDERPAYMENT STATEMENT 1

Q T R -	EVENT AMOUNT	REMAINING TYPE UNDERPAYMENT	PERIOD OF UNDERPAYMENT	DAYS	INTEREST RATE	AMOUNT OF PENALTY
A	800.	Q	800. 10/15/2008 12/31/2008	77	7.0000	12.
		R	800. 12/31/2008 06/30/2009	181	5.0000	20.
		R	800. 06/30/2009 09/15/2009	77	5.0000	8.
TOTAL TO FORM 5806 LINE 22B						40.

EVENT TYPE: Q = QUARTERLY AMOUNT DUE
 P = PAYMENT
 R = INTEREST RATE CHANGE
 L = LEAP YEAR CHANGE
 O = OVERPAYMENT FROM PRIOR YEAR/QUARTER
 W = NONRESIDENT WITHHOLDING

FORM 100/100W	CONTRIBUTIONS	STATEMENT	2
NET INCOME AFTER STATE ADJUSTMENTS	-163,254		
DEDUCTION FOR DIVIDENDS RECEIVED	0		
NET INCOME ADJUSTED FOR CONTRIBUTION PURPOSES			-163,254
CARRYOVER OF PRIOR YEARS UNUSED CONTRIBUTIONS:			
FOR TAX YEAR 2003	0		
FOR TAX YEAR 2004	111		
FOR TAX YEAR 2005	100		
FOR TAX YEAR 2006	56		
FOR TAX YEAR 2007	250		
TOTAL OF UNUSED CARRYOVER CONTRIBUTIONS			517
CURRENT YEAR CONTRIBUTIONS			0
TOTAL AVAILABLE CONTRIBUTIONS			517
10% OF NET INCOME AS ADJUSTED			0
EXCESS CONTRIBUTIONS			517
ALLOWABLE CONTRIBUTIONS DEDUCTION			0

FORM 100/100W	LOCATION OF PRINCIPAL ACCOUNTING RECORDS	STATEMENT	3
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2433 GARFIELD AVENUE
CARMICHAEL, CA 95608-5121

CA	COUNTRY INCORPORATED	STATEMENT	4
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UNITED STATES

FORM 100/100W	PENALTY AND INTEREST	STATEMENT	5
BALANCE DUE FROM FORM 100			800
LATE PAYMENT INTEREST			67
LATE PAYMENT AND/OR LATE FILING PENALTIES			200
TOTAL LATE FILING AND/OR LATE PAYMENT PENALTIES AND INTEREST			267
UNDERPAYMENT PENALTY FROM FORM 5806			40
TOTAL PENALTIES AND INTEREST TO FORM 100			307

FORM 100/100W, SCHEDULE F OTHER DEDUCTIONS STATEMENT 6

DESCRIPTION	AMOUNT
ACCOUNTING	5,295.
AMORTIZATION	37.
AUTO	1,017.
BANK CHARGES	1,806.
DUES & SUBSCRIPTION	27.
INSURANCE	1,865.
LEGAL & PROFESSIONAL	8,754.
OFFICE SUPPLIES	1,955.
OTHER EXPENSES	78,052.
OUTSIDE SERVICES	13,504.
POSTAGE	916.
REFERENCE MATERIALS	183.
UTITITIES	2,842.
TOTAL TO FORM 100/100W, PAGE 3, SCHEDULE F	116,253.

FORM 100/100W, SCHEDULE L OTHER CURRENT ASSETS STATEMENT 7

DESCRIPTION	BEGINNING OF TAX YEAR	END OF TAX YEAR
EMPLOYEE & TRAVEL ADVANCES	11,311.	11,311.
TOTAL TO FORM 100/100W, PAGE 4, SCHEDULE L	11,311.	11,311.

FORM 100/100W, SCHEDULE L OTHER CURRENT LIABILITIES STATEMENT 8

DESCRIPTION	BEGINNING OF TAX YEAR	END OF TAX YEAR
UNEARNED REVENUE	29,542.	29,542.
CASH OVERDRAFT		128.
TOTAL TO FORM 100/100W, PAGE 4, SCHEDULE L	29,542.	29,670.

FORM 100/100W, SCHEDULE L OTHER LIABILITIES STATEMENT 9

DESCRIPTION	BEGINNING OF TAX YEAR	END OF TAX YEAR
ACCOUNTS PAYABLE - JACK MADOR	2,040.	2,180.
DEFERRED COMP - P FINE	41,666.	41,666.
DEFERRED COMP - TAMARKIN	408,304.	528,310.
DEFERRED COMP - TOLEDANO	19,327.	19,327.
DEFERRED COMP - E. TAMARKIN	141,750.	145,500.
BRIDGE LOANS	328,067.	419,181.
LOAN PAY. - RAY PRESGRAVE	29,634.	31,035.
LOAN PAY. - JEFFREY MICHEL	69,438.	76,098.
LOAN PAY. - CLARA MILLER	86,309.	97,853.
TOTAL TO FORM 100/100W, PAGE 4, SCHEDULE L	1,126,535.	1,361,150.

FORM 100/100W, SCHEDULE M-1 EXPENSES RECORDED ON BOOKS NOT DEDUCTED ON RETURN STATEMENT 10

DESCRIPTION	AMOUNT
ACCRUED WAGES	123,750.
TOTAL TO FORM 100/100W, SCHEDULE M-1	123,750.

CA SCHEDULE D-1 PART I - SALES OR EXCHANGES OF PROPERTY USED IN A TRADE OR BUSINESS AND INVOLUNTARY CONVERSIONS STATEMENT 11

(A) DESCRIPTION	(B) DATE ACQ	(C) DATE SOLD	(D) SALES PRICE	(E) DEPRECIATION ALLOWED	(F) COST OR BASIS	(G) GAIN OR LOSS
VEHICLE	01/01/04	06/30/09	0.	1,959.	2,000.	-41.
TOTAL			0.	1,959.	2,000.	-41.

CA SCHEDULE P		BASIS ADJUSTMENT FOR SALES		STATEMENT 12
DESCRIPTION	AMT DEPREC	REG DEPREC	ADJUSTMENT	
VEHICLE	2,000.	1,959.	41.	
TOTAL TO SCHEDULE P, LINE 2D			41.	

FORM 3805Q		PRIOR YEAR NOLS			STATEMENT 13
(A) YEAR	(B) CODE (D) LOSS	(C) TYPE OF NOL (E) C/O FROM 07	(F) AMOUNT USED IN 2008	(G) AVAILABLE BALANCE	(H) CARRYOVER TO 2009
2000	8711 280,986.	ESB 280,986.	0.	0.	280,986.
2001	8711 232,342.	ESB 232,342.	0.	0.	232,342.
2002	8711 193,774.	ESB 193,774.	0.	0.	193,774.
2003	8711 262,465.	ESB 262,465.	0.	0.	262,465.
2004	871 209,433.	ESB 209,433.	0.	0.	209,433.
2005	 361,075.	ESB 361,075.	0.	0.	361,075.
2006	 644,833.	ESB 644,833.	0.	0.	644,833.
2007	 370,725.	GEN 370,725.	0.	0.	370,725.
TOTALS		2,555,633.	0.		2,555,633.

FORM 3805Q		PRIOR YEAR AMT NOL			STATEMENT 14	
(A) YEAR	(B) CODE (D) LOSS	(C) TYPE OF NOL (E) C/O FROM 07	(F) USED IN 2008	(G) AVAILABLE BALANCE	(H) CARRYOVER TO 2009	
2004		ESB				
	199,565.		199,565.	0.	0.	199,565.
2005		ESB				
	0.		0.	0.	0.	0.
2005		ESB				
	355,979.		355,979.	0.	0.	355,979.
2006		GEN				
	639,815.		639,815.	0.	0.	639,815.
2007		GEN				
	366,063.		366,063.	0.	0.	366,063.
TOTAL	1,561,422.		1,561,422.			1,561,422.

FORM 3885		DEPRECIATION				STATEMENT 15		
ASSET NO.	DESCRIP- TION	DATE IN SERVICE	COST OR BASIS	PRIOR DEPR	METHOD	LIFE	DEPRE- CIATION	BONUS
20	PRODUCTION/R & D	01/01/02	749.	725.	200DB	7.00	24.	
21	VEHICLE	01/01/04	2,000.	1,844.	200DB	5.00	115.	
25	PRODUCTION/R & D	01/01/05	700.	450.	200DB	7.00	63.	
27	OFFICE FURNITURE	01/01/04	2,904.	2,872.	SL	5.00	32.	
29	COMPUTER EQUIPMENT	01/01/05	2,878.	2,208.	SL	5.00	576.	
30	PRODUCTION	01/01/04	337.	245.	SL	7.00	48.	
32	OFFICE EQUIPMENT	01/01/06	4,722.	1,688.	SL	7.00	675.	
33	COMPUTER EQUIPMENT	01/01/06	1,507.	1,255.	SL	3.00	252.	
35	OFFICE FURNITURE	01/01/07	3,922.	840.	SL	7.00	560.	
36	COMPUTER EQUIPMENT	01/01/07	2,601.	558.	SL	7.00	372.	
37	MARKETING EQUIPMENT	01/01/07	12,671.	2,715.	SL	7.00	1,810.	
TOTAL TO FORM 3885			34,991.	15,400.			4,527.	