

Teucrium Commodity Trust
Form SC 13D/A
July 31, 2014

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 1)*

TEUCRIUM SOYBEAN FUND
(Name of Issuer)

EXCHANGE TRADED FUND
(Title of Class of Securities)

88166A607
(CUSIP Number)

Richard Kennedy, Chief Compliance Officer
2680 Skymark Avenue, 5th Floor, Mississauga, Ontario A6 L4W 5L6
Tel: (905) 212.2436
(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

July 15, 2014
(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of the Schedule 13D, and is filing this schedule because of Rule 13d-1(e), (f) or (g), check the following box.

* The remainder of this cover page shall be filled out for the reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

CUSIP No. 88166A607

Names of
1. Reporting
Persons
I.R.S.
Identification
Nos. of above
persons (entities
only.)

Counsel Portfolio
Services Inc.
IRS No.

Check the
Appropriate box
2. if a Member
of Group (See
Instructions)

(a) x
(b)

3. SEC Use Only

Source of Funds
4. (See
Instructions) WC

Check if
Disclosure of
Legal
5. Proceedings Is
Required
Pursuant to Items
2(d) or 2(e)

Citizenship or
Place of
6. Organization Ontario,
Canada

Number of 7.

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Shares Beneficially by Owned Each Reporting Person With		Sole Voting Power 7,631 shares of common stock (See Item 5)
	8.	Shared Voting Power
	9.	Sole Dispositive Power 7,631 shares of common stock (See Item 5)
	10.	Shared Dispositive Power

11. Aggregate Amount Beneficially Owned by Each Reporting Person 7,631 shares of common stock (See Item 5)

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11) 4.3605%

14. Type of Reporting Person (See Instructions) CO

Item 1. Security and Issuer

This statement relates to the common shares of stock of Teucrium Soybean Fund (the "Issuer"), a commodity pool that is a series of the Teucrium Commodity Trust (the "Trust"), a statutory trust organized under the laws of the state of Delaware. The Issuer was formed and is managed and controlled by Teucrium Trading LLC (the "Sponsor"), a limited liability company formed under the laws of the state of Delaware. The principal executive offices of the Trust, Sponsor and Issuer are located at 232 Hidden Lake Road, Building A, Brattleboro, Vermont 05301.

Item 2. Identity and Background

(a) This Schedule 13D is being filed by the entity Counsel Portfolio Services Inc., a corporation formed under the laws of the province of Ontario, Canada (the "Reporting Person");

(b) The business address for the Reporting Person is 2680 Skymark Avenue, 7th Floor, Mississauga, Ontario A6 L4W 5L6;

(c) The principal business of the Reporting Person is an investment management business.

(d) During the last five years, neither the Reporting Person nor any of the Listed Persons (as defined below) have been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors);

(e) During the last five years, neither the Reporting Person nor any of the Listed Persons (as defined below) have been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws;

(f) The Reporting Person is a Canadian corporation.

In accordance with the provisions of General Instruction C to Schedule 13D, information concerning the executive officers of the Reporting Person (the "Listed Persons") required by Item 2 of Schedule 13D is listed on Schedule I hereto and is incorporated by reference herein.

Item 3. Source and Amount of Funds or Other Consideration

The funds used by the Reporting Person to acquire the securities described herein were obtained from the working capital of the company.

Item 4. Purpose of Transaction

The Reporting Person acquired the shares of the Issuer reported herein solely for investment purposes. The Reporting Person may make additional purchases of shares in the open market, depending on the Reporting Person's business, investment strategies, the market for the shares, general economic conditions, stock market conditions and other future developments.

The following describes plans or proposals that the Reporting Person may have with respect to the matters set forth in Item 4(a)-(j) of Schedule 13D:

- (a) The Reporting Person may acquire or dispose of shares of the Issuer's stock depending upon prevailing market conditions and its investment objectives;
- (b) None;
- (c) None;
- (d) None;
- (e) None;
- (f) None;
- (g) None;
- (h) None;
- (i) None; and
- (j) None.

Item 5. Interest in Securities of the Issuer

The following information with respect to the ownership of the Common Shares of Stock of the Issuer by the Reporting Person filing this statement on Schedule 13D is provided as of the date of this filing:

Reporting Person	Shares Held Directly	Sole Voting Power	Shared Voting Power	Dispositive Power	Sole Dispositive Power	Shared Beneficial Ownership	Percentage of Class
Counsel Portfolio Services Inc.	7,631	7,631	0	7,631	0	7,631	4.3605 %

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

Other than as described in this Schedule 13D, to the best of the Reported Person's knowledge, there are no other contracts, arrangements, understandings or relationships (legal or otherwise) between the entity and any other person with respect to any securities of the Issuer.

Item 7. Material to Be Filed as Exhibits

Not Applicable.

Signature

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

Counsel Portfolio Services Inc.

By: /s/ Richard Kenney
Richard Kenney, Vice-President of Risk
Management & Chief Compliance Officer

Dated: July 31, 2014

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative (other than an executive officer or general partner of the filing person), evidence of the representative's authority to sign on behalf of such person shall be filed with the statement: provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)

SCHEDULE 1

Set forth below, with respect to each executive officer of the Reporting Person are the following: (a) name; (b) business address; (c) principal occupation or employment; and (d) citizenship.

Sam Febbraro
c/o Counsel Portfolio Services Inc.
2680 Skymark Avenue
7th Floor
Mississauga, Ontario A6 L4W 5L6
Canada
Principal Occupation: President and Chief Executive Officer
Citizenship: Canadian

Frank Gawlina
c/o Counsel Portfolio Services Inc.
2680 Skymark Avenue
7th Floor
Mississauga, Ontario A6 L4W 5L6
Canada
Principal Occupation: Chief Financial Officer
Citizenship: Canadian

Corrado Tiralongo
c/o Counsel Portfolio Services Inc.
2680 Skymark Avenue
7th Floor
Mississauga, Ontario A6 L4W 5L6
Canada
Principal Occupation: Chief Investment Officer
Citizenship: Canadian

Richard Kenney
c/o Counsel Portfolio Services Inc.
2680 Skymark Avenue
7th Floor
Mississauga, Ontario A6 L4W 5L6
Canada
Principal Occupation: Vice President of Risk Management & Chief Compliance Officer
Citizenship: Canadian

Paul G. Oliver
c/o Counsel Portfolio Services Inc.
2680 Skymark Avenue
7th Floor
Mississauga, Ontario A6 L4W 5L6
Canada
Principal Occupation: Director
Citizenship: Canadian

Christopher Reynolds
c/o Counsel Portfolio Services Inc.
2680 Skymark Avenue
7th Floor
Mississauga, Ontario A6 L4W 5L6
Canada
Principal Occupation: Director
Citizenship: Canadian

-BOTTOM:1px solid #b2b2b2">^(a)

Europcar Groupe SA, Senior Notes

11.500% 5/15/17 380,000 EUR 603,656^(b)

Europcar Groupe SA, Senior Notes

9.375% 4/15/18 2,010,000 EUR 2,879,175^(b)

Total Auto Components

4,224,831

Automobiles 0.5%

Chrysler Group LLC/CG Co.-Issuer Inc., Secured Notes

8.250% 6/15/21 2,482,000 2,820,173^(a)

Jaguar Holding Co. II/Jaguar Merger Sub Inc., Senior Notes

9.500% 12/1/19 1,020,000 1,150,050^{(a)(b)}

Total Automobiles

3,970,223

Diversified Consumer Services 1.0%

Co-operative Group Holdings 2011 Ltd., Senior Notes, Step bond

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6.875% 7/8/20 337,000 GBP 554,546 (b)

Co-operative Group Holdings 2011 Ltd., Senior Notes, Step bond

7.500% 7/8/26 500,000 GBP 821,742

Laureate Education Inc., Senior Notes

9.250% 9/1/19 1,910,000 2,110,550 (a)(b)

Service Corp. International, Senior Notes

7.500% 4/1/27 2,090,000 2,246,750 (a)

StoneMor Partners LP/Cornerstone Family Services of WV, Senior Notes

7.875% 6/1/21 1,810,000 1,886,925 (a)(b)

Total Diversified Consumer Services

7,620,513

Hotels, Restaurants & Leisure 6.3%

Arcos Dorados Holdings Inc., Senior Notes

6.625% 9/27/23 1,730,000 1,764,600 (b)

Bossier Casino Venture Holdco Inc., Senior Secured Bonds

14.000% 2/9/18 2,726,837 2,576,357 (b)(c)(d)(e)

Boyd Gaming Corp., Senior Notes

9.125% 12/1/18 1,470,000 1,605,975 (a)

Boyd Gaming Corp., Senior Notes

9.000% 7/1/20 2,370,000 2,565,525 (a)

Burger King Capital Holdings LLC/Burger King Capital Finance Inc., Senior Notes, Step bond

0.000% 4/15/19 840,000 749,700 (b)

Caesars Entertainment Operating Co. Inc., Senior Secured Notes

11.250% 6/1/17 2,875,000 2,875,000 (a)

Caesars Entertainment Operating Co. Inc., Senior Secured Notes

8.500% 2/15/20 4,500,000 4,170,937

Carrols Restaurant Group Inc., Senior Secured Notes

11.250% 5/15/18 2,720,000 3,134,800 (a)

CCM Merger Inc., Senior Notes

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9.125% 5/1/19 3,360,000 3,578,400 (a)(b)

Downstream Development Quapaw, Senior Secured Notes

10.500% 7/1/19 2,580,000 2,573,550 (a)(b)

Fontainebleau Las Vegas Holdings LLC/Fontainebleau Las Vegas Capital Corp., Senior Secured Notes

10.250% 6/15/15 975,000 1,828 (b)(f)

Hoa Restaurant Group LLC/Hoa Finance Corp., Senior Secured Notes

11.250% 4/1/17 3,140,000 3,242,050 (a)(b)

Landry's Holdings II Inc., Senior Notes

10.250% 1/1/18 1,530,000 1,625,625 (a)(b)

Landry's Inc., Senior Notes

9.375% 5/1/20 6,978,000 7,588,575 (a)(b)

[See Notes to Financial Statements.](#)

Western Asset High Income Fund II Inc.

Security	Rate	Maturity Date	Face Amount	Value
<i>Hotels, Restaurants & Leisure continued</i>				
MGM Resorts International, Senior Notes	5.875%	2/27/14	700,000	\$ 710,500 (a)
Mohegan Tribal Gaming Authority, Secured Notes	11.500%	11/1/17	1,445,000	1,625,625 (b)
Mohegan Tribal Gaming Authority, Senior Notes	9.750%	9/1/21	1,640,000	1,775,300 (b)
Paris Las Vegas Holding LLC/Harrah's Las Vegas LLC/Flamingo Las Vegas Holding LLC, Senior Secured Notes	8.000%	10/1/20	3,340,000	3,356,700 (b)
Rivers Pittsburgh Borrower LP/Rivers Pittsburgh Finance Corp., Senior Secured Notes	9.500%	6/15/19	656,000	724,880 (a)(b)
Seven Seas Cruises S de RL LLC, Senior Secured Notes	9.125%	5/15/19	3,770,000	4,161,138 (a)
<i>Total Hotels, Restaurants & Leisure</i>				50,407,065
<i>Household Durables 1.4%</i>				
APX Group Inc., Senior Secured Notes	6.375%	12/1/19	1,820,000	1,822,275
Standard Pacific Corp., Senior Notes	6.250%	12/15/21	2,590,000	2,670,937
WCI Communities Inc., Senior Notes	6.875%	8/15/21	1,730,000	1,691,075 (b)
William Lyon Homes Inc., Senior Notes	8.500%	11/15/20	2,980,000	3,203,500 (a)
Woodside Homes Co. LLC/Woodside Homes Finance Inc., Senior Notes	6.750%	12/15/21	1,950,000	1,940,250 (b)
<i>Total Household Durables</i>				11,328,037
<i>Media 9.1%</i>				
Carmike Cinemas Inc., Secured Notes	7.375%	5/15/19	1,040,000	1,133,600 (a)
CCO Holdings LLC/CCO Holdings Capital Corp., Senior Notes	8.125%	4/30/20	5,050,000	5,555,000 (a)
Cerved Group SpA, Senior Secured Notes	6.375%	1/15/20	200,000 EUR	287,843 (b)
Cerved Group SpA, Senior Subordinated Notes	8.000%	1/15/21	300,000 EUR	433,801 (b)
Clear Channel Worldwide Holdings Inc., Senior Notes	6.500%	11/15/22	1,960,000	2,067,800
Clear Channel Worldwide Holdings Inc., Senior Notes	6.500%	11/15/22	900,000	940,500
Clear Channel Worldwide Holdings Inc., Senior Subordinated Notes	7.625%	3/15/20	260,000	276,250
CSC Holdings Inc., Senior Debentures	7.875%	2/15/18	1,500,000	1,743,750 (a)
CSC Holdings LLC, Senior Notes	6.750%	11/15/21	230,000	251,850
DISH DBS Corp., Senior Notes	7.875%	9/1/19	1,815,000	2,119,012 (a)
DISH DBS Corp., Senior Notes	6.750%	6/1/21	2,270,000	2,468,625 (a)
Gibson Brands Inc., Senior Secured Notes	8.875%	8/1/18	780,000	819,000 (b)
Good Sam Enterprises LLC, Secured Notes	11.500%	12/1/16	3,220,000	3,521,875
Gray Television Inc., Senior Notes	7.500%	10/1/20	1,830,000	1,926,075 (b)
MDC Partners Inc., Senior Notes	6.750%	4/1/20	800,000	836,000 (b)
Nara Cable Funding Ltd., Senior Secured Notes	8.875%	12/1/18	5,000,000 EUR	7,348,818 (a)(b)
New Cotai LLC/New Cotai Capital Corp., Senior Secured Notes	10.625%	5/1/19	1,680,000	1,713,600 (b)(c)
Ono Finance II PLC, Senior Bonds	10.875%	7/15/19	4,061,000	4,436,642 (a)(b)
Polish Television Holding BV, Senior Secured Bonds	11.000%	1/15/21	420,000 EUR	605,953 (b)(c)

See Notes to Financial Statements.

Schedule of investments (unaudited) (cont d)

October 31, 2013

Western Asset High Income Fund II Inc.

Security	Rate	Maturity Date	Face Amount	Value
<i>Media continued</i>				
Time Warner Cable Inc., Senior Notes	8.750%	2/14/19	3,420,000	\$ 4,080,166 (a)
Time Warner Cable Inc., Senior Notes	8.250%	4/1/19	1,336,000	1,567,932 (a)
TVN Finance Corp. III AB, Senior Bonds	7.375%	12/15/20	1,258,000 EUR	1,810,532 (b)
Univision Communications Inc., Senior Notes	8.500%	5/15/21	4,450,000	4,950,625 (a)(b)
Univision Communications Inc., Senior Secured Notes	6.875%	5/15/19	1,780,000	1,926,850 (a)(b)
Univision Communications Inc., Senior Secured Notes	7.875%	11/1/20	400,000	446,000 (a)(b)
UPC Holding BV, Junior Secured Subordinated Notes	6.375%	9/15/22	5,060,000 EUR	7,011,738 (b)
UPC Holding BV, Senior Notes	9.875%	4/15/18	1,265,000	1,375,687 (a)(b)
UPCB Finance II Ltd., Senior Notes	6.375%	7/1/20	4,500,000 EUR	6,538,785 (a)(b)
Virgin Media Finance PLC, Senior Notes	6.375%	4/15/23	5,420,000	5,582,600 (a)(b)
<i>Total Media</i>				<i>73,776,909</i>
<i>Multiline Retail 1.1%</i>				
Bon-Ton Department Stores Inc., Secured Notes	8.000%	6/15/21	2,890,000	2,738,275
Neiman Marcus Group LLC, Senior Secured Notes	7.125%	6/1/28	660,000	646,800 (a)
Neiman Marcus Group Ltd. Inc., Senior Notes	8.000%	10/15/21	280,000	288,050 (b)
Neiman Marcus Group Ltd. Inc., Senior Notes	8.750%	10/15/21	4,940,000	5,100,550 (b)(c)
<i>Total Multiline Retail</i>				<i>8,773,675</i>
<i>Specialty Retail 3.3%</i>				
American Greetings Corp., Senior Notes	7.375%	12/1/21	2,480,000	2,486,200 (a)
Edcon Pty Ltd., Senior Secured Notes	9.500%	3/1/18	3,550,000 EUR	4,904,360 (b)
Edcon Pty Ltd., Senior Secured Notes	9.500%	3/1/18	1,000,000 EUR	1,381,510 (b)
Edcon Pty Ltd., Senior Secured Notes	9.500%	3/1/18	760,000	768,406 (b)
Gymboree Corp., Senior Notes	9.125%	12/1/18	4,540,000	4,415,150 (a)
Hot Topic Inc., Senior Secured Notes	9.250%	6/15/21	1,570,000	1,652,425 (b)
Michaels Stores Inc., Senior Subordinated Bonds	11.375%	11/1/16	1,303,000	1,338,845 (a)
New Academy Finance Co. LLC/New Academy Finance Corp., Senior Notes	8.000%	6/15/18	530,000	544,575 (b)(c)
Spencer Spirit Holdings Inc., Senior Notes	9.000%	5/1/18	4,165,000	4,165,000 (a)(b)(c)
Spencer Spirit Holdings Inc./Spencer Gifts LLC/Spirit Halloween Superstores, Senior Notes	11.000%	5/1/17	4,860,000	5,273,100 (a)(b)
<i>Total Specialty Retail</i>				<i>26,929,571</i>
<i>Textiles, Apparel & Luxury Goods 0.8%</i>				
Boardriders SA, Senior Notes	8.875%	12/15/17	2,900,000 EUR	4,154,034 (b)
Chinos Intermediate Holdings A Inc., Senior Notes	7.750%	5/1/19	1,210,000	1,220,587 (b)(c)
Empire Today LLC/Empire Today Finance Corp., Senior Secured Notes	11.375%	2/1/17	1,300,000	1,202,500 (a)(b)
<i>Total Textiles, Apparel & Luxury Goods</i>				<i>6,577,121</i>
Total Consumer Discretionary				193,607,945

See Notes to Financial Statements.

Western Asset High Income Fund II Inc.

Security	Rate	Maturity Date	Face Amount	Value
Consumer Staples 3.7%				
<i>Beverages 0.4%</i>				
Carolina Beverage Group LLC/Carolina Beverage Group Finance Inc., Secured Notes	10.625%	8/1/18	1,000,000	\$ 1,052,500 ^(b)
Crestview DS Merger Subordinated II Inc., Senior Secured Notes	10.000%	9/1/21	2,390,000	2,497,550 ^(b)
<i>Total Beverages</i>				<i>3,550,050</i>
<i>Food Products 2.3%</i>				
Chiquita Brands International Inc./Chiquita Brands LLC, Senior Secured Notes	7.875%	2/1/21	3,730,000	4,056,375 ^{(a)(b)}
Dole Food Co. Inc., Senior Secured Notes	7.250%	5/1/19	2,510,000	2,528,825 ^(b)
Post Holdings Inc., Senior Notes	7.375%	2/15/22	3,050,000	3,267,312 ^{(a)(b)}
Simmons Foods Inc., Senior Secured Notes	10.500%	11/1/17	4,640,000	4,883,600 ^{(a)(b)}
Sun Merger Sub Inc., Senior Notes	5.875%	8/1/21	2,690,000	2,817,775 ^(b)
Wells Enterprises Inc., Senior Secured Notes	6.750%	2/1/20	1,280,000	1,318,400 ^{(a)(b)}
<i>Total Food Products</i>				<i>18,872,287</i>
<i>Household Products 0.5%</i>				
Harbinger Group Inc., Senior Secured Notes	7.875%	7/15/19	1,690,000	1,804,075 ^(b)
Sun Products Corp., Senior Notes	7.750%	3/15/21	2,530,000	2,289,650 ^{(a)(b)}
<i>Total Household Products</i>				<i>4,093,725</i>
<i>Personal Products 0.2%</i>				
Hypermecas SA, Notes	6.500%	4/20/21	1,230,000	1,300,725 ^(b)
<i>Tobacco 0.3%</i>				
Alliance One International Inc., Secured Notes	9.875%	7/15/21	2,460,000	2,373,900 ^(b)
Total Consumer Staples				30,190,687
Energy 15.1%				
<i>Energy Equipment & Services 2.5%</i>				
Atwood Oceanics Inc., Senior Notes	6.500%	2/1/20	1,470,000	1,580,250 ^(a)
CGG, Senior Notes	9.500%	5/15/16	723,000	763,669 ^(a)
CGG, Senior Notes	7.750%	5/15/17	1,120,000	1,157,800 ^(a)
Gulfmark Offshore Inc., Senior Notes	6.375%	3/15/22	1,600,000	1,620,000 ^(a)
Hercules Offshore Inc., Senior Notes	10.250%	4/1/19	1,760,000	1,997,600 ^{(a)(b)}
Hercules Offshore Inc., Senior Notes	8.750%	7/15/21	2,400,000	2,652,000 ^{(a)(b)}
Hercules Offshore Inc., Senior Notes	7.500%	10/1/21	2,140,000	2,247,000 ^(b)
Parker Drilling Co., Senior Notes	9.125%	4/1/18	3,240,000	3,483,000 ^(a)
Petroleum Geo-Services ASA, Senior Notes	7.375%	12/15/18	1,720,000	1,849,000 ^{(a)(b)}
SESI LLC, Senior Notes	7.125%	12/15/21	2,780,000	3,089,275 ^(a)
TMK OAO Via TMK Capital SA, Senior Notes	6.750%	4/3/20	210,000	205,800 ^(b)
<i>Total Energy Equipment & Services</i>				<i>20,645,394</i>

See Notes to Financial Statements.

Schedule of investments (unaudited) (cont d)

October 31, 2013

Western Asset High Income Fund II Inc.

Security	Rate	Maturity Date	Face Amount	Value
<i>Oil, Gas & Consumable Fuels 12.6%</i>				
Alliance Oil Co., Ltd., Senior Notes	7.000%	5/4/20	2,220,000	\$ 2,306,025 (b)
Arch Coal Inc., Senior Notes	8.750%	8/1/16	2,080,000	2,090,400 (a)
Arch Coal Inc., Senior Notes	7.000%	6/15/19	1,630,000	1,279,550
Arch Coal Inc., Senior Notes	9.875%	6/15/19	1,360,000	1,162,800
Atlas Pipeline Partners LP/Atlas Pipeline Finance Corp., Senior Notes	6.625%	10/1/20	1,010,000	1,065,550
Calumet Specialty Products Partners LP/Calumet Finance Corp., Senior Notes	9.375%	5/1/19	2,140,000	2,380,750 (a)
Calumet Specialty Products Partners LP/Calumet Finance Corp., Senior Notes	9.375%	5/1/19	690,000	767,625 (a)
Calumet Specialty Products Partners LP/Calumet Finance Corp., Senior Notes	9.625%	8/1/20	1,570,000	1,768,212 (a)
Carrizo Oil & Gas Inc., Senior Notes	7.500%	9/15/20	1,140,000	1,248,300 (a)
Chesapeake Energy Corp., Senior Notes	6.875%	11/15/20	2,100,000	2,383,500 (a)
Comstock Resources Inc., Senior Notes	9.500%	6/15/20	2,130,000	2,374,950 (a)
CONSOL Energy Inc., Senior Notes	8.250%	4/1/20	2,870,000	3,153,412 (a)
Corral Petroleum Holdings AB, Senior Notes	15.000%	12/31/17	4,740,758	4,728,906 (b)(c)(d)
Crosstex Energy LP/Crosstex Energy Finance Corp., Senior Notes	8.875%	2/15/18	1,600,000	1,706,000 (a)
Denbury Resources Inc., Senior Subordinated Notes	8.250%	2/15/20	1,875,000	2,071,875 (a)
EDC Finance Ltd., Senior Notes	4.875%	4/17/20	1,100,000	1,094,500 (b)
Enterprise Products Operating LLC, Junior Subordinated Notes	8.375%	8/1/66	285,000	314,763 (a)(g)
EP Energy LLC/EP Energy Finance Inc., Senior Notes	9.375%	5/1/20	910,000	1,055,600 (a)
EPE Holdings LLC/EP Energy Bond Co. Inc., Senior Notes	8.875%	12/15/17	2,325,657	2,447,754 (b)(c)
Globe Luxembourg SCA, Senior Secured Notes	9.625%	5/1/18	3,530,000	3,618,250 (a)(b)
Halcon Resources Corp., Senior Notes	9.750%	7/15/20	3,920,000	4,282,600 (a)
Kodiak Oil & Gas Corp., Senior Notes	8.125%	12/1/19	2,720,000	3,032,800 (a)
LUKOIL International Finance BV, Bonds	6.356%	6/7/17	1,720,000	1,929,496 (b)
Magnum Hunter Resources Corp., Senior Notes	9.750%	5/15/20	2,330,000	2,481,450 (b)
Magnum Hunter Resources Corp., Senior Notes	9.750%	5/15/20	2,200,000	2,343,000 (b)
MEG Energy Corp., Senior Notes	7.000%	3/31/24	5,020,000	5,145,500 (b)
Milagro Oil & Gas Inc., Secured Notes	10.500%	5/15/16	3,290,000	2,483,950
Murray Energy Corp., Senior Secured Notes	8.625%	6/15/21	1,740,000	1,879,200 (a)(b)
Natural Resource Partners LP, Senior Notes	9.125%	10/1/18	2,240,000	2,318,400 (b)
Novatek Finance Ltd., Notes	6.604%	2/3/21	2,300,000	2,584,625 (b)(h)
Peabody Energy Corp., Senior Notes	7.875%	11/1/26	1,780,000	1,842,300 (a)
Petrobras International Finance Co., Senior Notes	6.875%	1/20/40	1,145,000	1,157,500 (h)
Petrobras International Finance Co., Senior Notes	6.750%	1/27/41	1,820,000	1,807,351 (a)
Plains Exploration & Production Co., Senior Notes	8.625%	10/15/19	1,140,000	1,261,836 (a)

See Notes to Financial Statements.

Western Asset High Income Fund II Inc.

Security	Rate	Maturity Date	Face Amount	Value
<i>Oil, Gas & Consumable Fuels continued</i>				
PT Adaro Indonesia, Senior Notes	7.625%	10/22/19	770,000	\$ 817,163 ^{(a)(b)}
Quicksilver Resources Inc., Senior Notes	11.000%	7/1/21	3,980,000	4,039,700 ^{(a)(b)}
Range Resources Corp., Senior Subordinated Notes	8.000%	5/15/19	530,000	571,075 ^(a)
Rosneft Finance SA, Senior Notes	7.500%	7/18/16	270,000	303,750 ^(b)
Rosneft Finance SA, Senior Notes	6.625%	3/20/17	230,000	254,725 ^(b)
Rosneft Finance SA, Senior Notes	7.875%	3/13/18	1,390,000	1,621,088 ^{(a)(b)}
Rosneft Finance SA, Senior Notes	7.875%	3/13/18	200,000	233,250 ^(b)
Samson Investment Co., Senior Notes	10.250%	2/15/20	6,620,000	7,182,700 ^{(a)(b)}
Sanchez Energy Corp., Senior Notes	7.750%	6/15/21	3,960,000	4,059,000 ^(b)
SandRidge Energy Inc., Senior Notes	7.500%	2/15/23	920,000	959,100 ^(a)
Shelf Drilling Holdings Ltd., Senior Secured Notes	8.625%	11/1/18	1,810,000	1,959,325 ^(b)
Sidewinder Drilling Inc., Senior Notes	9.750%	11/15/19	1,100,000	1,072,500 ^{(a)(b)}
Summit Midstream Holdings LLC/Summit Mindstream Finance Corp., Senior Notes	7.500%	7/1/21	1,370,000	1,448,775 ^(b)
Xinergy Ltd., Senior Secured Notes	9.250%	5/15/19	4,740,000	3,483,900 ^{(a)(b)}
<i>Total Oil, Gas & Consumable Fuels</i>				101,574,781
Total Energy				122,220,175
Financials 10.6%				
<i>Capital Markets 0.3%</i>				
Goldman Sachs Group Inc., Subordinated Notes	6.750%	10/1/37	2,320,000	2,541,994 ^(a)
<i>Commercial Banks 4.0%</i>				
Barclays Bank PLC, Subordinated Notes	10.179%	6/12/21	3,710,000	4,932,092 ^{(a)(b)}
Barclays Bank PLC, Subordinated Notes	7.625%	11/21/22	5,000,000	5,170,000 ^(a)
Credit Agricole SA, Subordinated Notes	8.375%	10/13/19	3,180,000	3,597,375 ^{(a)(b)(g)(i)}
Intesa Sanpaolo SpA, Senior Notes	3.625%	8/12/15	3,920,000	4,020,897 ^(b)
M&T Bank Corp., Junior Subordinated Notes	6.875%	6/15/16	4,400,000	4,485,201 ^{(a)(b)(i)}
Royal Bank of Scotland Group PLC, Junior Subordinated Bonds	7.648%	9/30/31	3,530,000	3,706,500 ^{(a)(g)(i)}
Royal Bank of Scotland Group PLC, Subordinated Notes	5.000%	10/1/14	1,660,000	1,699,075 ^(a)
Royal Bank of Scotland Group PLC, Subordinated Notes	6.100%	6/10/23	1,470,000	1,514,188
Royal Bank of Scotland NV, Subordinated Notes	7.750%	5/15/23	650,000	725,707 ^(a)
Santander Issuances SAU, Notes	5.911%	6/20/16	2,090,000	2,202,528 ^(b)
<i>Total Commercial Banks</i>				32,053,563
<i>Consumer Finance 1.4%</i>				
Ally Financial Inc., Senior Notes	6.750%	12/1/14	6,140,000	6,493,050 ^(a)
SLM Corp., Medium-Term Notes, Senior Notes	8.450%	6/15/18	2,230,000	2,611,887 ^(a)
Stearns Holdings Inc., Senior Secured Notes	9.375%	8/15/20	1,250,000	1,307,813 ^(b)

See Notes to Financial Statements.

Schedule of investments (unaudited) (cont'd)

October 31, 2013

Western Asset High Income Fund II Inc.

Security	Rate	Maturity Date	Face Amount	Value
<i>Consumer Finance continued</i>				
TMX Finance LLC/TitleMax Finance Corp., Senior Secured Notes	8.500%	9/15/18	1,110,000	\$ 1,184,925 ^(b)
<i>Total Consumer Finance</i>				<i>11,597,675</i>
<i>Diversified Financial Services 3.0%</i>				
Bank of America Corp., Junior Subordinated Notes	5.200%	6/1/23	2,410,000	2,199,125 ^{(a)(g)(i)}
ING US Inc., Junior Subordinated Notes	5.650%	5/15/53	1,070,000	1,022,405 ^(g)
International Lease Finance Corp., Senior Notes	5.750%	5/15/16	800,000	857,000
International Lease Finance Corp., Senior Notes	8.750%	3/15/17	3,385,000	3,994,300 ^(a)
International Lease Finance Corp., Senior Notes	8.875%	9/1/17	5,180,000	6,170,675 ^(a)
International Lease Finance Corp., Senior Notes	8.250%	12/15/20	2,160,000	2,556,900 ^(a)
JPMorgan Chase & Co., Junior Subordinated Bonds	6.000%	8/1/23	1,270,000	1,235,075 ^{(g)(i)}
Nationstar Mortgage LLC/Nationstar Capital Corp., Senior Notes	7.875%	10/1/20	2,200,000	2,362,250
TransUnion Holding Co. Inc., Senior Notes	9.625%	6/15/18	2,630,000	2,860,125 ^(a)
ZFS Finance USA Trust II, Bonds	6.450%	12/15/65	500,000	538,750 ^{(b)(g)}
<i>Total Diversified Financial Services</i>				<i>23,796,605</i>
<i>Insurance 1.2%</i>				
American International Group Inc., Senior Notes	8.250%	8/15/18	3,180,000	4,031,137 ^(a)
Fidelity & Guaranty Life Holdings Inc., Senior Notes	6.375%	4/1/21	1,450,000	1,518,875 ^(b)
ING Capital Funding Trust III, Junior Subordinated Bonds	3.848%	12/31/13	810,000	803,925 ^{(a)(g)(i)}
Liberty Mutual Group Inc., Junior Subordinated Bonds	7.800%	3/15/37	1,750,000	1,916,250 ^{(a)(b)}
MetLife Capital Trust IV, Junior Subordinated Notes	7.875%	12/15/37	1,100,000	1,273,250 ^{(a)(b)}
<i>Total Insurance</i>				<i>9,543,437</i>
<i>Real Estate Management & Development 0.7%</i>				
Howard Hughes Corp., Senior Notes	6.875%	10/1/21	4,140,000	4,305,600 ^(b)
Realogy Group LLC, Senior Secured Notes	7.625%	1/15/20	1,320,000	1,478,400 ^(b)
<i>Total Real Estate Management & Development</i>				<i>5,784,000</i>
Total Financials				85,317,274
<i>Health Care 7.1%</i>				
<i>Health Care Equipment & Supplies 1.1%</i>				
Alere Inc., Senior Subordinated Notes	6.500%	6/15/20	2,800,000	2,884,000
ConvaTec Finance International SA, Senior Notes	8.250%	1/15/19	1,610,000	1,664,338 ^{(b)(c)}
Lantheus Medical Imaging Inc., Senior Notes	9.750%	5/15/17	4,530,000	4,122,300 ^(a)
<i>Total Health Care Equipment & Supplies</i>				<i>8,670,638</i>
<i>Health Care Providers & Services 5.5%</i>				
Acadia Healthcare Co. Inc., Senior Notes	12.875%	11/1/18	1,248,000	1,513,200 ^(a)
Acadia Healthcare Co. Inc., Senior Notes	6.125%	3/15/21	1,540,000	1,578,500 ^(b)
CHS/Community Health Systems Inc., Senior Notes	8.000%	11/15/19	4,590,000	4,997,362 ^(a)

See Notes to Financial Statements.

Western Asset High Income Fund II Inc.

Security	Rate	Maturity Date	Face Amount	Value
<i>Health Care Providers & Services continued</i>				
CRC Health Corp., Senior Subordinated Notes	10.750%	2/1/16	8,195,000	\$ 8,251,341 (a)
DJO Finance LLC/DJO Finance Corp., Senior Notes	9.875%	4/15/18	2,620,000	2,823,050 (a)
ExamWorks Group Inc., Senior Notes	9.000%	7/15/19	5,000,000	5,443,750 (a)
Fresenius Medical Care U.S. Finance Inc., Senior Notes	6.875%	7/15/17	105,000	119,175 (a)
Fresenius U.S. Finance II Inc., Senior Notes	9.000%	7/15/15	1,020,000	1,142,400 (a)(b)
HCA Inc., Debentures	7.500%	11/15/95	1,325,000	1,205,750 (a)
HCA Inc., Senior Secured Notes	8.500%	4/15/19	3,520,000	3,788,400 (a)
IASIS Healthcare LLC/IASIS Capital Corp., Senior Notes	8.375%	5/15/19	2,540,000	2,705,100
Labco SAS, Senior Secured Notes	8.500%	1/15/18	254,000 ^{EUR}	369,037 (b)
Physiotherapy Associates Holdings Inc., Senior Notes	11.875%	5/1/19	3,150,000	1,181,250 (a)(b)(f)
Radnet Management Inc., Senior Notes	10.375%	4/1/18	3,120,000	3,322,800 (a)
Tenet Healthcare Corp., Senior Notes	8.125%	4/1/22	2,870,000	3,149,825 (b)
Tenet Healthcare Corp., Senior Secured Notes	6.000%	10/1/20	2,580,000	2,733,187 (b)
<i>Total Health Care Providers & Services</i>				<i>44,324,127</i>
<i>Pharmaceuticals 0.5%</i>				
ConvaTec Healthcare E SA, Senior Notes	10.875%	12/15/18	2,500,000 ^{EUR}	3,869,586 (a)(b)
Rottapharm Ltd., Senior Notes	6.125%	11/15/19	500,000 ^{EUR}	703,144 (b)
<i>Total Pharmaceuticals</i>				<i>4,572,730</i>
Total Health Care				57,567,495
<i>Industrials 22.7%</i>				
<i>Aerospace & Defense 2.4%</i>				
Ducommun Inc., Senior Notes	9.750%	7/15/18	1,960,000	2,200,100 (a)
Erickson Air-Crane Inc., Senior Secured Notes	8.250%	5/1/20	4,854,000	5,084,565 (a)(b)
GenCorp Inc., Secured Notes	7.125%	3/15/21	1,490,000	1,601,750 (b)
Kratos Defense & Security Solutions Inc., Senior Secured Notes	10.000%	6/1/17	4,160,000	4,555,200 (a)
Triumph Group Inc., Senior Notes	8.625%	7/15/18	1,660,000	1,809,400 (a)
Wyle Services Corp., Senior Subordinated Notes	10.500%	4/1/18	4,360,000	4,436,300 (a)(b)
<i>Total Aerospace & Defense</i>				<i>19,687,315</i>
<i>Airlines 3.0%</i>				
Air Canada, Pass-Through Trust, Secured Notes	6.625%	5/15/18	1,100,000	1,087,680 (b)
Air Canada, Senior Secured Notes	8.750%	4/1/20	2,790,000	2,908,575 (b)
American Airlines, Pass-Through Trust, Secured Notes	7.000%	1/31/18	1,258,048	1,311,515 (b)
American Airlines, Pass-Through Trust, Secured Notes	6.125%	7/15/18	190,000	184,300 (b)
DAE Aviation Holdings Inc., Senior Notes	11.250%	8/1/15	6,119,000	6,164,893 (a)(b)
Delta Air Lines Inc., Pass-Through Certificates	8.954%	8/10/14	5,300	5,393
Delta Air Lines Inc., Pass-Through Certificates, Secured Notes	8.021%	8/10/22	1,371,795	1,484,968 (a)

See Notes to Financial Statements.

Schedule of investments (unaudited) (cont d)

October 31, 2013

Western Asset High Income Fund II Inc.

Security	Rate	Maturity Date	Face Amount	Value
<i>Airlines continued</i>				
Delta Air Lines Inc., Pass-Through Certificates, Subordinated Secured Notes	9.750%	12/17/16	568,820	\$ 635,657 (a)
Heathrow Finance PLC, Senior Secured Notes	7.125%	3/1/17	2,450,000 GBP	4,317,005 (a)(b)
United Airlines Inc., Pass-Through Certificates	5.983%	4/19/22	4,299,826	4,665,311 (a)
United Airlines Inc., Pass-Through Certificates, Senior Secured Notes	6.125%	4/29/18	1,430,000	1,469,325 (a)
<i>Total Airlines</i>				<i>24,234,622</i>
<i>Building Products 1.2%</i>				
Andrade Gutierrez International SA, Senior Notes	4.000%	4/30/18	1,230,000	1,205,400 (b)
Ashton Woods USA LLC/Ashton Woods Finance Co., Senior Notes	6.875%	2/15/21	2,010,000	1,984,875 (a)(b)
GTL Trade Finance Inc., Senior Notes	7.250%	10/20/17	2,260,000	2,548,150 (a)(b)
GTL Trade Finance Inc., Senior Notes	7.250%	10/20/17	1,424,000	1,605,560 (b)(h)
Rearden G Holdings EINS GmbH, Senior Notes	7.875%	3/30/20	800,000	854,000 (b)
Spie BondCo 3 SCA, Secured Notes	11.000%	8/15/19	1,139,000 EUR	1,762,983 (b)
<i>Total Building Products</i>				<i>9,960,968</i>
<i>Commercial Services & Supplies 3.5%</i>				
ARC Document Solutions Inc., Senior Notes	10.500%	12/15/16	4,100,000	4,351,125 (a)
JM Huber Corp., Senior Notes	9.875%	11/1/19	1,490,000	1,706,050 (a)(b)
Monitronics International Inc., Senior Notes	9.125%	4/1/20	5,300,000	5,644,500 (a)
Monitronics International Inc., Senior Notes	9.125%	4/1/20	780,000	830,700 (b)
RSC Equipment Rental Inc./RSC Holdings III LLC, Senior Notes	8.250%	2/1/21	1,600,000	1,820,000 (a)
Taylor Morrison Communities Inc./Monarch Communities Inc., Senior Notes	7.750%	4/15/20	4,686,000	5,201,460 (a)(b)
Taylor Morrison Communities Inc./Monarch Communities Inc., Senior Notes	7.750%	4/15/20	1,186,000	1,316,460 (a)(b)
Taylor Morrison Communities Inc./Monarch Communities Inc., Senior Notes	5.250%	4/15/21	1,241,000	1,213,077 (b)
TMS International Corp., Senior Notes	7.625%	10/15/21	1,180,000	1,239,000 (b)
United Rentals North America Inc., Senior Notes	7.625%	4/15/22	3,018,000	3,395,250 (a)
United Rentals North America Inc., Senior Subordinated Notes	8.375%	9/15/20	1,310,000	1,470,475 (a)
<i>Total Commercial Services & Supplies</i>				<i>28,188,097</i>
<i>Construction & Engineering 1.3%</i>				
Abengoa Finance SAU, Senior Notes	8.875%	11/1/17	2,710,000	2,865,825 (a)(b)
Ausdrill Finance Pty Ltd., Senior Notes	6.875%	11/1/19	200,000	187,000 (b)
Michael Baker International LLC/CDL Acquisition Co. Inc., Senior Secured Notes	8.250%	10/15/18	2,780,000	2,849,500 (b)
Odebrecht Finance Ltd., Senior Notes	4.375%	4/25/25	5,170,000	4,653,000 (b)
<i>Total Construction & Engineering</i>				<i>10,555,325</i>

See Notes to Financial Statements.

Western Asset High Income Fund II Inc.

Security	Rate	Maturity Date	Face Amount	Value
<i>Electrical Equipment 0.5%</i>				
International Wire Group Holdings Inc., Senior Secured Notes	8.500%	10/15/17	1,970,000	\$ 2,102,975 (a)(b)
NES Rentals Holdings Inc., Senior Secured Notes	7.875%	5/1/18	1,800,000	1,908,000 (a)(b)
Trionista Holdco GmbH, Senior Secured Notes	5.000%	4/30/20	100,000 EUR	137,981 (b)
Trionista TopCo GmbH, Senior Subordinated Notes	6.875%	4/30/21	150,000 EUR	214,487 (b)
<i>Total Electrical Equipment</i>				
<i>Industrial Conglomerates 0.4%</i>				
Leucadia National Corp., Senior Notes	8.125%	9/15/15	2,490,000	2,782,575 (a)
<i>Machinery 2.6%</i>				
Dematic SA/DH Services Luxembourg Sarl, Senior Notes	7.750%	12/15/20	5,370,000	5,705,625 (a)(b)
Frigoglass Finance BV, Senior Notes	8.250%	5/15/18	800,000 EUR	1,174,996 (b)
Gardner Denver Inc., Senior Notes	6.875%	8/15/21	2,950,000	3,016,375 (b)
Global Brass and Copper Inc., Senior Secured Notes	9.500%	6/1/19	2,390,000	2,688,750 (a)
KION Finance SA, Senior Secured Notes	6.750%	2/15/20	3,027,000 EUR	4,526,857 (b)
KraussMaffei Group GmbH, Senior Secured Notes	8.750%	12/15/20	700,000 EUR	1,059,724 (b)
KraussMaffei Group GmbH, Senior Secured Notes	8.750%	12/15/20	458,000 EUR	693,362 (b)
SPL Logistics Escrow LLC/SPL Logistics Finance Corp., Senior Secured Notes	8.875%	8/1/20	1,760,000	1,896,400 (a)(b)
<i>Total Machinery</i>				
<i>Marine 2.0%</i>				
Horizon Lines LLC, Secured Notes	13.000%	10/15/16	3,378,425	3,074,367 (c)
Horizon Lines LLC, Senior Secured Notes	11.000%	10/15/16	1,870,000	1,884,025
Navios Maritime Acquisition Corp./Navios Acquisition Finance U.S. Inc., Senior Secured Notes	8.625%	11/1/17	5,470,000	5,762,645
Navios Maritime Acquisition Corp./Navios Acquisition Finance U.S. Inc., Senior Secured Notes	8.125%	11/15/21	2,790,000	2,831,850 (b)
Ultrapetrol Bahamas Ltd., Senior Secured Mortgage Notes	8.875%	6/15/21	1,890,000	2,031,750 (b)
Ultrapetrol Bahamas Ltd., Senior Secured Mortgage Notes	8.875%	6/15/21	260,000	277,875 (b)
<i>Total Marine</i>				
<i>Road & Rail 2.3%</i>				
Flexi-Van Leasing Inc., Senior Notes	7.875%	8/15/18	2,500,000	2,662,500 (b)
Florida East Coast Holdings Corp., Senior Notes	10.500%	8/1/17	5,995,996	6,265,816 (c)
Jack Cooper Finance Co., Senior Secured Notes	9.250%	6/1/20	2,000,000	2,147,500 (b)
Jack Cooper Holdings Corp., Senior Secured Notes	9.250%	6/1/20	2,970,000	3,189,037 (b)
Quality Distribution LLC/QD Capital Corp., Secured Notes	9.875%	11/1/18	3,600,000	3,987,000 (a)
<i>Total Road & Rail</i>				
<i>Trading Companies & Distributors 0.4%</i>				
H&E Equipment Services Inc., Senior Notes	7.000%	9/1/22	3,150,000	3,449,250 (a)

See Notes to Financial Statements.

Schedule of investments (unaudited) (cont d)

October 31, 2013

Western Asset High Income Fund II Inc.

Security	Rate	Maturity Date	Face Amount	Value
<i>Transportation 2.7%</i>				
CMA CGM, Senior Notes	8.500%	4/15/17	5,990,000	\$ 5,840,250 (a)(b)
Hapag-Lloyd AG, Senior Notes	9.750%	10/15/17	3,490,000	3,690,675 (a)(b)
Neovia Logistics Intermediate Holdings LLC/Logistics Intermediate Finance Corp., Senior Notes	10.000%	2/15/18	3,890,000	3,851,100 (a)(b)(c)
Syncreon Global Ireland Ltd./Syncreon Global Finance US Inc., Senior Notes	9.500%	5/1/18	2,120,000	2,326,700 (a)(b)
Syncreon Global Ireland Ltd./Syncreon Global Finance US Inc., Senior Notes	9.500%	5/1/18	380,000	417,050 (b)
Syncreon Group BV/Syncreon Global Finance US Inc., Senior Notes	8.625%	11/1/21	3,400,000	3,459,500 (b)
Watco Cos., LLC/Watco Finance Corp., Senior Notes	6.375%	4/1/23	2,580,000	2,567,100 (a)(b)
<i>Total Transportation</i>				<i>22,152,375</i>
<i>Transportation Infrastructure 0.4%</i>				
Aguila 3 SA, Senior Secured Notes	7.875%	1/31/18	1,540,000	1,649,725 (a)(b)
Aguila 3 SA, Senior Secured Notes	7.875%	1/31/18	1,510,000	1,617,588 (b)
<i>Total Transportation Infrastructure</i>				<i>3,267,313</i>
Total Industrials				183,517,737
<i>Information Technology 2.7%</i>				
<i>Communications Equipment 0.3%</i>				
CyrusOne LP/CyrusOne Finance Corp., Senior Notes	6.375%	11/15/22	2,190,000	2,217,375
<i>Electronic Equipment, Instruments & Components 0.1%</i>				
Techem GmbH, Senior Secured Notes	6.125%	10/1/19	650,000 EUR	957,553 (b)
<i>Internet Software & Services 0.6%</i>				
Ancestry.com Inc., Senior Notes	11.000%	12/15/20	2,100,000	2,446,500 (a)
Zayo Group LLC/Zayo Capital Inc., Senior Secured Notes	8.125%	1/1/20	1,920,000	2,112,000 (a)
<i>Total Internet Software & Services</i>				<i>4,558,500</i>
<i>IT Services 0.7%</i>				
Compiler Finance Subordinated Inc., Senior Notes	7.000%	5/1/21	600,000	594,000 (b)
First Data Corp., Senior Notes	12.625%	1/15/21	4,360,000	5,052,150 (a)
<i>Total IT Services</i>				<i>5,646,150</i>
<i>Semiconductors & Semiconductor Equipment 0.1%</i>				
Freescale Semiconductor Inc., Senior Subordinated Notes	10.125%	12/15/16	1,186,000	1,218,615 (a)
<i>Software 0.9%</i>				
Audatex North America Inc., Senior Notes	6.000%	6/15/21	1,390,000	1,442,125 (b)
Healthcare Technology Intermediate Inc., Senior Notes	7.375%	9/1/18	3,300,000	3,427,875 (a)(b)(c)
Interface Security Systems Holdings Inc./Interface Security Systems LLC, Senior Secured Notes	9.250%	1/15/18	2,430,000	2,563,650 (a)(b)
<i>Total Software</i>				<i>7,433,650</i>
Total Information Technology				22,031,843

See Notes to Financial Statements.

Western Asset High Income Fund II Inc.

Security	Rate	Maturity Date	Face Amount	Value
Materials 15.3%				
<i>Chemicals 0.2%</i>				
KP Germany Erste GmbH, Senior Secured Notes	11.625%	7/15/17	680,000 ^{EUR}	\$ 1,078,148 ^(b)
KP Germany Erste GmbH, Senior Secured Notes	11.625%	7/15/17	530,000 ^{EUR}	840,321 ^(b)
<i>Total Chemicals</i>				<i>1,918,469</i>
<i>Construction Materials 0.1%</i>				
Cemex SAB de CV, Senior Secured Notes	9.000%	1/11/18	780,000	852,150 ^(b)
<i>Containers & Packaging 3.1%</i>				
Ardagh Packaging Finance PLC, Senior Notes	9.125%	10/15/20	3,170,000	3,431,525 ^{(a)(b)}
Ardagh Packaging Finance PLC, Senior Secured Notes	7.375%	10/15/17	1,160,000 ^{EUR}	1,697,051 ^{(a)(b)}
Ardagh Packaging Finance PLC/Ardagh MP Holdings USA Inc., Senior Notes	9.125%	10/15/20	1,220,000	1,314,550 ^(b)
Ardagh Packaging Finance PLC/Ardagh MP Holdings USA Inc., Senior Notes	7.000%	11/15/20	4,940,000	4,940,000 ^(b)
BOE Intermediate Holding Corp., Senior Notes	9.000%	11/1/17	950,000	973,750 ^{(b)(c)}
Exopack Holdings SA, Senior Notes	7.875%	11/1/19	3,490,000	3,498,725 ^(b)
Pactiv LLC, Senior Bonds	8.375%	4/15/27	2,400,000	2,244,000 ^(a)
Pactiv LLC, Senior Notes	7.950%	12/15/25	920,000	860,200
Reynolds Group Issuer Inc./Reynolds Group Issuer (Luxembourg) SA, Senior Notes	8.500%	5/15/18	1,340,000	1,427,100 ^(a)
Viskase Cos. Inc., Senior Secured Notes	9.875%	1/15/18	4,650,000	4,946,437 ^{(a)(b)}
<i>Total Containers & Packaging</i>				<i>25,333,338</i>
<i>Metals & Mining 10.4%</i>				
AngloGold Ashanti Holdings PLC, Senior Notes	8.500%	7/30/20	900,000	967,500
ArcelorMittal, Senior Notes	5.000%	2/25/17	1,760,000	1,867,800 ^(a)
ArcelorMittal, Senior Notes	6.000%	3/1/21	3,870,000	4,078,012 ^(a)
ArcelorMittal, Senior Notes	6.750%	2/25/22	480,000	524,400 ^(a)
Barmingo Finance Pty Ltd., Senior Notes	9.000%	6/1/18	2,310,000	2,194,500 ^{(a)(b)}
Cliffs Natural Resources Inc., Senior Notes	3.950%	1/15/18	230,000	233,135
Cliffs Natural Resources Inc., Senior Notes	5.900%	3/15/20	3,420,000	3,578,449 ^(a)
Coeur Mining Inc., Senior Notes	7.875%	2/1/21	2,780,000	2,856,450
CSN Resources SA, Senior Bonds	6.500%	7/21/20	990,000	1,017,225 ^(b)
Evraz Group SA, Notes	8.250%	11/10/15	170,000	183,396 ^(b)
Evraz Group SA, Notes	9.500%	4/24/18	680,000	749,700 ^{(a)(b)}
Evraz Group SA, Notes	6.750%	4/27/18	4,550,000	4,572,750 ^{(b)(h)}
Evraz Group SA, Senior Notes	9.500%	4/24/18	330,000	363,825 ^(b)
FMG Resources (August 2006) Pty Ltd., Senior Notes	7.000%	11/1/15	1,130,000	1,174,494 ^{(a)(b)}
FMG Resources (August 2006) Pty Ltd., Senior Notes	6.375%	2/1/16	1,560,000	1,630,200 ^(b)
FMG Resources (August 2006) Pty Ltd., Senior Notes	8.250%	11/1/19	3,790,000	4,225,850 ^{(a)(b)}
FMG Resources (August 2006) Pty Ltd., Senior Notes	6.875%	4/1/22	2,000,000	2,135,000 ^(b)

See Notes to Financial Statements.

Schedule of investments (unaudited) (cont d)

October 31, 2013

Western Asset High Income Fund II Inc.

Security	Rate	Maturity Date	Face Amount	Value
<i>Metals & Mining continued</i>				
JW Aluminum Co., Senior Secured Notes	11.500%	11/15/17	1,120,000	\$ 1,108,800 ^(b)
Midwest Vanadium Pty Ltd., Senior Secured Notes	11.500%	2/15/18	3,760,000	3,196,000 ^{(b)(e)}
Mirabela Nickel Ltd., Senior Notes	8.750%	4/15/18	2,570,000	912,350 ^{(a)(b)(f)}
Molycorp Inc., Senior Secured Notes	10.000%	6/1/20	2,920,000	2,905,400 ^(a)
New World Resources NV, Senior Notes	7.875%	1/15/21	1,450,000 ^{EUR}	784,553 ^(b)
Noranda Aluminum Acquisition Corp., Senior Notes	11.000%	6/1/19	2,230,000	1,895,500 ^{(a)(b)}
Optima Specialty Steel Inc., Senior Secured Notes	12.500%	12/15/16	2,190,000	2,419,950 ^(b)
Prince Mineral Holding Corp., Senior Secured Notes	11.500%	12/15/19	1,570,000	1,750,550 ^{(a)(b)}
Rain CII Carbon LLC/CII Carbon Corp., Senior Secured Notes	8.250%	1/15/21	4,490,000	4,658,375 ^{(a)(b)}
Rio Tinto Finance USA Ltd., Senior Notes	9.000%	5/1/19	1,820,000	2,386,524 ^(a)
Ryerson Inc./Joseph T. Ryerson & Son Inc., Senior Secured Notes	9.000%	10/15/17	3,960,000	4,158,000
Schaeffler Holding Finance BV, Senior Secured Bonds	6.875%	8/15/18	1,730,000	1,851,100 ^{(b)(c)}
Schaeffler Holding Finance BV, Senior Secured Notes	6.875%	8/15/18	2,040,000 ^{EUR}	2,946,384 ^{(b)(c)}
St. Barbara Ltd., Senior Secured Notes	8.875%	4/15/18	3,850,000	3,272,500 ^{(a)(b)}
Steel Dynamics Inc., Senior Notes	6.125%	8/15/19	1,300,000	1,417,000
SunCoke Energy Partners LP/SunCoke Energy Partners Finance Corp., Senior Notes	7.375%	2/1/20	1,200,000	1,254,000 ^{(a)(b)}
Tempel Steel Co., Senior Secured Notes	12.000%	8/15/16	1,280,000	1,235,200 ^{(a)(b)}
Thompson Creek Metals Co. Inc., Senior Secured Notes	9.750%	12/1/17	2,630,000	2,929,162 ^(a)
Vale Overseas Ltd., Notes	8.250%	1/17/34	1,784,000	2,101,677 ^(h)
Vale Overseas Ltd., Notes	6.875%	11/21/36	1,396,000	1,458,834
Vedanta Resources PLC, Senior Notes	8.750%	1/15/14	2,070,000	2,098,566 ^{(b)(h)}
Vedanta Resources PLC, Senior Notes	6.750%	6/7/16	3,630,000	3,802,425 ^(b)
Vedanta Resources PLC, Senior Notes	6.000%	1/31/19	760,000	737,200 ^(b)
<i>Total Metals & Mining</i>				<i>83,632,736</i>
<i>Paper & Forest Products 1.5%</i>				
Appvion Inc., Senior Secured Notes	11.250%	12/15/15	3,615,000	4,121,100
Fibria Overseas Finance Ltd., Senior Notes	6.750%	3/3/21	710,000	784,550 ^(b)
Portucel SA, Senior Notes	5.375%	5/15/20	1,900,000 ^{EUR}	2,728,058 ^(b)
Resolute Forest Products Inc., Senior Notes	5.875%	5/15/23	3,440,000	3,147,600 ^{(a)(b)}
Verso Paper Holdings LLC/Verso Paper Inc., Senior Secured Notes	11.750%	1/15/19	1,768,000	1,166,880 ^(a)
Verso Paper Holdings LLC/Verso Paper Inc., Senior Secured Notes	11.750%	1/15/19	260,000	270,400
<i>Total Paper & Forest Products</i>				<i>12,218,588</i>
Total Materials				123,955,281

See Notes to Financial Statements.

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Western Asset High Income Fund II Inc.

Security	Rate	Maturity Date	Face Amount	Value
Telecommunication Services 12.7%				
<i>Diversified Telecommunication Services 7.7%</i>				
Axtel SAB de CV, Senior Secured Notes, Step bond	7.000%	1/31/20	2,544,000	\$ 2,416,800 ^(b)
CenturyLink Inc., Senior Notes	5.800%	3/15/22	6,600,000	6,567,000 ^(a)
Cogent Communications Group Inc., Senior Secured Notes	8.375%	2/15/18	3,340,000	3,674,000 ^{(a)(b)}
Inmarsat Finance PLC, Senior Notes	7.375%	12/1/17	810,000	846,450 ^{(a)(b)}
Intelsat Jackson Holdings SA, Senior Notes	7.250%	10/15/20	6,670,000	7,270,300 ^(a)
Intelsat Jackson Holdings SA, Senior Notes	5.500%	8/1/23	1,250,000	1,210,937 ^{(a)(b)}
Intelsat Luxembourg SA, Senior Notes	8.125%	6/1/23	2,070,000	2,196,787 ^{(a)(b)}
Level 3 Financing Inc., Senior Notes	7.000%	6/1/20	750,000	802,500
Level 3 Financing Inc., Senior Notes	8.625%	7/15/20	4,090,000	4,652,375 ^(a)
Level 3 Financing Inc., Senior Notes	6.125%	1/15/21	1,260,000	1,285,200 ^(b)
TW Telecom Holdings Inc., Senior Notes	5.375%	10/1/22	940,000	940,000
TW Telecom Holdings Inc., Senior Notes	6.375%	9/1/23	3,640,000	3,794,700 ^(b)
UBS Luxembourg SA for OJSC Vimpel Communications, Loan Participation Notes	8.250%	5/23/16	2,220,000	2,472,525 ^(b)
Unitymedia Hessen GmbH & Co. KG/Unitymedia NRW GmbH, Senior Secured Notes	7.500%	3/15/19	260,000	283,400 ^(b)
Verizon Communications Inc., Senior Notes	5.150%	9/15/23	3,550,000	3,859,216 ^(a)
Vimpel Communications, Notes	6.493%	2/2/16	375,000	402,188 ^(b)
Wind Acquisition Finance SA, Senior Notes	11.750%	7/15/17	1,620,000	1,723,275 ^{(a)(b)}
Wind Acquisition Holdings Finance SpA, Senior Notes	12.250%	7/15/17	10,278,883	10,510,158 ^{(a)(b)(c)}
Windstream Corp., Senior Notes	7.500%	4/1/23	5,780,000	6,054,550 ^(a)
Windstream Corp., Senior Notes	6.375%	8/1/23	1,430,000	1,394,250
<i>Total Diversified Telecommunication Services</i>				<i>62,356,611</i>
<i>Wireless Telecommunication Services 5.0%</i>				
Matterhorn Midco & Cy SCA, Senior Notes	7.750%	2/15/20	1,400,000 EUR	1,967,379 ^(b)
Phones4u Finance PLC, Senior Secured Notes	9.500%	4/1/18	1,300,000 GBP	2,214,799 ^(b)
Sprint Capital Corp., Senior Notes	6.875%	11/15/28	3,530,000	3,371,150 ^(a)
Sprint Capital Corp., Senior Notes	8.750%	3/15/32	8,465,000	9,205,687 ^(a)
Sprint Communications Inc., Senior Notes	9.000%	11/15/18	7,200,000	8,748,000 ^{(a)(b)}
Sprint Communications Inc., Senior Notes	6.000%	11/15/22	1,460,000	1,445,400 ^(a)
Sprint Corp., Senior Notes	7.875%	9/15/23	5,470,000	5,948,625 ^(b)
Syniverse Holdings Inc., Senior Notes	9.125%	1/15/19	2,831,000	3,078,713 ^(a)
T-Mobile USA Inc., Senior Notes	6.542%	4/28/20	1,090,000	1,159,488
T-Mobile USA Inc., Senior Notes	6.731%	4/28/22	770,000	816,200
VimpelCom Holdings BV, Senior Notes	7.504%	3/1/22	2,230,000	2,397,250 ^(b)
<i>Total Wireless Telecommunication Services</i>				<i>40,352,691</i>
Total Telecommunication Services				102,709,302

See Notes to Financial Statements.

Schedule of investments (unaudited) (cont d)

October 31, 2013

Western Asset High Income Fund II Inc.

Security	Rate	Maturity Date	Face Amount	Value
Utilities 6.9%				
<i>Electric Utilities 2.5%</i>				
AES Red Oak LLC, Secured Notes	9.200%	11/30/29	4,270,000	\$ 4,718,350 ^(a)
DPL Inc., Senior Notes	7.250%	10/15/21	331,000	345,895 ^(a)
FirstEnergy Corp., Notes	7.375%	11/15/31	3,000,000	3,170,766
GenOn REMA LLC, Pass-Through Certificates	9.237%	7/2/17	2,823,282	2,907,980
GenOn REMA LLC, Pass-Through Certificates	9.681%	7/2/26	5,610,000	5,834,400 ^(a)
Midwest Generation LLC, Pass-Through Certificates	8.560%	1/2/16	3,101,650	3,566,897 ^{(e)(f)}
<i>Total Electric Utilities</i>				<i>20,544,288</i>
<i>Gas Utilities 0.3%</i>				
Suburban Propane Partners LP/Suburban Energy Finance Corp., Senior Notes	7.375%	3/15/20	2,230,000	2,402,825 ^(a)
<i>Independent Power Producers & Energy Traders 4.0%</i>				
Atlantic Power Corp., Senior Notes	9.000%	11/15/18	2,290,000	2,335,800 ^(a)
Calpine Corp., Senior Secured Notes	7.875%	7/31/20	306,000	335,835 ^{(a)(b)}
Calpine Corp., Senior Secured Notes	7.875%	1/15/23	3,771,000	4,119,817 ^{(a)(b)}
Colbun SA, Senior Notes	6.000%	1/21/20	600,000	647,107 ^(b)
Dynegy Inc., Bonds	7.670%	11/8/16	3,100,000	54,250 ^{(d)(e)(f)}
Energy Future Intermediate Holding Co. LLC/EFIH Finance Inc., Secured Notes	12.250%	3/1/22	2,040,000	2,356,200 ^{(a)(b)}
Energy Future Intermediate Holding Co. LLC/EFIH Finance Inc., Senior Secured Notes	6.875%	8/15/17	860,000	883,650 ^(b)
Energy Future Intermediate Holding Co. LLC/EFIH Finance Inc., Senior Secured Notes	10.000%	12/1/20	5,733,000	6,048,315 ^(a)
First Wind Holdings Inc., Senior Secured Notes	10.250%	6/1/18	3,350,000	3,685,000 ^{(a)(b)}
Foresight Energy LLC/Foresight Energy Corp., Senior Notes	7.875%	8/15/21	3,350,000	3,425,375 ^(b)
Mirant Americas Generation LLC, Senior Notes	9.125%	5/1/31	5,595,000	6,014,625 ^(a)
Mirant Mid Atlantic LLC, Pass-Through Certificates	9.125%	6/30/17	374,227	402,996 ^(a)
Mirant Mid Atlantic LLC, Pass-Through Certificates	10.060%	12/30/28	1,705,015	1,893,633
<i>Total Independent Power Producers & Energy Traders</i>				<i>32,202,603</i>
<i>Multi-Utilities 0.1%</i>				
Empresas Publicas de Medellin ESP, Senior Notes	7.625%	7/29/19	740,000	884,300 ^(b)
Total Utilities				56,034,016
Total Corporate Bonds & Notes (Cost \$928,072,676)				977,151,755
<i>Collateralized Mortgage Obligations 0.1%</i>				
Countrywide Home Loan Mortgage Pass-Through Trust, 2004-HYB5 7A1 (Cost \$847,047)	2.347%	4/20/35	1,319,321	1,119,944 ^(g)

See Notes to Financial Statements.

Western Asset High Income Fund II Inc.

Security	Rate	Maturity Date	Face Amount	Value
Convertible Bonds & Notes 0.0%				
Telecommunication Services 0.0%				
<i>Diversified Telecommunication Services</i> 0.0%				
Axtel SAB de CV, Senior Secured Notes, Step bond (Cost \$443,611)	7.000%	1/31/20	2,900,100 MXN	\$ 333,415 (b)
Senior Loans 2.6%				
Consumer Discretionary 1.1%				
<i>Hotels, Restaurants & Leisure</i> 0.9%				
Equinox Holdings Inc., Second Lien Term Loan	9.750%	7/31/20	2,510,000	2,553,925 (i)
Stockbridge SBE Holdings LLC, Term Loan B	13.000%	5/2/17	4,308,333	4,717,625 (i)
<i>Total Hotels, Restaurants & Leisure</i>				7,271,550
<i>Specialty Retail</i> 0.2%				
Gymboree Corp., Initial Term Loan	5.000%	2/23/18	1,220,000	1,187,555 (j)
Total Consumer Discretionary				8,459,105
Consumer Staples 0.2%				
<i>Food Products</i> 0.2%				
AdvancePierre Foods Inc., Second Lien Term Loan	9.500%	10/10/17	1,080,000	1,097,550 (i)
Energy 0.1%				
<i>Energy Equipment & Services</i> 0.0%				
Frac Tech International LLC, Term Loan B	8.500%	5/6/16	240,000	238,425 (j)
<i>Oil, Gas & Consumable Fuels</i> 0.1%				
Rice Energy LLC, Second Lien Term Loan	8.500%	10/25/18	686,550	697,707 (j)
Total Energy				936,132
Health Care 0.3%				
<i>Health Care Providers & Services</i> 0.3%				
Physiotherapy Associates Holdings Inc., Exit Term Loan		10/10/16	2,280,000	2,245,800 (d)(k)
Industrials 0.5%				
<i>Machinery</i> 0.5%				
Intelligrated Inc., Second Lien Term Loan	10.500%	1/30/20	4,200,000	4,305,000 (j)
Materials 0.4%				
<i>Chemicals</i> 0.4%				
Kerling PLC, Term Loan	10.000%	6/30/16	1,200,000 EUR	1,709,407 (i)
Kronos Inc., Second Lien Term Loan	9.750%	4/30/20	1,920,000	1,985,600 (i)
Total Materials				3,695,007
Total Senior Loans (Cost \$19,730,313)				20,738,594
Sovereign Bonds 2.7%				
<i>Argentina</i> 0.1%				
Republic of Argentina, Senior Bonds	7.000%	10/3/15	936,000	885,384

See Notes to Financial Statements.

Schedule of investments (unaudited) (cont d)

October 31, 2013

Western Asset High Income Fund II Inc.

Security	Rate	Maturity Date	Face Amount	Value
<i>Brazil 0.9%</i>				
Brazil Nota do Tesouro Nacional, Notes	10.000%	1/1/14	1,541,000 BRL	\$ 689,085
Brazil Nota do Tesouro Nacional, Notes	10.000%	1/1/17	14,552,000 BRL	6,276,035
Brazil Nota do Tesouro Nacional, Notes	10.000%	1/1/21	1,309,000 BRL	543,920
<i>Total Brazil</i>				<i>7,509,040</i>
<i>Russia 0.4%</i>				
RSHB Capital, Loan Participation Notes, Senior Notes	6.299%	5/15/17	1,055,000	1,139,400 (a)(b)
Russian Federal Bond, Bonds	7.400%	6/14/17	47,588,000 RUB	1,528,360
<i>Total Russia</i>				<i>2,667,760</i>
<i>Turkey 0.5%</i>				
Republic of Turkey, Senior Bonds	11.875%	1/15/30	1,175,000	1,932,875
Republic of Turkey, Senior Notes	6.875%	3/17/36	2,064,000	2,288,460
<i>Total Turkey</i>				<i>4,221,335</i>
<i>Venezuela 0.8%</i>				
Bolivarian Republic of Venezuela, Senior Bonds	5.750%	2/26/16	3,370,000	3,007,725 (b)
Bolivarian Republic of Venezuela, Senior Bonds	9.250%	9/15/27	3,050,000	2,531,500
Bolivarian Republic of Venezuela, Senior Bonds	9.375%	1/13/34	1,164,000	931,200
<i>Total Venezuela</i>				<i>6,470,425</i>
Total Sovereign Bonds (Cost \$23,871,544)				21,753,944
Shares				
<i>Common Stocks 2.7%</i>				
<i>Consumer Discretionary 0.1%</i>				
<i>Hotels, Restaurants & Leisure 0.1%</i>				
Bossier Casino Venture Holdco Inc.			166,350	332,700 *(d)(e)
<i>Household Durables 0.0%</i>				
William Lyon Homes, Class A Shares			6,570	152,227 *
Total Consumer Discretionary				484,927
<i>Energy 0.6%</i>				
<i>Energy Equipment & Services 0.6%</i>				
KCAD Holdings I Ltd.			533,873,172	5,073,397 *(d)(e)
<i>Financials 1.1%</i>				
<i>Diversified Financial Services 0.9%</i>				
Citigroup Inc.			143,529	7,001,344
PB Investors II LLC			60,468	0 *(d)(e)(l)
<i>Total Diversified Financial Services</i>				<i>7,001,344</i>
<i>Real Estate Management & Development 0.2%</i>				
Realogy Holdings Corp.			34,269	1,409,827 *(e)

See Notes to Financial Statements.

Western Asset High Income Fund II Inc.

	Shares	Value
Security		
<i>Real Estate Management & Development continued</i>		
Realty Holdings Corp.	5,964	\$ 245,359 *
<i>Total Real Estate Management & Development</i>		<i>1,655,186</i>
Total Financials		8,656,530
Industrials 0.9%		
<i>Building Products 0.0%</i>		
Nortek Inc.	1,600	112,272 *
<i>Marine 0.9%</i>		
DeepOcean Group Holding AS	198,468	5,810,667 *(d)(e)
Horizon Lines Inc., Class A Shares	1,490,060	1,892,376 *
<i>Total Marine</i>		<i>7,703,043</i>
Total Industrials		7,815,315
Materials 0.0%		
<i>Chemicals 0.0%</i>		
LyondellBasell Industries NV, Class A Shares	19	1,417
Total Common Stocks (Cost \$28,910,508)		22,031,586
	Rate	
Convertible Preferred Stocks 0.1%		
Materials 0.1%		
<i>Metals & Mining 0.1%</i>		
ArcelorMittal (Cost \$517,500)	6.000%	20,700 493,281
Preferred Stocks 2.2%		
Financials 2.2%		
<i>Consumer Finance 1.6%</i>		
GMAC Capital Trust I	8.125%	489,100 13,137,226 (g)
<i>Diversified Financial Services 0.6%</i>		
Citigroup Capital XIII	7.875%	168,125 4,623,438 (g)
Total Preferred Stocks (Cost \$16,143,736)		17,760,664
	Expiration Date	Warrants
Warrants 0.1%		
Bolivarian Republic of Venezuela, Oil-linked payment obligations (Cost \$0)	4/15/20	18,500 467,125
Total Investments 131.3% (Cost \$1,018,536,935#)		1,061,850,308
Liabilities in Excess of Other Assets (31.3)%		(253,196,379)
Total Net Assets 100.0%		\$ 808,653,929

See Notes to Financial Statements.

Schedule of investments (unaudited) (continued)

October 31, 2013

Western Asset High Income Fund II Inc.

Face amount denominated in U.S. dollars, unless otherwise noted.

* Non-income producing security.

- (a) All or a portion of this security is pledged as collateral pursuant to the loan agreement (See Note 5).
- (b) Security is exempt from registration under Rule 144A of the Securities Act of 1933. This security may be resold in transactions that are exempt from registration, normally to qualified institutional buyers. This security has been deemed liquid pursuant to guidelines approved by the Board of Directors, unless otherwise noted.
- (c) Payment-in-kind security for which the issuer has the option at each interest payment date of making interest payments in cash or additional debt securities.
- (d) Security is valued in good faith in accordance with procedures approved by the Board of Directors (See Note 1).
- (e) Illiquid security.
- (f) The coupon payment on these securities is currently in default as of October 31, 2013.
- (g) Variable rate security. Interest rate disclosed is as of the most recent information available.
- (h) All or a portion of this security is held by the counterparty as collateral for open reverse repurchase agreements.
- (i) Security has no maturity date. The date shown represents the next call date.
- (j) Interest rates disclosed represent the effective rates on senior loans. Ranges in interest rates are attributable to multiple contracts under the same loan.
- (k) All or a portion of this loan is unfunded as of October 31, 2013. The interest rate for fully unfunded term loans is to be determined.
- (l) Value is less than \$1.

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Aggregate cost for federal income tax purposes is substantially the same.

Abbreviations used in this schedule:

BRL	Brazilian Real
EUR	Euro
GBP	British Pound
MXN	Mexican Peso
OJSC	Open Joint Stock Company
RUB	Russian Ruble

[See Notes to Financial Statements.](#)

Statement of assets and liabilities (unaudited)

October 31, 2013

Assets:	
Investments, at value (Cost \$1,018,536,935)	\$ 1,061,850,308
Foreign currency, at value (Cost \$744,479)	731,717
Cash	2,076,739
Interest and dividends receivable	22,832,476
Receivable for securities sold	3,028,476
Deposits with brokers for swap contracts	470,000
Unrealized appreciation on forward foreign currency contracts	91,927
Prepaid expenses	48,719
Total Assets	1,091,130,362
Liabilities:	
Loan payable (Note 5)	255,000,000
Payable for securities purchased	15,695,480
Payable for open reverse repurchase agreements (Note 3)	8,689,120
Unrealized depreciation on forward foreign currency contracts	2,146,864
Investment management fee payable	721,074
Interest payable (Notes 3 and 5)	147,320
Payable to broker variation margin on centrally cleared swap contracts	10,944
Accrued expenses	65,631
Total Liabilities	282,476,433
Total Net Assets	\$ 808,653,929
Net Assets:	
Par value (\$0.001 par value; 86,167,180 shares issued and outstanding; 100,000,000 shares authorized)	\$ 86,167
Paid-in capital in excess of par value	1,023,661,760
Overdistributed net investment income	(3,991,598)
Accumulated net realized loss on investments, futures contracts, written options, swap contracts and foreign currency transactions	(252,356,902)
Net unrealized appreciation on investments, swap contracts and foreign currencies	41,254,502
Total Net Assets	\$ 808,653,929
Shares Outstanding	86,167,180
Net Asset Value	\$9.38

See Notes to Financial Statements.

Statement of operations (unaudited)

For the Six Months Ended October 31, 2013

Investment Income:	
Interest	\$ 41,954,066
Dividends	783,944
<i>Total Investment Income</i>	<i>42,738,010</i>
Expenses:	
Investment management fee (Note 2)	4,231,629
Interest expense (Notes 3 and 5)	1,194,674
Transfer agent fees	93,889
Directors' fees	59,094
Stock exchange listing fees	41,504
Audit and tax	40,808
Shareholder reports	32,290
Legal fees	29,254
Custody fees	14,043
Insurance	8,589
Miscellaneous expenses	7,203
<i>Total Expenses</i>	<i>5,752,977</i>
Net Investment Income	36,985,033
Realized and Unrealized Gain (Loss) on Investments, Futures Contracts, Written Options, Swap Contracts and Foreign Currency Transactions (Notes 1, 3 and 4):	
Net Realized Gain (Loss) From:	
Investment transactions	11,305,275
Futures contracts	47,238
Written options	128,480
Swap contracts	(2,087,538)
Foreign currency transactions	1,945,818
<i>Net Realized Gain</i>	<i>11,339,273</i>
Change in Net Unrealized Appreciation (Depreciation) From:	
Investments	(23,064,737)
Written options	603,650
Swap contracts	2,124,462
Foreign currencies	(4,217,900)
<i>Change in Net Unrealized Appreciation (Depreciation)</i>	<i>(24,554,525)</i>
Net Loss on Investments, Futures Contracts, Written Options, Swap Contracts and Foreign Currency Transactions	(13,215,252)
Increase in Net Assets from Operations	\$ 23,769,781

See Notes to Financial Statements.

Statements of changes in net assets

For the Six Months Ended October 31, 2013 (unaudited)
and the Year Ended April 30, 2013

	October 31	April 30
Operations:		
Net investment income	\$ 36,985,033	\$ 76,790,176
Net realized gain	11,339,273	21,570,003
Change in net unrealized appreciation (depreciation)	(24,554,525)	44,596,492
<i>Increase in Net Assets From Operations</i>	<i>23,769,781</i>	<i>142,956,671</i>
Distributions to Shareholders From (Note 1):		
Net investment income	(38,948,868)	(83,317,971)
<i>Decrease in Net Assets From Distributions to Shareholders</i>	<i>(38,948,868)</i>	<i>(83,317,971)</i>
Fund Share Transactions:		
Reinvestment of distributions (153,861 and 655,589 shares issued, respectively)	1,430,378	6,315,655
<i>Increase in Net Assets From Fund Share Transactions</i>	<i>1,430,378</i>	<i>6,315,655</i>
<i>Increase (Decrease) in Net Assets</i>	<i>(13,748,709)</i>	<i>65,954,355</i>
Net Assets:		
Beginning of period	822,402,638	756,448,283
End of period*	\$ 808,653,929	\$ 822,402,638
* Includes overdistributed net investment income of:	\$(3,991,598)	\$(2,027,763)

See Notes to Financial Statements.

Statement of cash flows (unaudited)

For the Six Months Ended October 31, 2013

Increase (Decrease) in Cash:

Cash Provided (Used) by Operating Activities:

Net increase in net assets resulting from operations	\$ 23,769,781
Adjustments to reconcile net increase in net assets resulting from operations to net cash provided (used) by operating activities:	
Purchases of portfolio securities	(300,803,248)
Proceeds from sales of portfolio securities	245,726,257
Net purchases, sales and maturities of short-term investments	17,000,000
Net amortization of premium (accretion of discount)	(26,866)
Payment-in-kind	(1,381,905)
Increase in receivable for securities sold	(346)
Increase in interest and dividends receivable	(1,734,358)
Decrease in prepaid expenses	33,525
Decrease in deposits with brokers for swap contracts	2,330,000
Decrease in net premiums received for OTC swap contracts	(178,630)
Decrease in payable for open OTC swap contracts	(180,626)
Decrease in payable for securities purchased	(5,350,652)
Increase in investment management fee payable	36,131
Increase in interest payable	13,925
Decrease in accrued expenses	(120,534)
Decrease in premiums received from written options	(371,860)
Increase in payable to broker - variation margin on open centrally cleared swap contracts	10,944
Net realized gain on investments	(11,305,275)
Decrease in net unrealized appreciation of investments, written options, OTC swap contracts and forward foreign currency transactions	24,548,482
Net Cash Used in Operating Activities*	(7,985,255)

Cash Flows from Financing Activities:

Distributions paid on common stock	(37,518,490)
Increase in loan payable	40,000,000
Decrease in payable for reverse repurchase agreements	(511,151)
Net Cash Provided by Financing Activities	1,970,359
Net Decrease in Cash	(6,014,896)
Cash at beginning of period	8,823,352
Cash at end of period	\$ 2,808,456

Non-Cash Financing Activities:

Proceeds from reinvestment of distributions	\$ 1,430,378
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* Included in operating expenses is cash of \$1,180,749 paid for interest on borrowings.

See Notes to Financial Statements.

Financial highlights

For a share of capital stock outstanding throughout each year ended April 30, unless otherwise noted:

	2013 ^{1,2}	2013 ²	2012 ²	2011 ²	2010 ²	2009 ²
Net asset value, beginning of period	\$9.56	\$8.86	\$9.57	\$9.00	\$6.13	\$10.76
Income (loss) from operations:						
Net investment income	0.43	0.90	0.96	1.00	1.07	1.14
Net realized and unrealized gain (loss)	(0.16)	0.77	(0.67)	0.62	2.94	(4.64)
Total income (loss) from operations	0.27	1.67	0.29	1.62	4.01	(3.50)
Less distributions from:						
Net investment income	(0.45)	(0.97)	(1.00)	(1.05)	(1.14)	(1.13)
Total distributions	(0.45)	(0.97)	(1.00)	(1.05)	(1.14)	(1.13)
Net asset value, end of period	\$9.38	\$9.56	\$8.86	\$9.57	\$9.00	\$6.13
Market price, end of period	\$9.45	\$10.20	\$10.10	\$10.04	\$9.82	\$6.22
Total return based on NAV^{3,4}	3.01%	20.03%	3.80%	19.40%	69.38%	(32.74)%
Total return, based on market price⁵	(2.68)%	11.68%	11.89%	14.54%	81.29%	(25.21)%
Net assets, end of period (000s)	\$808,654	\$822,403	\$756,448	\$807,319	\$751,122	\$504,958
Ratios to average net assets:						
Gross expenses	1.43% ⁶	1.41%	1.51%	1.61%	2.12%	3.03%
Net expenses ⁷	1.43% ⁶	1.41%	1.51%	1.61%	2.12%	3.03%
Net investment income	9.18% ⁶	9.84%	10.93%	11.03%	13.44%	15.02%
Portfolio turnover rate	24%	52%	45%	84%	81%	53%
Supplemental data:						
Loans Outstanding, End of Period (000s)	\$255,000	\$215,000	\$215,000	\$190,000	\$196,500	\$161,500
Asset Coverage for Loan Outstanding	417%	483%	452%	525%	482%	413%
Weighted Average Loan (000s)	\$242,092	\$215,000	\$211,038	\$197,170	\$169,363	\$219,563
Weighted Average Interest Rate on Loans	0.94%	0.97%	1.09%	1.49%	1.80%	3.00%

¹ For the six months ended October 31, 2013 (unaudited).

² Per share amounts have been calculated using the average shares method.

³ Performance figures may reflect compensating balance arrangements, fee waivers and/or expense reimbursements. In the absence of compensating balance arrangements, fee waivers and/or expense reimbursements, the total return would have been lower. Past performance is no guarantee of future results. Total returns for periods of less than one year are not annualized.

⁴ The total return calculation assumes that distributions are reinvested at NAV. Past performance is no guarantee of future results. Total returns for periods of less than one year are not annualized.

⁵ The total return calculation assumes that distributions are reinvested in accordance with the Fund's dividend reinvestment plan. Past performance is no guarantee of future results. Total returns for periods of less than one year are not annualized.

⁶ Annualized.

⁷ The impact of compensating balance arrangements, if any, was less than 0.01%.

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The actual source of the Fund's current fiscal year distributions may be from net investment income, return of capital or a combination of both. Shareholders will be informed of the tax characteristics of the distributions after the close of the fiscal year.

[See Notes to Financial Statements.](#)

Notes to financial statements (unaudited)

1. Organization and significant accounting policies

Western Asset High Income Fund II Inc. (the Fund) was incorporated in Maryland and is registered as a diversified, closed-end management investment company under the Investment Company Act of 1940, as amended (the 1940 Act). The Fund seeks to maximize current income by investing at least 80% of its net assets, plus any borrowings for investment purposes, in high-yield debt securities. As a secondary objective, the Fund seeks capital appreciation to the extent consistent with its objective of seeking to maximize current income.

The following are significant accounting policies consistently followed by the Fund and are in conformity with U.S. generally accepted accounting principles (GAAP). Estimates and assumptions are required to be made regarding assets, liabilities and changes in net assets resulting from operations when financial statements are prepared. Changes in the economic environment, financial markets and any other parameters used in determining these estimates could cause actual results to differ. Subsequent events have been evaluated through the date the financial statements were issued.

(a) Investment valuation. The valuations for fixed income securities (which may include, but are not limited to, corporate, government, municipal, mortgage-backed, collateralized mortgage obligations and asset-backed securities) and certain derivative instruments are typically the prices supplied by independent third party pricing services, which may use market prices or broker/dealer quotations or a variety of valuation techniques and methodologies. The independent third party pricing services use inputs that are observable such as issuer details, interest rates, yield curves, prepayment speeds, credit risks/spreads, default rates and quoted prices for similar securities. Short-term fixed income securities that will mature in 60 days or less are valued at amortized cost, unless it is determined that using this method would not reflect an investment's fair value. Futures contracts are valued daily at the settlement price established by the board of trade or exchange on which they are traded. Equity securities for which market quotations are available are valued at the last reported sales price or official closing price on the primary market or exchange on which they trade. When the Fund holds securities or other assets that are denominated in a foreign currency, the Fund will normally use the currency exchange rates as of 4:00 p.m. (Eastern Time). If independent third party pricing services are unable to supply prices for a portfolio investment, or if the prices supplied are deemed by the manager to be unreliable, the market price may be determined by the manager using quotations from one or more broker/dealers or at the transaction price if the security has recently been purchased and no value has yet been obtained from a pricing service or pricing broker. When reliable prices are not readily available, such as when the value of a security has been significantly affected by events after the close of the exchange or market on which the security is principally traded, but before the Fund calculates its net asset value, the Fund values these securities as determined in accordance with procedures approved by the Fund's Board of Directors.

The Board of Directors is responsible for the valuation process and has delegated the supervision of the daily valuation process to the Legg Mason North American Fund Valuation

Committee (the Valuation Committee). The Valuation Committee, pursuant to the policies adopted by the Board of Directors, is responsible for making fair value determinations, evaluating the effectiveness of the Fund's pricing policies, and reporting to the Board of Directors. When determining the reliability of third party pricing information for investments owned by the Fund, the Valuation Committee, among other things, conducts due diligence reviews of pricing vendors, monitors the daily change in prices and reviews transactions among market participants.

The Valuation Committee will consider pricing methodologies it deems relevant and appropriate when making fair value determinations. Examples of possible methodologies include, but are not limited to, multiple of earnings; discount from market of a similar freely traded security; discounted cash-flow analysis; book value or a multiple thereof; risk premium/yield analysis; yield to maturity; and/or fundamental investment analysis. The Valuation Committee will also consider factors it deems relevant and appropriate in light of the facts and circumstances. Examples of possible factors include, but are not limited to, the type of security; the issuer's financial statements; the purchase price of the security; the discount from market value of unrestricted securities of the same class at the time of purchase; analysts' research and observations from financial institutions; information regarding any transactions or offers with respect to the security; the existence of merger proposals or tender offers affecting the security; the price and extent of public trading in similar securities of the issuer or comparable companies; and the existence of a shelf registration for restricted securities.

For each portfolio security that has been fair valued pursuant to the policies adopted by the Board of Directors, the fair value price is compared against the last available and next available market quotations. The Valuation Committee reviews the results of such back testing monthly and fair valuation occurrences are reported to the Board of Directors quarterly.

The Fund uses valuation techniques to measure fair value that are consistent with the market approach and/or income approach, depending on the type of security and the particular circumstance. The market approach uses prices and other relevant information generated by market transactions involving identical or comparable securities. The income approach uses valuation techniques to discount estimated future cash flows to present value.

GAAP establishes a disclosure hierarchy that categorizes the inputs to valuation techniques used to value assets and liabilities at measurement date. These inputs are summarized in the three broad levels listed below:

Level 1 quoted prices in active markets for identical investments

Level 2 other significant observable inputs (including quoted prices for similar investments, interest rates, prepayment speeds, credit risk, etc.)

Level 3 significant unobservable inputs (including the Fund's own assumptions in determining the fair value of investments)

Notes to financial statements (unaudited) (cont d)

The inputs or methodologies used to value securities are not necessarily an indication of the risk associated with investing in those securities.

The following is a summary of the inputs used in valuing the Fund's assets and liabilities carried at fair value:

ASSETS				
Description	Quoted Prices (Level 1)	Other Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
Long-term investments :				
Corporate bonds & notes		\$ 969,792,242	\$ 7,359,513	\$ 977,151,755
Collateralized mortgage obligations		1,119,944		1,119,944
Convertible bonds & notes		333,415		333,415
Senior loans		18,492,794	2,245,800	20,738,594
Sovereign bonds		21,753,944		21,753,944
Common stocks:				
Consumer discretionary	\$ 152,227		332,700	484,927
Energy			5,073,397	5,073,397
Financials	8,656,530		0*	8,656,530
Industrials	2,004,648		5,810,667	7,815,315
Materials	1,417			1,417
Convertible preferred stocks	493,281			493,281
Preferred stocks	17,760,664			17,760,664
Warrants		467,125		467,125
Total investments	\$ 29,068,767	\$ 1,011,959,464	\$ 20,822,077	\$ 1,061,850,308
Other financial instruments:				
Forward foreign currency contracts		\$ 91,927		\$ 91,927
Total	\$ 29,068,767	\$ 1,012,051,391	\$ 20,822,077	\$ 1,061,942,235

LIABILITIES				
Description	Quoted Prices (Level 1)	Other Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
Other financial instruments:				
Forward foreign currency contracts		\$ 2,146,864		\$ 2,146,864
Centrally cleared credit default swaps on credit indices buy protection		8,522		8,522
Total		\$ 2,155,386		\$ 2,155,386

See Schedule of Investments for additional detailed categorizations.

* Amount represents less than \$1.

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The following is a reconciliation of investments in which significant unobservable inputs (Level 3) were used in determining fair value:

Investments in Securities	Common Stocks						Total
	Corporate Bonds & Notes	Senior Loans	Consumer Discretionary	Energy	Financials	Industrials	
Balance as of April 30, 2013	\$ 8,784,248		\$ 332,700	\$ 5,624,354	\$ 0*	\$ 4,376,517	\$ 19,117,819
Accrued premiums/discounts	164,291						164,291
Realized gain (loss) ¹	146,033						146,033
Change in unrealized appreciation (depreciation) ²	(86,756)			(550,957)		1,434,150	796,437
Purchases	413,822	\$ 2,245,800					2,659,622
Sales	(2,062,125)						(2,062,125)
Transfers into Level 3							
Transfers out of Level 3							
Balance as of October 31, 2013	\$ 7,359,513	\$ 2,245,800	\$ 332,700	\$ 5,073,397	\$ 0*	\$ 5,810,667	\$ 20,822,077
Net change in unrealized appreciation (depreciation) for investments in securities still held at October 31, 2013 ²	\$ 40,691			\$ (550,957)		\$ 1,434,149	\$ 923,883

The Fund's policy is to recognize transfers between levels as of the end of the reporting period.

* Value is less than \$1.

¹ This amount is included in net realized gain (loss) from investment transactions in the accompanying Statement of Operations.

² This amount is included in the change in net unrealized appreciation (depreciation) in the accompanying Statement of Operations. Change in unrealized appreciation (depreciation) includes net unrealized appreciation (depreciation) resulting from changes in investment values during the reporting period and the reversal of previously recorded unrealized appreciation (depreciation) when gains or losses are realized.

(b) Repurchase agreements. The Fund may enter into repurchase agreements with institutions that its investment adviser has determined are creditworthy. Each repurchase agreement is recorded at cost. Under the terms of a typical repurchase agreement, the Fund acquires a debt security subject to an obligation of the seller to repurchase, and of the Fund to resell, the security at an agreed-upon price and time, thereby determining the yield during the Fund's holding period. When entering into repurchase agreements, it is the Fund's policy that its custodian or a third party custodian, acting on the Fund's behalf, take possession of the underlying collateral securities, the market value of which, at all times, at least equals the principal amount of the repurchase transaction, including accrued interest. To the extent that any repurchase transaction maturity exceeds one business day, the value of the collateral is marked-to-market and measured against the value of the agreement in an effort to ensure the adequacy of the collateral. If the counterparty defaults, the Fund generally has the right to use the collateral to satisfy the terms of the repurchase transaction. However, if the market value of the collateral declines during the period in which

Notes to financial statements (unaudited) (cont d)

the Fund seeks to assert its rights or if bankruptcy proceedings are commenced with respect to the seller of the security, realization of the collateral by the Fund may be delayed or limited.

(c) Reverse repurchase agreements. The Fund may enter into reverse repurchase agreements. Under the terms of a typical reverse repurchase agreement, a fund sells a security subject to an obligation to repurchase the security from the buyer at an agreed-upon time and price. In the event the buyer of securities under a reverse repurchase agreement files for bankruptcy or becomes insolvent, the Fund's use of the proceeds of the agreement may be restricted pending a determination by the counterparty, or its trustee or receiver, whether to enforce the Fund's obligation to repurchase the securities. In entering into reverse repurchase agreements, the Fund will maintain cash, U.S. government securities or other liquid debt obligations at least equal in value to its obligations with respect to reverse repurchase agreements or will take other actions permitted by law to cover its obligations.

(d) Loan participations. The Fund may invest in loans arranged through private negotiation between one or more financial institutions. The Fund's investment in any such loan may be in the form of a participation in or an assignment of the loan. In connection with purchasing participations, the Fund generally will have no right to enforce compliance by the borrower with the terms of the loan agreement related to the loan, or any rights of off-set against the borrower and the Fund may not benefit directly from any collateral supporting the loan in which it has purchased the participation.

The Fund assumes the credit risk of the borrower, the lender that is selling the participation and any other persons interpositioned between the Fund and the borrower. In the event of the insolvency of the lender selling the participation, the Fund may be treated as a general creditor of the lender and may not benefit from any off-set between the lender and the borrower.

(e) Unfunded loan commitments. The Fund may enter into certain credit agreements where all or a portion of which may be unfunded. The Fund is obligated to fund these commitments at the borrower's discretion. The commitments are disclosed in the accompanying Schedule of Investments. At October 31, 2013, the Fund had sufficient cash and/or securities to cover these commitments.

(f) Forward foreign currency contracts. The Fund enters into a forward foreign currency contract to hedge against foreign currency exchange rate risk on its non-U.S. dollar denominated securities or to facilitate settlement of a foreign currency denominated portfolio transaction. A forward foreign currency contract is an agreement between two parties to buy and sell a currency at a set price with delivery and settlement at a future date. The contract is marked-to-market daily and the change in value is recorded by the Fund as an unrealized gain or loss. When a forward foreign currency contract is closed, through either delivery or offset by entering into another forward foreign currency contract, the Fund recognizes a realized gain or loss equal to the difference between the value of the contract at the time it was opened and the value of the contract at the time it is closed.

Forward foreign currency contracts involve elements of market risk in excess of the amounts reflected on the Statement of Assets and Liabilities. The Fund bears the risk of an unfavorable change in the foreign exchange rate underlying the forward foreign currency contract. Risks may also arise upon entering into these contracts from the potential inability of the counterparties to meet the terms of their contracts.

(g) Futures contracts. The Fund uses futures contracts generally to gain exposure to, or hedge against, changes in interest rates or gain exposure to, or hedge against, changes in certain asset classes. A futures contract represents a commitment for the future purchase or sale of an asset at a specified price on a specified date.

Upon entering into a futures contract, the Fund is required to deposit cash or cash equivalents with a broker in an amount equal to a certain percentage of the contract amount. This is known as the initial margin and subsequent payments (variation margin) are made or received by the Fund each day, depending on the daily fluctuation in the value of the contract. For certain futures, including foreign denominated futures, variation margin is not settled daily, but is recorded as a net variation margin payable or receivable. Futures contracts are valued daily at the settlement price established by the board of trade or exchange on which they are traded. The daily changes in contract value are recorded as unrealized gains or losses in the Statement of Operations and the Fund recognizes a realized gain or loss when the contract is closed.

Futures contracts involve, to varying degrees, risk of loss in excess of the amounts reflected in the financial statements. In addition, there is the risk that the Fund may not be able to enter into a closing transaction because of an illiquid secondary market.

(h) Foreign currency translation. Investment securities and other assets and liabilities denominated in foreign currencies are translated into U.S. dollar amounts based upon prevailing exchange rates on the date of valuation. Purchases and sales of investment securities and income and expense items denominated in foreign currencies are translated into U.S. dollar amounts based upon prevailing exchange rates on the respective dates of such transactions.

The Fund does not isolate that portion of the results of operations resulting from fluctuations in foreign exchange rates on investments from the fluctuations arising from changes in market prices of securities held. Such fluctuations are included with the net realized and unrealized gain or loss on investments.

Net realized foreign exchange gains or losses arise from sales of foreign currencies, including gains and losses on forward foreign currency contracts, currency gains or losses realized between the trade and settlement dates on securities transactions, and the difference between the amounts of dividends, interest, and foreign withholding taxes recorded on the Fund's books and the U.S. dollar equivalent of the amounts actually received or paid. Net unrealized foreign exchange gains and losses arise from changes in the values of assets and liabilities, other than investments in securities, on the date of valuation, resulting from changes in exchange rates.

Notes to financial statements (unaudited) (cont d)

Foreign security and currency transactions may involve certain considerations and risks not typically associated with those of U.S. dollar denominated transactions as a result of, among other factors, the possibility of lower levels of governmental supervision and regulation of foreign securities markets and the possibility of political or economic instability.

(i) Written options. When the Fund writes an option, an amount equal to the premium received by the Fund is recorded as a liability, the value of which is marked-to-market daily to reflect the current market value of the option written. If the option expires, the premium received is recorded as a realized gain. When a written call option is exercised, the difference between the premium received plus the option exercise price and the Fund's basis in the underlying security (in the case of a covered written call option), or the cost to purchase the underlying security (in the case of an uncovered written call option), including brokerage commission, is recognized as a realized gain or loss. When a written put option is exercised, the amount of the premium received is subtracted from the cost of the security purchased by the Fund from the exercise of the written put option to form the Fund's basis in the underlying security purchased. The writer or buyer of an option traded on an exchange can liquidate the position before the exercise of the option by entering into a closing transaction. The cost of a closing transaction is deducted from the original premium received resulting in a realized gain or loss to the Fund.

The risk in writing a covered call option is that the Fund may forego the opportunity of profit if the market price of the underlying security increases and the option is exercised. The risk in writing a put option is that the Fund may incur a loss if the market price of the underlying security decreases and the option is exercised. The risk in writing an uncovered call option is that the Fund is exposed to the risk of loss if the market price of the underlying security increases. In addition, there is the risk that the Fund may not be able to enter into a closing transaction because of an illiquid secondary market.

(j) Swaptions. The Fund purchases and writes swaption contracts to manage exposure to an underlying instrument. The Fund may also purchase or write swaptions to manage exposure to fluctuations in interest rates or to enhance yield. Swaption contracts written by the Fund represent an option that gives the purchaser the right, but not the obligation, to enter into a previously agreed upon swap contract at a future date. Swaption contracts purchased by the Fund represent an option that gives the Fund the right, but not the obligation, to enter into a previously agreed upon swap contract at a future date.

When the Fund writes a swaption, an amount equal to the premium received by the Fund is recorded as a liability, the value of which is marked-to-market daily to reflect the current market value of the swaption written. If the swaption expires, the Fund realizes a gain equal to the amount of the premium received.

When the Fund purchases a swaption, an amount equal to the premium paid by the Fund is recorded as an investment, the value of which is marked-to-market daily to reflect the current market value of the swaption purchased. If the swaption expires, the Fund realizes a loss equal to the amount of the premium paid.

Swaptions are marked-to-market daily based upon quotations from market makers. Changes in the value of the swaption are reported as unrealized gains or losses in the Statements of Operations.

(k) Swap agreements. The Fund invests in swaps for the purpose of managing its exposure to interest rate, credit or market risk, or for other purposes, including to increase the Fund's return. The use of swaps involves risks that are different from those associated with other portfolio transactions. Swap agreements are privately negotiated in the over-the-counter market (OTC Swaps) or may be executed on a registered exchange (Centrally Cleared Swaps). Unlike Centrally Cleared Swaps, the Fund has credit exposure to the counterparties of OTC Swaps.

Swap contracts are marked-to-market daily and changes in value are recorded as unrealized appreciation (depreciation). The daily change in valuation of Centrally Cleared Swaps, if any, is recorded as a receivable or payable for variation margin on the Statement of Assets and Liabilities. Gains or losses are realized upon termination of the swap agreement. Collateral, in the form of restricted cash or securities, may be required to be held in segregated accounts with the Fund's custodian in compliance with the terms of the swap contracts. Securities posted as collateral for swap contracts are identified in the Schedule of Investments and restricted cash, if any, is identified on the Statement of Assets and Liabilities. Risks may exceed amounts recorded in the Statement of Assets and Liabilities. These risks include changes in the returns of the underlying instruments, failure of the counterparties to perform under the contracts' terms, and the possible lack of liquidity with respect to the swap agreements.

OTC swap payments received or made at the beginning of the measurement period are reflected as a premium or deposit, respectively, on the Statement of Assets and Liabilities. These upfront payments are amortized over the life of the swap and are recognized as realized gain or loss in the Statement of Operations. Net periodic payments received or paid by the Fund are recognized as a realized gain or loss in the Statement of Operations.

The Fund's maximum exposure in the event of a defined credit event on a credit default swap to sell protection is the notional amount. As of October 31, 2013, the Fund did not hold any credit default swaps to sell protection.

For average notional amounts of swaps held during the six months ended October 31, 2013, see Note 4.

Credit default swaps

The Fund enters into credit default swap (CDS) contracts for investment purposes, to manage its credit risk or to add leverage. CDS agreements involve one party making a stream of payments to another party in exchange for the right to receive a specified return in the event of a default by a third party, typically corporate or sovereign issuers, on a specified obligation, or in the event of a write-down, principal shortfall, interest shortfall or default of all or part of the referenced entities comprising a credit index. The Fund may use a CDS to provide protection against defaults of the issuers (i.e., to reduce risk where the

Notes to financial statements (unaudited) (cont d)

Fund has exposure to an issuer) or to take an active long or short position with respect to the likelihood of a particular issuer's default. As a seller of protection, the Fund generally receives an upfront payment or a stream of payments throughout the term of the swap provided that there is no credit event. If the Fund is a seller of protection and a credit event occurs, as defined under the terms of that particular swap agreement, the maximum potential amount of future payments (undiscounted) that the Fund could be required to make under a credit default swap agreement would be an amount equal to the notional amount of the agreement. These amounts of potential payments will be partially offset by any recovery of values from the respective referenced obligations. As a seller of protection, the Fund effectively adds leverage to its portfolio because, in addition to its total net assets, the Fund is subject to investment exposure on the notional amount of the swap. As a buyer of protection, the Fund generally receives an amount up to the notional value of the swap if a credit event occurs.

Implied spreads are the theoretical prices a lender receives for credit default protection. When spreads rise, market perceived credit risk rises and when spreads fall, market perceived credit risk falls. The implied credit spread of a particular referenced entity reflects the cost of buying/selling protection and may include upfront payments required to enter into the agreement. Wider credit spreads and decreasing market values, when compared to the notional amount of the swap, represent a deterioration of the referenced entity's credit soundness and a greater likelihood or risk of default or other credit event occurring as defined under the terms of the agreement. Credit spreads utilized in determining the period end market value of credit default swap agreements on corporate or sovereign issues are disclosed in the Notes to Financial Statements and serve as an indicator of the current status of the payment/performance risk and represent the likelihood or risk of default for credit derivatives. For credit default swap agreements on asset-backed securities and credit indices, the quoted market prices and resulting values, particularly in relation to the notional amount of the contract as well as the annual payment rate, serve as an indication of the current status of the payment/performance risk.

The Fund's maximum risk of loss from counterparty risk, as the protection buyer, is the fair value of the contract (this risk is mitigated by the posting of collateral by the counterparty to the Fund to cover the Fund's exposure to the counterparty). As the protection seller, the Fund's maximum risk is the notional amount of the contract. Credit default swaps are considered to have credit risk-related contingent features since they require payment by the protection seller to the protection buyer upon the occurrence of a defined credit event.

Entering into a CDS agreement involves, to varying degrees, elements of credit, market and documentation risk in excess of the related amounts recognized on the Statement of Assets and Liabilities. Such risks involve the possibility that there will be no liquid market for these agreements, that the counterparty to the agreement may default on its obligation to perform or disagree as to the meaning of the contractual terms in the agreement, and that there will be unfavorable changes in net interest rates.

(I) Cash flow information. The Fund invests in securities and distributes dividends from net investment income and net realized gains, which are paid in cash and may be

reinvested at the discretion of shareholders. These activities are reported in the Statement of Changes in Net Assets and additional information on cash receipts and cash payments are presented in the Statement of Cash Flows.

(m) Foreign investment risks. The Fund's investments in foreign securities may involve risks not present in domestic investments. Since securities may be denominated in foreign currencies, may require settlement in foreign currencies or pay interest or dividends in foreign currencies, changes in the relationship of these foreign currencies to the U.S. dollar can significantly affect the value of the investments and earnings of the Fund. Foreign investments may also subject the Fund to foreign government exchange restrictions, expropriation, taxation or other political, social or economic developments, all of which affect the market and/or credit risk of the investments.

(n) Credit and market risk. The Fund invests in high-yield and emerging market instruments that are subject to certain credit and market risks. The yields of high-yield and emerging market debt obligations reflect, among other things, perceived credit and market risks. The Fund's investments in securities rated below investment grade typically involve risks not associated with higher rated securities including, among others, greater risk related to timely and ultimate payment of interest and principal, greater market price volatility and less liquid secondary market trading. The consequences of political, social, economic or diplomatic changes may have disruptive effects on the market prices of investments held by the Fund. The Fund's investments in non-U.S. dollar denominated securities may also result in foreign currency losses caused by devaluations and exchange rate fluctuations.

(o) Counterparty risk and credit-risk-related contingent features of derivative instruments. The Fund may invest in certain securities or engage in other transactions, where the Fund is exposed to counterparty credit risk in addition to broader market risks. The Fund may invest in securities of issuers, which may also be considered counterparties as trading partners in other transactions. This may increase the risk of loss in the event of default or bankruptcy by the counterparty or if the counterparty otherwise fails to meet its contractual obligations. The Fund's investment manager attempts to mitigate counterparty risk by (i) periodically assessing the creditworthiness of its trading partners, (ii) monitoring and/or limiting the amount of its net exposure to each individual counterparty based on its assessment and (iii) requiring collateral from the counterparty for certain transactions. Market events and changes in overall economic conditions may impact the assessment of such counterparty risk by the investment manager. In addition, declines in the values of underlying collateral received may expose the Fund to increased risk of loss.

The Fund has entered into master agreements with certain of its derivative counterparties that provide for general obligations, representations, agreements, collateral, events of default or termination and credit related contingent features. The credit related contingent features include, but are not limited to, a percentage decrease in the Fund's net assets or NAV over a specified period of time. If these credit related contingent features were triggered, the derivatives counterparty could terminate the positions and demand payment or require additional collateral.

Notes to financial statements (unaudited) (cont d)

Collateral requirements differ by type of derivative. Collateral or margin requirements are set by the broker or exchange clearing house for exchange traded derivatives while collateral terms are contract specific for over-the-counter traded derivatives. Cash collateral that has been pledged to cover obligations of the Fund under derivative contracts, if any, will be reported separately in the Statement of Assets and Liabilities. Securities pledged as collateral, if any, for the same purpose are noted in the Schedule of Investments.

Absent an event of default by the counterparty or a termination of the agreement, the terms of the master agreements do not result in an offset of reported amounts of financial assets and financial liabilities in the Statement of Assets and Liabilities across transactions between the Fund and the applicable counterparty. The enforceability of the right to offset may vary by jurisdiction.

As of October 31, 2013, the Fund held forward foreign currency contracts with credit related contingent features which had a liability position of \$2,146,864. If a contingent feature in the master agreements would have been triggered, the Fund would have been required to pay this amount to its derivatives counterparties.

(p) Security transactions and investment income. Security transactions are accounted for on a trade date basis. Interest income, adjusted for amortization of premium and accretion of discount, is recorded on the accrual basis. Dividend income is recorded on the ex-dividend date. Foreign dividend income is recorded on the ex-dividend date or as soon as practicable after the Fund determines the existence of a dividend declaration after exercising reasonable due diligence. The cost of investments sold is determined by use of the specific identification method. To the extent any issuer defaults or a credit event occurs that impacts the issuer, the Fund may halt any additional interest income accruals and consider the realizability of interest accrued up to the date of default or credit event.

(q) Distributions to shareholders. Distributions from net investment income of the Fund, if any, are declared quarterly and paid on a monthly basis. The actual source of the Fund's monthly distributions may be from net investment income, return of capital or a combination of both. Shareholders will be informed of the tax characteristics of the distributions after the close of the fiscal year. Distributions of net realized gains, if any, are declared at least annually. Distributions to shareholders of the Fund are recorded on the ex-dividend date and are determined in accordance with income tax regulations, which may differ from GAAP.

(r) Compensating balance arrangements. The Fund has an arrangement with its custodian bank whereby a portion of the custodian's fees is paid indirectly by credits earned on the Fund's cash on deposit with the bank.

(s) Federal and other taxes. It is the Fund's policy to comply with the federal income and excise tax requirements of the Internal Revenue Code of 1986 (the Code), as amended, applicable to regulated investment companies. Accordingly, the Fund intends to distribute its taxable income and net realized gains, if any, to shareholders in accordance with timing requirements imposed by the Code. Therefore, no federal or state income tax provision is required in the Fund's financial statements.

Management has analyzed the Fund's tax positions taken on income tax returns for all open tax years and has concluded that as of October 31, 2013, no provision for income tax is required in the Fund's financial statements. The Fund's federal and state income and federal excise tax returns for tax years for which the applicable statutes of limitations have not expired are subject to examination by the Internal Revenue Service and state departments of revenue.

Under the applicable foreign tax laws, a withholding tax may be imposed on interest, dividends and capital gains at various rates.

(t) Reclassification. GAAP requires that certain components of net assets be reclassified to reflect permanent differences between financial and tax reporting. These reclassifications have no effect on net assets or net asset value per share.

2. Investment management agreement and other transactions with affiliates

Legg Mason Partners Fund Advisor, LLC (LMPFA) is the Fund's investment manager. Western Asset Management Company (Western Asset), Western Asset Management Company Limited (Western Asset Limited) and Western Asset Management Company Pte. Ltd. (Western Singapore) are the Fund's subadvisers. LMPFA, Western Asset, Western Asset Limited and Western Singapore are wholly-owned subsidiaries of Legg Mason, Inc. (Legg Mason).

LMPFA provides administrative and certain oversight services to the Fund. The Fund pays LMPFA an investment management fee, calculated daily and paid monthly, at an annual rate of 0.80% of the Fund's average weekly net assets plus the proceeds of any outstanding borrowings used for leverage.

LMPFA delegates to Western Asset the day-to-day portfolio management of the Fund. Western Singapore and Western Asset Limited do not receive any compensation from the Fund and are paid by Western Asset for their services to the Fund. For its services, LMPFA pays Western Asset 70% of the net management fee it receives from the Fund. In turn, Western Asset pays Western Singapore and Western Asset Limited a subadvisory fee of 0.30% on assets managed by each subadviser.

During periods in which the Fund utilizes financial leverage, the fees which are payable to the investment manager as a percentage of the Fund's net assets will be higher than if the Fund did not utilize leverage because the fees are calculated as a percentage of the Fund's assets, including those investments purchased with leverage.

All officers and one Director of the Fund are employees of Legg Mason or its affiliates and do not receive compensation from the Fund.

3. Investments

During the six months ended October 31, 2013, the aggregate cost of purchases and proceeds from sales of investments (excluding short-term investments) were as follows:

Purchases	\$ 300,803,248
Sales	245,726,257

Notes to financial statements (unaudited) (cont d)

At October 31, 2013, the aggregate gross unrealized appreciation and depreciation of investments for federal income tax purposes were substantially as follows:

Gross unrealized appreciation	\$ 73,044,031
Gross unrealized depreciation	(29,730,658)
Net unrealized appreciation	\$ 43,313,373

During the six months ended October 31, 2013, written option transactions for the Fund were as follows:

	Notional Amount	Premiums
Written options, outstanding as of April 30, 2013	\$ 51,800,000	\$ 371,860
Options written		
Options closed		
Options exercised	(34,200,000)	(243,380)
Options expired	(17,600,000)	(128,480)

Written options, outstanding as of October 31, 2013

At October 31, 2013, the Fund had the following open forward foreign currency contracts:

Foreign Currency	Counterparty	Local Currency	Market Value	Settlement Date	Unrealized Gain (Loss)
Contracts to Buy:					
Euro	Barclays Bank PLC	5,168,911	\$ 7,018,256	11/15/13	\$ (113,064)
Euro	UBS AG	725,912	985,630	11/15/13	6,136
					(106,928)
Contracts to Sell:					
British Pound	Citibank, N.A.	1,500,000	2,404,901	11/15/13	(101,576)
British Pound	UBS AG	2,789,000	4,471,512	11/15/13	(188,222)
Euro	Citibank, N.A.	25,345,375	34,413,501	11/15/13	(783,103)
Euro	UBS AG	33,100,917	44,943,839	11/15/13	(955,103)
Euro	UBS AG	247,789	336,444	11/15/13	(5,796)
Brazilian Real	Citibank, N.A.	13,767,777	6,046,336	1/15/14	55,050
Brazilian Real	Citibank, N.A.	7,000,000	3,074,160	1/15/14	30,741
					(1,948,009)
					\$ (2,054,937)

Net unrealized loss on open forward foreign currency contracts

Transactions in reverse repurchase agreements for the Fund during the six months ended October 31, 2013 were as follows:

Average Daily Balance*	Weighted Average Interest Rate*	Maximum Amount Outstanding
\$8,864,862	0.809%	\$9,200,271

* Averages based on the number of days that Fund had reverse repurchase agreements outstanding.

Interest rates on reverse repurchase agreements ranged from 0.60% to 1.00% during the six months ended October 31, 2013. Interest expense incurred on reverse repurchase agreements totaled \$36,652.

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At October 31, 2013, the Fund had the following open reverse repurchase agreements:

Counterparty	Rate	Effective Date	Maturity Date	Face Amount of Reverse Repurchase Agreements
Credit Suisse	1.00%	5/18/12	TBD*	\$ 1,513,998
Credit Suisse	0.85%	6/4/12	TBD*	1,997,780
Credit Suisse	0.85%	1/8/13	TBD*	592,655
JPMorgan Chase & Co.	0.75%	8/10/12	TBD*	1,412,712
JPMorgan Chase & Co.	0.60%	4/22/13	TBD*	445,000
JPMorgan Chase & Co.	0.75%	7/24/13	TBD*	1,778,648
JPMorgan Chase & Co.	0.75%	8/13/13	TBD*	948,327
				\$ 8,689,120

*TBD To Be Determined; These reverse repurchase agreements have no maturity dates because they are renewed daily and can be terminated by either the Fund or the counterparty in accordance with the terms of the agreements.

On October 31, 2013, the total market value of underlying collateral (refer to the Schedule of Investments for positions held at the counterparty as collateral for reverse repurchase agreements) for open reverse repurchase agreements was \$10,726,868.

At October 31, 2013, the Fund held the following open swap contracts:

CENTRALLY CLEARED CREDIT DEFAULT SWAPS ON CREDIT INDICES BUY PROTECTION¹

Swap Counterparty (Reference Entity)	Notional Amount ²	Termination Date	Periodic Payments Made by the Fund	Market Value ³	Upfront Premiums Paid (Received)	Unrealized Depreciation
Barclays Capital Inc. (Markit CDX.NA.HY.21 Index)	\$ 22,200,000	12/20/18	5.000% quarterly	\$ (1,456,551)	\$ (1,448,029)	\$ (8,522)

¹ If the Fund is a buyer of protection and a credit event occurs, as defined under the terms of that particular swap agreement, the Fund will either (i) receive from the seller of protection an amount equal to the notional amount of the swap and deliver the referenced obligation or the underlying securities comprising the referenced index or (ii) receive a net settlement amount in the form of cash or securities equal to the notional amount of the swap less the recovery value of the referenced obligation or the underlying securities comprising the referenced index.

² The maximum potential amount the Fund could be required to pay as a seller of credit protection or receive as a buyer of credit protection if a credit event occurs as defined under the terms of that particular swap agreement.

³ The quoted market prices and resulting values for credit default swap agreements on asset-backed securities and credit indices serve as an indicator of the current status of the payment/performance risk and represent the likelihood of an expected liability (or profit) for the credit derivative should the notional amount of the swap agreement be closed/sold as of the period end. Decreasing market values (sell protection) or increasing market values (buy protection) when compared to the notional amount of the swap, represent a deterioration of the referenced entity's credit soundness and a greater likelihood or risk of default or other credit event occurring as defined under the terms of the agreement.

Percentage shown is an annual percentage rate.

4. Derivative instruments and hedging activities

GAAP requires enhanced disclosure about an entity's derivative and hedging activities.

Notes to financial statements (unaudited) (cont d)

Below is a table, grouped by derivative type, that provides information about the fair value and the location of derivatives within the Statement of Assets and Liabilities at October 31, 2013.

ASSET DERIVATIVES¹

	Foreign Exchange Risk
Forward foreign currency contracts	\$ 91,927

LIABILITY DERIVATIVES¹

	Foreign Exchange Risk	Credit Risk	Credit Risk
Forward foreign currency contracts	\$ 2,146,864		\$ 2,146,864
Centrally cleared swap contracts ²		\$ 8,522	8,522
Total	\$ 2,146,864	\$ 8,522	\$ 2,155,386

¹ Generally, the balance sheet location for asset derivatives is receivables/net unrealized appreciation (depreciation) and for liability derivatives is payables/net unrealized appreciation (depreciation).

² Includes cumulative appreciation (depreciation) of centrally cleared swap contracts as reported in the footnotes. Only variation margin is reported within the receivables and/or payables on the Statement of Assets and Liabilities.

The following tables provide information about the effect of derivatives and hedging activities on the Fund's Statement of Operations for the six months ended October 31, 2013. The first table provides additional detail about the amounts and sources of gains (losses) realized on derivatives during the period. The second table provides additional information about the change in unrealized appreciation (depreciation) resulting from the Fund's derivatives and hedging activities during the period.

AMOUNT OF REALIZED GAIN (LOSS) ON DERIVATIVES RECOGNIZED

	Interest Rate Risk	Foreign Exchange Risk	Credit Risk	Total
Purchased options ¹			\$ (255,200)	\$ (255,200)
Written options			128,480	128,480
Futures contracts	\$ 47,238			47,238
Swap contracts			(2,087,538)	(2,087,538)
Forward foreign currency contracts		\$ 1,826,202		1,826,202
Total	\$ 47,238	\$ 1,826,202	\$ (2,214,258)	\$ (340,818)

¹ Net realized gain (loss) from purchased options is reported in net realized gain (loss) from investment transactions in the Statement of Operations.

CHANGE IN UNREALIZED APPRECIATION (DEPRECIATION) ON DERIVATIVES RECOGNIZED

	Foreign Exchange Risk	Credit Risk	Total
Purchased options ¹		\$ 255,090	\$ 255,090
Written options		603,650	603,650
Swap contracts		2,124,462	2,124,462
Forward foreign currency contracts	\$ (4,220,379)		(4,220,379)
Total	\$ (4,220,379)	\$ 2,983,202	\$ (1,237,177)

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¹ The change in unrealized appreciation (depreciation) from purchased options is reported in the change in net unrealized appreciation (depreciation) from investments in the Statement of Operations.

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During the six months ended October 31, 2013, the volume of derivative activity for the Fund was as follows:

	Average Market Value
Purchased options	\$ 16
Written options	168,356
Futures contracts (to buy)	4,173,281
Forward foreign currency contracts (to buy)	3,943,698
Forward foreign currency contracts (to sell)	85,534,100
	Average Notional Balance
Credit default swap contracts (to buy protection)	\$ 11,360,629

At October 31, 2013, there were no open positions held in this derivative. The following table presents by financial instrument, the Fund's derivative assets net of the related collateral held by the Fund at October 31, 2013:

	Gross Amount of Derivative Assets in the Statement of Assets and Liabilities ¹	Collateral Received	Net Amount
Forward foreign currency contracts	\$ 91,927		\$ 91,927

The following table presents by financial instrument, the Fund's derivative liabilities net of the related collateral pledged by the Fund at October 31, 2013:

	Gross Amount of Derivative Liabilities in the Statement of Assets and Liabilities ¹	Collateral Pledged ^{2,3}	Net Amount
Centrally cleared swap contracts ⁴	\$ 10,944	\$ (10,944)	
Forward foreign currency contracts	2,146,864		\$ 2,146,864
Total	\$ 2,157,808	\$ (10,944)	\$ 2,146,864

¹ Absent an event of default or early termination, derivative assets and liabilities are presented gross and not offset in the Statement of Assets and Liabilities.

² Gross amounts not offset in the Statement of Assets and Liabilities.

³ In some instances, the actual collateral received and/or pledged may be more than the amount shown here due to overcollateralization.

⁴ Amount represents the current day's variation margin as reported in the Statement of Assets and Liabilities. It differs from the cumulative appreciation (depreciation) presented in the previous table.

5. Loan

The Fund has a revolving credit agreement with a financial institution that allows the Fund to borrow up to an aggregate amount of \$300,000,000 and renews daily for a 180-day term unless notice to the contrary is given to the Fund.

The interest on the loan is calculated at a variable rate based on the one-month LIBOR plus any applicable margin. To the extent of the borrowing outstanding, the Fund is required to maintain collateral in a special custody account at the Fund's custodian on behalf of the financial

institution. Interest expense related to this loan for the six months ended

Notes to financial statements (unaudited) (cont d)

October 31, 2013 was \$1,158,022. For the six months ended October 31, 2013, the Fund had an average daily loan balance outstanding of \$242,092,391 and the weighted average interest rate was 0.94%. At October 31, 2013, the Fund had \$255,000,000 of borrowings outstanding.

6. Distributions

On August 15, 2013, the Fund's Board of Directors (the Board) declared three distributions, each in the amount of \$0.0750 per share, payable on September 27, 2013, October 25, 2013 and November 29, 2013 to shareholders of record on September 20, 2013, October 18, 2013 and November 22, 2013, respectively. The November record date distribution was made subsequent to the period end of this report.

On November 14, 2013, the Board declared three distributions, each in the amount of \$0.0725 per share, payable on December 27, 2013, January 31, 2014 and February 28, 2014 to shareholders of record on December 20, 2013, January 24, 2014 and February 21, 2014, respectively.

7. Capital loss carryforwards

As of April 30, 2013, the Fund had the following net capital loss carryforwards remaining:

Year of Expiration	Amount
4/30/2017	\$ (78,012,903)
4/30/2018	(181,154,391)
4/30/2019	(2,458,757)
	\$ (261,626,051)

These amounts will be available to offset any future taxable capital gains.

8. Recent accounting pronouncement

The Fund has adopted the disclosure provisions of Financial Accounting Standards Board (FASB) Accounting Standards Update 2011-11 (ASU 2011-11), *Balance Sheet (Topic 210) Disclosures about Offsetting Assets and Liabilities* along with the related scope clarification provisions of FASB Accounting Standards Update 2013-01 (ASU 2013-01) entitled *Balance Sheet (Topic 210) Clarifying the Scope of Disclosures about Offsetting Assets and Liabilities*. ASU 2011-11 is intended to enhance disclosures on the offsetting of financial assets and liabilities by requiring entities to disclose both gross and net information about financial instruments and transactions that are either offset in the statement of assets and liabilities or subject to a master netting agreement or similar arrangement. ASU 2013-01 limits the scope of ASU 2011-11's disclosure requirements on offsetting to financial assets and financial liabilities related to derivatives, repurchase and reverse repurchase agreements, and securities lending and securities borrowing transactions.

Additional shareholder information (unaudited)

Results of annual meeting of shareholders

The Annual Meeting of Shareholders of Western Asset High Income Fund II Inc. was held on August 26, 2013 for the purpose of considering and voting upon the election of Directors. The following table provides information concerning the matter voted upon at the Meeting:

Election of directors

Nominees	Votes For	Votes Withheld
Carol L. Colman	73,982,608	2,750,911
Kenneth D. Fuller*	73,814,155	2,919,364
William R. Hutchinson	73,891,231	2,842,288
Eileen A. Kamerick	73,629,316	3,104,203

At October 31, 2013, in addition to Carol L. Colman, Kenneth D. Fuller*, William R. Hutchinson and Eileen A. Kamerick, the other Directors of the Fund were as follows:

Daniel P. Cronin

Paolo M. Cucchi

Leslie H. Gelb

Riordan Roett

Jeswald W. Salacuse

*Effective May 31, 2013, R. Jay Gerken retired as Chairman, President and Chief Executive Officer of the Fund. Effective June 1, 2013, Kenneth D. Fuller was appointed by the Board to the position of Chairman, President and Chief Executive Officer.

Dividend reinvestment plan (unaudited)

Pursuant to certain rules of the Securities and Exchange Commission the following additional disclosure is provided.

Each shareholder purchasing shares of common stock (Shares) of Western Asset High Income Fund II Inc. (Fund) will be deemed to have elected to be a participant in the Dividend Reinvestment Plan (Plan), unless the shareholder specifically elects in writing (addressed to the Agent at the address below or to any nominee who holds Shares for the shareholder in its name) to receive all distributions in cash, paid by check, mailed directly to the record holder by or under the direction of American Stock Transfer & Trust Company as the Fund's dividend-paying agent (Agent). A shareholder whose Shares are held in the name of a broker or nominee who does not provide an automatic reinvestment service may be required to take such Shares out of street name and register such Shares in the shareholder's name in order to participate, otherwise dividends and distributions will be paid in cash to such shareholder by the broker or nominee. Each participant in the Plan is referred to herein as a Participant. The Agent will act as Agent for each Participant, and will open accounts for each Participant under the Plan in the same name as their Shares are registered.

Unless the Fund declares a distribution payable only in the form of cash, the Agent will apply all distributions in the manner set forth below.

If, on the determination date (as defined below), the market price per Share equals or exceeds the net asset value per Share on that date (such condition, a market premium), the Agent will receive the distribution in newly issued Shares of the Fund on behalf of Participants. If, on the determination date, the net asset value per Share exceeds the market price per Share (such condition, a market discount), the Agent will purchase Shares in the open market. The determination date will be the fourth New York Stock Exchange trading day (a New York Stock Exchange trading day being referred to herein as a Trading Day) preceding the payment date for the distribution. For purposes herein, market price will mean the average of the highest and lowest prices at which the Shares sell on the New York Stock Exchange on the particular date, or if there is no sale on that date, the average of the closing bid and asked quotations.

Purchases made by the Agent will be made as soon as practicable commencing on the Trading Day following the determination date and terminating no later than 30 days after the distribution payment date except where temporary curtailment or suspension of purchase is necessary to comply with applicable provisions of federal securities law; provided, however, that such purchases will, in any event, terminate on the Trading Day prior to the ex-dividend date next succeeding the distribution payment date.

If (i) the Agent has not invested the full distribution amount in open market purchases by the date specified above as the date on which such purchases must terminate or (ii) a market discount shifts to a market premium during the purchase period, then the Agent will cease making open market purchases and will receive the uninvested portion of the distribution amount in newly issued Shares (x) in the case of (i) above, at the close of business

on the date the Agent is required to terminate making open market purchases as specified above or (y) in the case of (ii) above, at the close of business on the date such shift occurs; but in no event prior to the payment date for the distribution.

In the event that all or part of a distribution amount is to be paid in newly issued Shares, such Shares will be issued to Participants in accordance with the following formula: (i) if, on the valuation date, the net asset value per share is less than or equal to the market price per Share, then the newly issued Shares will be valued at net asset value per Share on the valuation date provided, however, that if the net asset value is less than 95% of the market price on the valuation date, then such Shares will be issued at 95% of the market price and (ii) if, on the valuation date, the net asset value per share is greater than the market price per Share, then the newly issued Shares will be issued at the market price on the valuation date. The valuation date will be the distribution payment date, except that with respect to Shares issued pursuant to the paragraph above, the valuation date will be the date such Shares are issued. If a date that would otherwise be a valuation date is not a Trading Day, the valuation date will be the next preceding Trading Day.

The open market purchases provided for above may be made on any securities exchange on which the Shares of the Fund are traded, in the over-the-counter market or in negotiated transactions, and may be on such terms as to price, delivery and otherwise as the Agent shall determine. Funds held by the Agent uninvested will not bear interest, and it is understood that, in any event, the Agent shall have no liability in connection with any inability to purchase Shares within the time periods herein provided, or with the timing of any purchases effected. The Agent shall have no responsibility as to the value of the Shares acquired for the Participant's account. The Agent may commingle amounts of all Participants to be used for open market purchases of Shares and the price per Share allocable to each Participant in connection with such purchases shall be the average price (including brokerage commissions) of all Shares purchased by the Agent.

The Agent will maintain all Participant accounts in the Plan and will furnish written confirmations of all transactions in each account, including information needed by Participants for personal and tax records. The Agent will hold Shares acquired pursuant to the Plan in noncertificated form in the Participant's name or that of its nominee, and each Participant's proxy will include those Shares purchased pursuant to the Plan. The Agent will forward to Participants any proxy solicitation material and will vote any Shares so held for Participants only in accordance with the proxy returned by Participants to the Fund. Upon written request, the Agent will deliver to Participants, without charge, a certificate or certificates for the full Shares.

The Agent will confirm to Participants each acquisition made for their respective accounts as soon as practicable but not later than 60 days after the date thereof. Although Participants may from time to time have an undivided fractional interest (computed to three decimal places) in a Share of the Fund, no certificates for fractional shares will be issued. Distributions on fractional shares will be credited to each Participant's account. In the event of termination of a Participant's account under the Plan, the Agent will adjust for any such

Dividend reinvestment plan (unaudited) (cont d)

undivided fractional interest in cash at the market value of the Fund's Shares at the time of termination less the pro rata expense of any sale required to make such an adjustment.

Any share dividends or split shares distributed by the Fund on Shares held by the Agent for Participants will be credited to their respective accounts. In the event that the Fund makes available to Participants rights to purchase additional Shares or other securities, the Shares held for Participants under the Plan will be added to other Shares held by the Participants in calculating the number of rights to be issued to Participants.

The Agent's service fee for handling distributions will be paid by the Fund. Participants will be charged a pro rata share of brokerage commissions on all open market purchases.

Participants may terminate their accounts under the Plan by notifying the Agent in writing. Such termination will be effective immediately if notice is received by the Agent not less than ten days prior to any distribution record date; otherwise such termination will be effective on the first Trading Day after the payment due for such distribution with respect to any subsequent distribution. The Plan may be amended or terminated by the Fund as applied to any distribution paid subsequent to written notice of the change or termination sent to Participants at least 30 days prior to the record date for the distribution. The Plan may be amended or terminated by the Agent, with the Fund's prior written consent, on at least 30 days' written notice to Plan Participants. Notwithstanding the preceding two sentences, the Agent or the Fund may amend or supplement the Plan at any time or times when necessary or appropriate to comply with applicable law or rules or policies of the Securities and Exchange Commission or any other regulatory authority. Upon any termination, the Agent will cause a certificate or certificates for the full Shares held by each Participant under the Plan and cash adjustment for any fraction to be delivered to each Participant without charge. If the Participant elects by notice to the Agent in writing in advance of such termination to have the Agent sell part or all of a Participant's Shares and remit the proceeds to Participant, the Agent is authorized to deduct a \$2.50 fee plus brokerage commission for this transaction from the proceeds.

Any amendment or supplement shall be deemed to be accepted by each Participant unless, prior to the effective date thereof, the Agent receives written notice of the termination of the Participant's account under the Plan. Any such amendment may include an appointment by the Agent in its place and stead of a successor Agent under these terms and conditions, with full power and authority to perform all or any of the acts to be performed by the Agent under these terms and conditions. Upon any such appointment of an Agent for the purpose of receiving distributions, the Fund will be authorized to pay to such successor Agent, for each Participant's account, all distributions payable on Shares of the Fund held in each Participant's name or under the Plan for retention or application by such successor Agent as provided in these terms and conditions.

In the case of Participants, such as banks, broker-dealers or other nominees, which hold Shares for others who are beneficial owners (Nominee Holders), the Agent will administer the Plan on the basis of the number of Shares certified from time to time by each Nominee

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Holder as representing the total amount registered in the Nominee Holder's name and held for the account of beneficial owners who are to participate in the Plan.

The Agent shall at all times act in good faith and use its best efforts within reasonable limits to insure the accuracy of all services performed under this Agreement and to comply with applicable law, but assumes no responsibility and shall not be liable for loss or damage due to errors unless such error is caused by its negligence, bad faith, or willful misconduct or that of its employees.

All correspondence concerning the Plan should be directed to the Agent at 6201 15th Avenue, Brooklyn, NY 11219 or by telephone at 1-888-888-0151.

Western Asset High Income Fund II Inc.

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Western Asset

High Income Fund II Inc.

Directors

Carol L. Colman

Daniel P. Cronin

Paolo M. Cucchi

Kenneth D. Fuller*

Chairman

Leslie H. Gelb

William R. Hutchinson

Eileen A. Kamerick

Riordan Roett

Jeswald W. Salacuse

Officers

Kenneth D. Fuller*

President and

Chief Executive Officer

Richard F. Sennett

Principal Financial

Officer

Ted P. Becker

Chief Compliance

Officer

Vanessa A. Williams

Identity Theft

Prevention

Officer

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Robert I. Frenkel

Secretary and

Chief Legal Officer

Thomas C. Mandia

Assistant Secretary

Steven Frank

Treasurer

Jeanne M. Kelly

Senior Vice President

Western Asset High Income Fund II Inc.

620 Eighth Avenue

49th Floor

New York, NY 10018

Investment manager

Legg Mason Partners Fund Advisor, LLC

Subadvisers

Western Asset Management Company Western Asset Management Company Limited

Western Asset Management Company Pte. Ltd.

Custodian

State Street Bank and Trust Company

1 Lincoln Street

Boston, MA 02111

Transfer agent

American Stock Transfer & Trust Company 6201 15th Avenue

Brooklyn, NY 11219

Independent registered public accounting firm

KPMG LLP

345 Park Avenue

New York, NY 10154

Legal counsel

Simpson Thacher &

Bartlett LLP

425 Lexington Avenue

New York, NY 10017

New York Stock Exchange Symbol

HIX

* Effective June 1, 2013, Mr. Fuller became Chairman, President and Chief Executive Officer.

Legg Mason Funds Privacy and Security Notice

Your Privacy and the Security of Your Personal Information is Very Important to the Legg Mason Funds

This Privacy and Security Notice (the **Privacy Notice**) addresses the Legg Mason Funds' privacy and data protection practices with respect to nonpublic personal information the Funds receive. The Legg Mason Funds include any funds sold by the Funds' distributor, Legg Mason Investor Services, LLC, as well as Legg Mason-sponsored closed-end funds and certain closed-end funds managed or sub-advised by Legg Mason or its affiliates. The provisions of this Privacy Notice apply to your information both while you are a shareholder and after you are no longer invested with the Funds.

The Type of Nonpublic Personal Information the Funds Collect About You

The Funds collect and maintain nonpublic personal information about you in connection with your shareholder account. Such information may include, but is not limited to:

Personal information included on applications or other forms;

Account balances, transactions, and mutual fund holdings and positions;

Online account access user IDs, passwords, security challenge question responses; and

Information received from consumer reporting agencies regarding credit history and creditworthiness (such as the amount of an individual's total debt, payment history, etc.).

How the Funds Use Nonpublic Personal Information About You

The Funds do not sell or share your nonpublic personal information with third parties or with affiliates for their marketing purposes, or with other financial institutions or affiliates for joint marketing purposes, unless you have authorized the Funds to do so. The Funds do not disclose any nonpublic personal information about you except as may be required to perform transactions or services you have authorized or as permitted or required by law. The Funds may disclose information about you to:

Employees, agents, and affiliates on a **need to know** basis to enable the Funds to conduct ordinary business or comply with obligations to government regulators;

Service providers, including the Funds' affiliates, who assist the Funds as part of the ordinary course of business (such as printing, mailing services, or processing or servicing your account with us) or otherwise perform services on the Funds' behalf, including companies that may perform marketing services solely for the Funds;

The Funds' representatives such as legal counsel, accountants and auditors; and

Fiduciaries or representatives acting on your behalf, such as an IRA custodian or trustee of a grantor trust.

Legg Mason Funds Privacy and Security Notice (cont d)

Except as otherwise permitted by applicable law, companies acting on the Funds' behalf are contractually obligated to keep nonpublic personal information the Funds provide to them confidential and to use the information the Funds share only to provide the services the Funds ask them to perform.

The Funds may disclose nonpublic personal information about you when necessary to enforce their rights or protect against fraud, or as permitted or required by applicable law, such as in connection with a law enforcement or regulatory request, subpoena, or similar legal process. In the event of a corporate action or in the event a Fund service provider changes, the Funds may be required to disclose your nonpublic personal information to third parties. While it is the Funds' practice to obtain protections for disclosed information in these types of transactions, the Funds cannot guarantee their privacy policy will remain unchanged.

Keeping You Informed of the Funds' Privacy and Security Practices

The Funds will notify you annually of their privacy policy as required by federal law. While the Funds reserve the right to modify this policy at any time they will notify you promptly if this privacy policy changes.

The Funds' Security Practices

The Funds maintain appropriate physical, electronic and procedural safeguards designed to guard your nonpublic personal information. The Funds' internal data security policies restrict access to your nonpublic personal information to authorized employees, who may use your nonpublic personal information for Fund business purposes only.

Although the Funds strive to protect your nonpublic personal information, they cannot ensure or warrant the security of any information you provide or transmit to them, and you do so at your own risk. In the event of a breach of the confidentiality or security of your nonpublic personal information, the Funds will attempt to notify you as necessary so you can take appropriate protective steps. If you have consented to the Funds using electronic communications or electronic delivery of statements, they may notify you under such circumstances using the most current email address you have on record with them.

In order for the Funds to provide effective service to you, keeping your account information accurate is very important. If you believe that your account information is incomplete, not accurate or not current, or if you have questions about the Funds' privacy practices, write the Funds using the contact information on your account statements, email the Funds by clicking on the Contact Us section of the Funds' website at www.leggmason.com, or contact the Fund at 1-888-777-0102.

Revised April 2011

NOT PART OF THE SEMI-ANNUAL REPORT

Western Asset High Income Fund II Inc.

Western Asset High Income Fund II Inc.

620 Eighth Avenue

49th Floor

New York, NY 10018

Notice is hereby given in accordance with Section 23(c) of the Investment Company Act of 1940, as amended, that from time to time the Fund may purchase at market prices, shares of its Common Stock in the open market.

The Fund files its complete schedule of portfolio holdings with the Securities and Exchange Commission (SEC) for the first and third quarters of each fiscal year on Form N-Q. The Fund's Forms N-Q are available on the SEC's website at www.sec.gov. The Fund's Forms N-Q may be reviewed and copied at the SEC's Public Reference Room in Washington D.C., and information on the operation of the Public Reference Room may be obtained by calling 1-800-SEC-0330. To obtain information on Form N-Q from the Fund, shareholders can call 1-888-777-0102.

Information on how the Fund voted proxies relating to portfolio securities during the prior 12-month period ended June 30th of each year and a description of the policies and procedures that the Fund uses to determine how to vote proxies related to portfolio transactions are available (1) without charge, upon request, by calling 1-888-777-0102, (2) on the Fund's website at www.lmcef.com and (3) on the SEC's website at www.sec.gov.

This report is transmitted to the shareholders of Western Asset High Income Fund II Inc. for their information. This is not a prospectus, circular or representation intended for use in the purchase or sale of shares of the Fund or any securities mentioned in this report.

American Stock Transfer & Trust Company

6201 15th Avenue,

Brooklyn, NY 11219

WAS0022 12/13 SR13-2066

ITEM 2. CODE OF ETHICS.

Not applicable.

ITEM 3. AUDIT COMMITTEE FINANCIAL EXPERT.

Not applicable.

ITEM 4. PRINCIPAL ACCOUNTANT FEES AND SERVICES.

Not applicable.

ITEM 5. AUDIT COMMITTEE OF LISTED REGISTRANTS.

Not applicable.

ITEM 6. SCHEDULE OF INVESTMENTS.

Included herein under Item 1.

ITEM 7. DISCLOSURE OF PROXY VOTING POLICIES AND PROCEDURES FOR CLOSED-END MANAGEMENT INVESTMENT COMPANIES.

Not applicable.

ITEM 8. INVESTMENT PROFESSIONALS OF CLOSED-END MANAGEMENT INVESTMENT COMPANIES.

Not applicable.

ITEM 9. PURCHASES OF EQUITY SECURITIES BY CLOSED-END MANAGEMENT INVESTMENT COMPANY AND AFFILIATED PURCHASERS.

Not applicable.

ITEM 10. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.

Not applicable.

ITEM 11. CONTROLS AND PROCEDURES.

- (a) The registrant's principal executive officer and principal financial officer have concluded that the registrant's disclosure controls and procedures (as defined in Rule 30a-3(c) under the Investment Company Act of 1940, as amended (the "1940 Act")) are effective as of a date within 90 days of the filing date of this report that includes the disclosure required by this paragraph, based on their evaluation of the disclosure controls and procedures required by Rule 30a-3(b) under the 1940 Act and 15d-15(b) under the Securities Exchange Act of 1934.

- (b) There were no changes in the registrant's internal control over financial reporting (as defined in Rule 30a-3(d) under the 1940 Act) that occurred during the second fiscal quarter of the period covered by this report that have materially affected, or are likely to materially affect the registrant's internal control over financial reporting.

ITEM 12. EXHIBITS.

- (a) (1) Not applicable.

Exhibit 99.CODE ETH

- (a) (2) Certifications pursuant to section 302 of the Sarbanes-Oxley Act of 2002 attached hereto.

Exhibit 99.CERT

- (b) Certifications pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 attached hereto.

Exhibit 99.906CERT

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, the registrant has duly caused this Report to be signed on its behalf by the undersigned, there unto duly authorized.

Western Asset High Income Fund II Inc.

By: **/s/ Kenneth D. Fuller**
Kenneth D. Fuller
Chief Executive Officer
Western Asset High Income Fund II Inc.

Date: December 27, 2013

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

By: **/s/ Kenneth D. Fuller**
Kenneth D. Fuller
Chief Executive Officer
Western Asset High Income Fund II Inc.

Date: December 27, 2013

By: **/s/ Richard F. Sennett**
Richard F. Sennett
Principal Financial Officer
Western Asset High Income Fund II Inc.

Date: December 27, 2013