

MULTIBAND CORP
Form SC 13D/A
May 02, 2011

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D/A
(Rule 13d-101)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULE 13d-1(a) AND
AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(a)
UNDER THE SECURITIES EXCHANGE ACT OF 1934**

(Amendment No. 2)

MULTIBAND CORPORATION
(Name of Issuer)

Common Stock
(Title of Class of Securities)

62544X100
(CUSIP Number)

Warner Norcross & Judd LLP
900 Fifth Third Center
111 Lyon Street, N.W.
Grand Rapids, Michigan 49503-2487
Attention: Daniel C. Persinger
Telephone (616) 752-2000
(Name, Address and Telephone Number of Person Authorized to
Receive Notices and Communications)

April 26, 2011
(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 that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box.

(Continued on the following pages)

(Page 1 of 9 Pages)

* The remainder of this cover page shall be filled out for a 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 disclosures provided in a prior cover page.

The information required on 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.

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1 NAMES OF REPORTING PERSONS

DirecTECH Holding Company, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS
OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF	7	SOLE VOTING POWER	
SHARES			6,905,068
BENEFICIALLY	8	SHARED VOTING POWER	
OWNED BY	9	SOLE DISPOSITIVE POWER	0
EACH			6,905,068
REPORTING	10	SHARED DISPOSITIVE POWER	
PERSON WITH			0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,905,068

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

44.6%

14 TYPE OF REPORTING PERSON

CO

Item 1. Security and Issuer

This schedule is related to the common stock of Multiband Corporation (the "Issuer"). The Issuer's principal executive offices are located at 9449 Science Center Drive, New Hope, Minnesota 55428.

Item 2. Identity and Background

The person filing this report is DirecTECH Holding Company, Inc., a Delaware corporation ("DTHC"). DTHC is engaged principally in managing the assets it acquired in exchange for its former subsidiaries which had been in the business of performing home installation of satellite television service. The principal office and place of business of DTHC is located at 907 W. Vernon Road, Farwell, Michigan 48622.

Bernard Shafer is the President and a director of DTHC. DTHC's principal business and address are noted above. Henry Block is Secretary and a director of DTHC. He is the Vice President of Sales and Marketing for the Issuer. J. Basil Mattingly is Vice President and a director of DTHC. He is the Executive Vice President of Business Development of the Issuer. Brad Niergarth is the Treasurer and a director of DTHC. He is an accountant. His employer is Dennis, Gartland & Niergarth, a full service accounting firm. Dennis, Gartland & Niergarth's address is PO Box 947, Traverse City, Michigan 49685-0947. Daniel D. Bayston is a director of DTHC. He is the Managing Director of Cognient Group LLC, a business valuation and financial consulting firm. His business address is 205 N. Michigan, Suite 2000, Chicago, Illinois 60601. Dennis Long is a director of DTHC. Mr. Long is retired. He previously served as Vice President of Retirement and Investor Services for Principal Financial Group. The executive officers of DTHC and the members of the Board of Directors of DTHC are collectively referred to in this report as the "Key Persons."

Each Key Person who is an individual is a United States citizen and maintains a business address of 907 W. Vernon Road, Farwell, Michigan 48622.

During the last five years, neither DTHC nor, to the best of its knowledge, any Key Person has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

During the last five years, neither DTHC nor, to the best of its knowledge, any Key Person has 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.

The DirecTECH Holding Company Employee Stock Ownership Plan and the DirecTECH Holding Company Eligible Individual Account Plan (collectively, the "ESOT") owns legal title to a total of 55.9% of DTHC's issued and outstanding shares. The Trustee of the ESOT is North Star Trust Company, 500 W. Madison Street, Suite 3150, Chicago, Illinois 60661 (the "Trustee"). The Trustee is an Illinois Corporation. DTHC has no other information regarding the Trustee that is required to be disclosed on this report.

Item 3. Source and Amount of Funds or Other Consideration

Not applicable.

Item 4. Purpose of Transaction

DTHC presently intends to dispose of all of its 6,905,068 shares of the Issuer's common stock beneficially owned by DTHC. The Issuer filed a Form S-1 Registration Statement on September 7, 2010, as amended by an amendment filed April 22, 2011 (the "Registration Statement"), to register the offer and sale of such shares. DTHC anticipates that such disposition will occur through a firm commitment public offering underwritten by the underwriters named in the Registration Statement (the "Public Offering"). The form of underwriting agreement is filed as an Exhibit 1.1 to Amendment No. 1 to the Registration Statement and is incorporated herein by reference.

In connection with the Public Offering, the Issuer has agreed to appoint a designee of DTHC as a member of the Issuer's board of directors, and such designee shall serve until both of the following conditions are satisfied:

1. The Issuer repays in full a promissory note issued to DTHC. The promissory note bears interest at 8.25% and is due January 1, 2013. The outstanding amount of the promissory note as of December 31, 2010 was approximately \$29.4 million.
2. DTHC beneficially owns less than 10% of the Issuer's common stock.

DTHC has designated Peter K. Pitsch as its designee to serve on the Issuer's board of directors. Mr. Pitsch is the Associate General Counsel and Executive Director, Communications Policy, for Intel Corporation.

DTHC's right to designate an appointee to the Issuer's board of directors was originally set forth in a Management Rights Agreement between DTHC and the Issuer dated January 2, 2009. The Management Rights Agreement is filed as exhibit 10.13 to the Registration Statement and is incorporated herein by reference.

Except as set forth herein, DTHC has no present intent or proposals that would relate to or result in the plans or actions described in Item 4 sub-items (a) - (j) of the Security and Exchange Commission's Schedule 13D. DTHC reserves the right to determine in the future whether to change its plans or proposals described above and whether to adopt plans or proposals of the type described in such sub-items (a) - (j).

Item 5. Interest in Securities of the Issuer

(a) The total number of shares that DTHC beneficially owns is 6,905,068, which represents 44.6% of the issued and outstanding shares of the Issuer. Of those shares, 5,000,000 are presently in the form of non-voting Series J Convertible Preferred Stock of the Issuer (the "Series J Securities"), the conversion of which has been assumed for purposes of calculating the total number of shares beneficially owned and the percentage of ownership of the Issuer's common stock. DTHC director Henry Block beneficially owns 8,333 shares of the Issuer's common stock and options to acquire an additional 16,667 shares of the Issuer's common stock, which collectively represents 0.1% of the issued and outstanding shares of the Issuer.

(b) DTHC presently holds the sole power to vote and dispose of 1,905,068 shares of the common stock of the Issuer and, upon conversion of the Series J Securities, would have the sole power to vote and dispose of an additional 5,000,000 shares of the Issuer's common stock. Mr. Block has sole power to vote and dispose of the common stock he owns, and would have the sole power to vote and dispose the shares he has the right to acquire.

(c) On April 11, 2011, the Issuer issued 98,630 shares of its common stock to DTHC as a Series J Securities dividend.

On March 21, 22 and 23, 2011, DTHC sold a total of 100,000 shares of Issuer common stock in open market transactions pursuant to Rule 144 under the Securities Act of 1933 as follows:

Date	Shares Sold	Price Per Share	Date	Shares Sold	Price Per Share
3/21/11	3,697	\$ 5.72	3/21/11	61	\$ 5.73
3/21/11	1,850	\$ 5.35	3/21/11	1,375	\$ 5.73
3/21/11	450	\$ 5.35	3/21/11	1,000	\$ 5.73
3/21/11	400	\$ 5.35	3/21/11	64	\$ 5.73
3/21/11	1,033	\$ 5.35	3/21/11	940	\$ 5.70
3/21/11	1,267	\$ 5.35	3/21/11	940	\$ 5.70
3/21/11	1,400	\$ 5.55	3/21/11	620	\$ 5.70
3/21/11	1,100	\$ 5.55	3/21/11	100	\$ 5.72
3/21/11	2,500	\$ 5.71	3/21/11	2,400	\$ 5.72
3/21/11	700	\$ 5.71	3/21/11	520	\$ 5.64
3/21/11	962	\$ 5.71	3/21/11	1,700	\$ 5.63
3/21/11	500	\$ 5.71	3/21/11	200	\$ 5.63
3/21/11	338	\$ 5.71	3/21/11	80	\$ 5.63
3/21/11	226	\$ 5.76	3/21/11	900	\$ 5.41
3/21/11	600	\$ 5.76	3/21/11	800	\$ 5.40
3/21/11	635	\$ 5.75	3/21/11	750	\$ 5.40
3/21/11	200	\$ 5.75	3/21/11	50	\$ 5.40
3/21/11	839	\$ 5.75	3/21/11	440	\$ 5.49

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Date	Shares Sold	Price Per Share	Date	Shares Sold	Price Per Share
3/21/11	100	\$ 5.49	3/22/11	100	\$ 5.48
3/21/11	100	\$ 5.49	3/22/11	100	\$ 5.48
3/21/11	900	\$ 5.49	3/22/11	200	\$ 5.32
3/21/11	100	\$ 5.49	3/22/11	1,603	\$ 5.31
3/21/11	66	\$ 5.49	3/22/11	500	\$ 5.33
3/22/11	35	\$ 5.49	3/22/11	300	\$ 5.32
3/22/11	700	\$ 5.49	3/22/11	1,700	\$ 5.32
3/22/11	59	\$ 5.51	3/22/11	1,300	\$ 5.30
3/22/11	1,400	\$ 5.56	3/22/11	720	\$ 5.29
3/22/11	1,000	\$ 5.54	3/22/11	100	\$ 5.29
3/22/11	100	\$ 5.54	3/22/11	300	\$ 5.29
3/22/11	1,500	\$ 5.57	3/22/11	300	\$ 5.31
3/22/11	511	\$ 5.50	3/22/11	100	\$ 5.31
3/22/11	489	\$ 5.50	3/22/11	500	\$ 5.31
3/22/11	1,300	\$ 5.59	3/22/11	145	\$ 5.31
3/22/11	615	\$ 5.50	3/22/11	35	\$ 5.32
3/22/11	185	\$ 5.49	3/23/11	293	\$ 5.30
3/22/11	1,700	\$ 5.49	3/23/11	2,165	\$ 5.26
3/22/11	985	\$ 5.45	3/23/11	42	\$ 5.25
3/22/11	1,000	\$ 5.44	3/23/11	1,030	\$ 5.29
3/22/11	100	\$ 5.44	3/23/11	900	\$ 5.28
3/22/11	100	\$ 5.44	3/23/11	500	\$ 5.28
3/22/11	315	\$ 5.44	3/23/11	70	\$ 5.28
3/22/11	200	\$ 5.50	3/23/11	613	\$ 5.25
3/22/11	200	\$ 5.49	3/23/11	200	\$ 5.23
3/22/11	600	\$ 5.49	3/23/11	10	\$ 5.23
3/22/11	100	\$ 5.49	3/23/11	390	\$ 5.23
3/22/11	1,400	\$ 5.49	3/23/11	1,100	\$ 5.23
3/22/11	1,700	\$ 5.47	3/23/11	100	\$ 5.23
3/22/11	685	\$ 5.45	3/23/11	87	\$ 5.23
3/22/11	100	\$ 5.45	3/23/11	100	\$ 5.27
3/22/11	15	\$ 5.45	3/23/11	1,740	\$ 5.18
3/22/11	500	\$ 5.51	3/23/11	660	\$ 5.17
3/22/11	1,500	\$ 5.47	3/23/11	100	\$ 5.31
3/22/11	500	\$ 5.45	3/23/11	100	\$ 5.28
3/22/11	1,000	\$ 5.47	3/23/11	100	\$ 5.28
3/22/11	300	\$ 5.46	3/23/11	100	\$ 5.28
3/22/11	145	\$ 5.46	3/23/11	200	\$ 5.28
3/22/11	200	\$ 5.46	3/23/11	600	\$ 5.28
3/22/11	300	\$ 5.46	3/23/11	174	\$ 5.28
3/22/11	555	\$ 5.46	3/23/11	257	\$ 5.28

Date	Shares Sold	Price Per Share	Date	Shares Sold	Price Per Share
3/23/11	869	\$ 5.28	3/23/11	885	\$ 5.18
3/23/11	100	\$ 5.32	3/23/11	200	\$ 5.16
3/23/11	880	\$ 5.30	3/23/11	915	\$ 5.16
3/23/11	200	\$ 5.30	3/23/11	500	\$ 5.23
3/23/11	200	\$ 5.30	3/23/11	1,500	\$ 5.22
3/23/11	100	\$ 5.30	3/23/11	600	\$ 5.23
3/23/11	200	\$ 5.30	3/23/11	600	\$ 5.22
3/23/11	300	\$ 5.30	3/23/11	286	\$ 5.20
3/23/11	200	\$ 5.30	3/23/11	200	\$ 5.20
3/23/11	320	\$ 5.30	3/23/11	300	\$ 5.20
3/23/11	200	\$ 5.25	3/23/11	300	\$ 5.20
3/23/11	200	\$ 5.24	3/23/11	200	\$ 5.20
3/23/11	200	\$ 5.23	3/23/11	14	\$ 5.25
3/23/11	200	\$ 5.23	3/23/11	2,450	\$ 5.20
3/23/11	200	\$ 5.23	3/23/11	50	\$ 5.20
3/23/11	200	\$ 5.23	3/23/11	551	\$ 5.18
3/23/11	400	\$ 5.23	3/23/11	62	\$ 5.18
3/23/11	100	\$ 5.23	3/23/11	300	\$ 5.18
3/23/11	800	\$ 5.23	3/23/11	47	\$ 5.18
3/23/11	89	\$ 5.19	3/23/11	103	\$ 5.18
3/23/11	2,411	\$ 5.19	3/23/11	274	\$ 5.18
3/23/11	200	\$ 5.21	3/23/11	1,163	\$ 5.18
3/23/11	1,940	\$ 5.18	3/23/11	200	\$ 5.24
3/23/11	360	\$ 5.18	3/23/11	1,740	\$ 5.17
3/23/11	500	\$ 5.20	3/23/11	560	\$ 5.18

On April 5, 2011, Henry Block exercised an option to purchase 8,333 shares of Issuer common stock at a purchase price of \$1.85 per share.

(d) Not applicable.

(e) Not applicable.

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

The contents of Items 3 and 6 of the original Schedule 13D filed by DTHC are incorporated herein by reference. The Issuer and DTHC entered into a Registration Rights Agreement as of January 2, 2009. The Registration Rights Agreement provides DTHC with both "piggyback" and demand registration rights with respect to its holdings of the Issuer's common stock and the common stock into which the Series J Securities are convertible. The foregoing discussion of the Registration Rights Agreement does not purport to be a full discussion of such

agreement and is qualified by the agreement itself, which is attached as an Exhibit to this filing and is herein incorporated by reference. As a condition of its participation in the Public Offering, DTHC has agreed with the Issuer that its demand registration rights will expire if its beneficial ownership of the Issuer's common stock falls below 10% of the issued and outstanding shares.

On April 15, 2011, the Company and the Issuer executed a Participation Notice setting forth certain of the terms and conditions under which the Company would participate in the Public Offering, including the minimum sales price, maximum underwriting discount, timing of the Public Offering, and certain other matters. The conditions of DTHC's participation in the Public Offering included the condition that the Issuer appoint a designee of DTHC to the board of directors, as described under Item 4 above. In addition, DTHC has agreed to refrain from selling any Issuer securities after the Public Offering for a period of 180 days if any of its shares of Issuer common stock are sold in the Public Offering, or 90 days if none of its shares are sold in the Public Offering. The foregoing description of the Participation Notice does not purport to be complete and is qualified by reference to the Participation Notice itself, which is attached to this report as Exhibit 5.

Item 7. Material to be Filed as Exhibits

- | | |
|-----------|---|
| Exhibit 1 | Stock Purchase Agreement dated November 3, 2008, by and among DTHC, the Issuer, Bas Mattingly Master, LLC, Bernard A. Schafer Trust, LLC, Building Blocks Family Trust, and North Star Trust Company (solely in its capacity as trustee of the ESOT), as amended pursuant to the First Amendment to Stock Purchase Agreement dated December 30, 2008. This Agreement was filed on November 6, 2008, as Exhibit 99.1 of the Issuer's Current Report on Form 8-K and is incorporated herein by reference. The amendment was filed on January 2, 2009, as Exhibit 99.1 of the Issuer's Current Report on Form 8-K and is incorporated herein by reference. |
| Exhibit 2 | Certificate of Designations of Preferences and Rights of Series J Convertible Preferred Stock of Multiband Corporation. This certificate was filed on November 24, 2009, as Annex 1 of the Issuer's Definitive Proxy Statement Schedule 14A, and is incorporated herein by reference. |
| Exhibit 3 | Registration Rights Agreement dated January 2, 2009, entered into by and between the Issuer and DTHC. This agreement was previously filed as Exhibit 3 to the reporting person's Schedule 13D/A on October 4, 2010 and is incorporated herein by reference. |
| Exhibit 4 | Form of Underwriting Agreement. This form of agreement was filed as Exhibit 1.1 of the Issuer's Registration Statement on Form S-1/A on April 22, 2011 and is incorporated herein by reference. |
| Exhibit 5 | Participation Notice dated April 15, 2011. |
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Exhibit 6 Management Rights Agreement between Multiband Corporation and DirecTECH Holding Company, Inc. dated January 2, 2009. This agreement was filed as Exhibit 10.13 of the Issuer's Registration Statement on Form S-1/A on April 22, 2011 and is incorporated herein by reference.

SIGNATURE

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

Dated: May 2, 2011

DiracTECH Holding Company, Inc.

By: /s/ Bernard J. Schafer
Bernard J. Schafer
President

And: /s/ Henry Block
Henry Block
Secretary

STYLE="font-family:Times New Roman" SIZE="2"> 420,851

Total Food Products

1,412,152

Tobacco - 2.7%

Altria Group Inc., Senior Notes

9.250% 8/6/19 1,000,000 1,239,901

Altria Group Inc., Senior Notes

9.950% 11/10/38 430,000 688,835

Altria Group Inc., Senior Notes

10.200% 2/6/39 280,000 450,749

Reynolds American Inc., Senior Notes

8.125% 6/23/19 540,000 637,364^(a)

Reynolds American Inc., Senior Notes

8.125% 5/1/40 470,000 576,576^(a)

Reynolds American Inc., Senior Notes

7.000% 8/4/41 510,000 586,462^(a)

Reynolds American Inc., Senior Notes

4.750% 11/1/42 1,220,000 1,137,719

Reynolds American Inc., Senior Notes

5.850% 8/15/45 520,000 561,980

Total Tobacco

5,879,586

TOTAL CONSUMER STAPLES

10,548,743

ENERGY - 11.3%

Energy Equipment & Services - 0.4%

EnSCO PLC, Senior Notes

5.200% 3/15/25 790,000 707,993

Pride International Inc., Senior Notes

7.875% 8/15/40 150,000 144,980

Total Energy Equipment & Services

852,973

Oil, Gas & Consumable Fuels - 10.9%

Anadarko Petroleum Corp., Senior Notes

5.950% 9/15/16 340,000 354,866

Apache Corp., Senior Notes

6.000% 1/15/37 150,000 157,099

Apache Corp., Senior Notes

5.100% 9/1/40 280,000 261,353

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Apache Corp., Senior Notes

5.250% 2/1/42 160,000 152,397

Apache Corp., Senior Notes

4.750% 4/15/43 670,000 613,026

Columbia Pipeline Group Inc., Senior Notes

5.800% 6/1/45 340,000 327,626^(a)

Comstock Resources Inc., Senior Secured Notes

10.000% 3/15/20 580,000 468,350^(a)

ConocoPhillips, Notes

6.500% 2/1/39 1,500,000 1,813,899

Devon Energy Corp., Senior Notes

5.000% 6/15/45 450,000 431,164

Devon Financing Corp. LLC, Debentures

7.875% 9/30/31 1,080,000 1,348,623

Ecopetrol SA, Senior Notes

5.375% 6/26/26 380,000 355,205

Ecopetrol SA, Senior Notes

5.875% 5/28/45 284,000 230,040

Energy Transfer Equity LP, Senior Notes

7.500% 10/15/20 420,000 452,033

EOG Resources Inc., Senior Notes

6.875% 10/1/18 800,000 914,834

Freeport-McMoran Oil & Gas LLC/FCX Oil & Gas Inc., Senior Notes

6.500% 11/15/20 32,000 29,920

Freeport-McMoran Oil & Gas LLC/FCX Oil & Gas Inc., Senior Notes

6.875% 2/15/23 410,000 369,000

Halcon Resources Corp., Secured Notes

8.625% 2/1/20 290,000 255,563^(a)

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Hess Corp., Notes

8.125% 2/15/19 1,400,000 1,632,523

Hess Corp., Notes

7.875% 10/1/29 440,000 529,108

Hess Corp., Senior Bonds

6.000% 1/15/40 520,000 520,867

Kerr-McGee Corp., Notes

6.950% 7/1/24 1,320,000 1,560,169

Kerr-McGee Corp., Notes

7.875% 9/15/31 710,000 886,632

Kinder Morgan Energy Partners LP, Senior Notes

5.950% 2/15/18 800,000 859,037

LUKOIL International Finance BV, Senior Notes

4.563% 4/24/23 940,000 824,286^(a)

MEG Energy Corp., Senior Notes

6.375% 1/30/23 900,000 729,000^(a)

Murray Energy Corp., Senior Secured Notes

11.250% 4/15/21 740,000 345,950^(a)

Noble Energy Inc., Senior Notes

6.000% 3/1/41 660,000 645,988

Noble Energy Inc., Senior Notes

5.250% 11/15/43 240,000 215,123

Petrobras Global Finance BV, Senior Notes

5.750% 1/20/20 109,000 99,422

Petrobras Global Finance BV, Senior Notes

7.250% 3/17/44 440,000 356,400

Petroleos Mexicanos, Senior Bonds

6.625% 6/15/35 1,000,000 1,024,500

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Petroleos Mexicanos, Senior Notes

5.500% 1/21/21 250,000 268,750

Petroleos Mexicanos, Senior Notes

6.375% 1/23/45 80,000 78,384

Shell International Finance BV, Senior Notes

4.375% 5/11/45 590,000 585,906

See Notes to Schedule of Investments.

WESTERN ASSET INVESTMENT GRADE DEFINED OPPORTUNITY TRUST INC.

Schedule of investments (unaudited) (cont d)

August 31, 2015

SECURITY	RATE	MATURITY DATE	FACE AMOUNT	VALUE
Oil, Gas & Consumable Fuels - (continued)				
Transcontinental Gas Pipe Line Co., LLC, Senior Notes	5.400%	8/15/41	\$ 10,000	\$ 9,074
Transcontinental Gas Pipe Line Co., LLC, Senior Notes	4.450%	8/1/42	860,000	683,420
Valero Energy Corp., Senior Notes	9.375%	3/15/19	700,000	854,055
Williams Cos. Inc., Notes	7.875%	9/1/21	952,000	1,049,768
Williams Cos. Inc., Senior Notes	4.550%	6/24/24	1,130,000	1,002,964
Williams Cos. Inc., Senior Notes	7.750%	6/15/31	62,000	65,499
Williams Cos. Inc., Senior Notes	8.750%	3/15/32	148,000	170,935
Williams Partners LP, Senior Notes	5.250%	3/15/20	460,000	492,107
<i>Total Oil, Gas & Consumable Fuels</i>				24,024,865
TOTAL ENERGY				24,877,838
FINANCIALS - 36.6%				
Banks - 15.9%				
Bank of America Corp., Junior Subordinated Bonds	6.100%	3/17/25	650,000	635,375 ^{(b)(c)}
Bank of America Corp., Junior Subordinated Notes	6.250%	9/5/24	970,000	961,512 ^{(b)(c)}
Bank of America Corp., Junior Subordinated Notes	6.500%	10/23/24	400,000	412,500 ^{(b)(c)}
Bank of America Corp., Senior Notes	7.625%	6/1/19	2,760,000	3,265,397
Bank of America Corp., Senior Notes	5.875%	2/7/42	1,340,000	1,577,660
Bank of America Corp., Subordinated Notes	7.750%	5/14/38	670,000	904,142
Barclays Bank PLC, Subordinated Notes	7.625%	11/21/22	630,000	719,381
BNP Paribas SA, Junior Subordinated Notes	7.375%	8/19/25	330,000	338,333 ^{(a)(b)(c)}
CIT Group Inc., Secured Notes	6.625%	4/1/18	480,000	514,800 ^(a)
CIT Group Inc., Senior Notes	5.000%	8/1/23	350,000	355,250
Citigroup Inc., Junior Subordinated Bonds	6.300%	5/15/24	470,000	456,488 ^{(b)(c)}
Citigroup Inc., Junior Subordinated Bonds	5.950%	5/15/25	880,000	842,600 ^{(b)(c)}
Citigroup Inc., Senior Notes	6.000%	8/15/17	2,250,000	2,429,437
Citigroup Inc., Senior Notes	8.500%	5/22/19	500,000	604,260
Citigroup Inc., Senior Notes	8.125%	7/15/39	1,350,000	1,965,537
Citigroup Inc., Subordinated Notes	6.675%	9/13/43	630,000	783,667
Cooperatieve Centrale Raiffeisen-Boerenleenbank BA of Netherlands, Subordinated Notes	5.750%	12/1/43	750,000	818,555
Cooperatieve Centrale Raiffeisen-Boerenleenbank BA of Netherlands, Subordinated Notes	5.250%	8/4/45	560,000	576,729
Credit Agricole SA, Junior Subordinated Notes	8.375%	10/13/19	500,000	574,375 ^{(a)(b)(c)}
HSBC Holdings PLC, Junior Subordinated Bonds	6.375%	9/17/24	1,000,000	990,000 ^{(b)(c)}
HSBC Holdings PLC, Junior Subordinated Bonds	6.375%	3/30/25	200,000	199,250 ^{(b)(c)}
HSBC Holdings PLC, Subordinated Notes	4.250%	8/18/25	270,000	268,040
JPMorgan Chase & Co., Junior Subordinated Bonds	6.000%	8/1/23	700,000	694,750 ^{(b)(c)}
JPMorgan Chase & Co., Senior Notes	6.400%	5/15/38	1,500,000	1,883,452
JPMorgan Chase & Co., Subordinated Notes	5.625%	8/16/43	760,000	822,163
JPMorgan Chase & Co., Subordinated Notes	4.950%	6/1/45	150,000	150,779
M&T Bank Corp., Junior Subordinated Bonds	6.875%	6/15/16	1,060,000	1,073,250 ^(c)
Royal Bank of Scotland Group PLC, Junior Subordinated Bonds	7.648%	9/30/31	710,000	891,050 ^{(b)(c)}
Royal Bank of Scotland Group PLC, Senior Notes	6.400%	10/21/19	1,170,000	1,310,788
Royal Bank of Scotland Group PLC, Subordinated Notes	6.100%	6/10/23	1,540,000	1,656,041
Royal Bank of Scotland Group PLC, Subordinated Notes	6.000%	12/19/23	150,000	160,432
Royal Bank of Scotland NV, Subordinated Bonds	7.750%	5/15/23	820,000	952,582

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Standard Chartered PLC, Subordinated Notes	5.700%	3/26/44	410,000	423,125 ^(a)
Wachovia Capital Trust III, Junior Subordinated Bonds	5.570%	10/1/15	410,000	404,773 ^{(b)(c)}
Wachovia Corp., Senior Notes	5.750%	2/1/18	3,180,000	3,479,286
Wells Fargo & Co., Junior Subordinated Bonds	5.900%	6/15/24	560,000	563,500 ^{(b)(c)}
Wells Fargo & Co., Junior Subordinated Bonds	5.875%	6/15/25	300,000	307,500 ^{(b)(c)}
<i>Total Banks</i>				34,966,759

See Notes to Schedule of Investments.

WESTERN ASSET INVESTMENT GRADE DEFINED OPPORTUNITY TRUST INC.

Schedule of investments (unaudited) (cont d)

August 31, 2015

SECURITY	RATE	MATURITY DATE	FACE AMOUNT	VALUE
Capital Markets - 9.0%				
Bank of America Corp., Notes	6.875%	4/25/18	\$ 990,000	\$ 1,109,740
Bear Stearns Cos. LLC, Senior Notes	7.250%	2/1/18	1,570,000	1,758,139
Credit Suisse Group AG, Junior Subordinated Notes	6.250%	12/18/24	1,540,000	1,483,309 ^{(a)(b)(c)}
Goldman Sachs Group Inc., Senior Notes	5.950%	1/18/18	4,250,000	4,633,601
Goldman Sachs Group Inc., Senior Notes	7.500%	2/15/19	500,000	584,205
Goldman Sachs Group Inc., Senior Notes	6.250%	2/1/41	2,550,000	3,054,515
Goldman Sachs Group Inc., Subordinated Notes	5.150%	5/22/45	70,000	69,460
KKR Group Finance Co. III LLC, Senior Bonds	5.125%	6/1/44	1,340,000	1,293,387 ^(a)
Morgan Stanley, Medium-Term Notes	6.625%	4/1/18	1,750,000	1,951,154
Morgan Stanley, Senior Notes	5.500%	1/26/20	1,950,000	2,172,058
Morgan Stanley, Senior Notes	6.375%	7/24/42	140,000	173,530
Pershing Square Holdings Ltd., Senior Notes	5.500%	7/15/22	1,100,000	1,085,674 ^(a)
UBS AG Stamford CT, Subordinated Notes	7.625%	8/17/22	330,000	384,517
<i>Total Capital Markets</i>				19,753,289
Consumer Finance - 1.7%				
HSBC Finance Corp., Senior Notes	6.676%	1/15/21	1,620,000	1,887,075
Navient Corp., Senior Notes	7.250%	1/25/22	1,430,000	1,351,350
Navient Corp., Senior Notes	6.125%	3/25/24	480,000	409,200
<i>Total Consumer Finance</i>				3,647,625
Diversified Financial Services - 5.5%				
Argos Merger Sub Inc., Senior Notes	7.125%	3/15/23	400,000	420,000 ^(a)
Blackstone Holdings Finance Co., LLC, Senior Notes	4.450%	7/15/45	310,000	291,418 ^(a)
Carlyle Holdings II Finance LLC, Senior Secured Notes	5.625%	3/30/43	360,000	384,019 ^(a)
CME Group Inc., Senior Notes	5.300%	9/15/43	750,000	838,969
General Electric Capital Corp., Junior Subordinated Bonds	7.125%	6/15/22	100,000	115,495 ^{(b)(c)}
General Electric Capital Corp., Junior Subordinated Bonds	6.250%	12/15/22	1,000,000	1,083,750 ^{(b)(c)}
General Electric Capital Corp., Senior Notes	6.875%	1/10/39	2,820,000	3,797,387
General Electric Capital Corp., Subordinated Debentures	6.375%	11/15/67	210,000	224,700 ^(b)
General Electric Capital Corp., Subordinated Notes	5.300%	2/11/21	130,000	146,648
ILFC E-Capital Trust I, Junior Subordinated Notes	4.690%	12/21/65	800,000	754,000 ^{(a)(b)}
International Lease Finance Corp., Senior Notes	8.875%	9/1/17	810,000	894,037
International Lease Finance Corp., Senior Notes	6.250%	5/15/19	220,000	237,600
International Lease Finance Corp., Senior Notes	8.250%	12/15/20	330,000	391,875
International Lease Finance Corp., Senior Secured Notes	6.750%	9/1/16	670,000	697,771 ^(a)
International Lease Finance Corp., Senior Secured Notes	7.125%	9/1/18	1,200,000	1,329,204 ^(a)
ZFS Finance USA Trust II, Bonds	6.450%	12/15/65	500,000	510,000 ^{(a)(b)}
<i>Total Diversified Financial Services</i>				12,116,873
Insurance - 4.0%				
American Equity Investment Life Holding Co., Senior Notes	6.625%	7/15/21	90,000	95,481
American International Group Inc., Senior Notes	6.400%	12/15/20	1,000,000	1,173,016
Aon PLC, Senior Notes	4.750%	5/15/45	160,000	154,467
Delphi Financial Group Inc., Senior Notes	7.875%	1/31/20	290,000	343,401
Fidelity & Guaranty Life Holdings Inc., Senior Notes	6.375%	4/1/21	330,000	344,850 ^(a)

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Liberty Mutual Group Inc., Junior Subordinated Bonds	7.800%	3/15/37	330,000	385,275 ^(a)
Liberty Mutual Insurance Co., Subordinated Notes	7.875%	10/15/26	840,000	1,023,658 ^(a)
MetLife Inc., Junior Subordinated Bonds	5.250%	6/15/20	520,000	518,700 ^{(b)(c)}
MetLife Inc., Senior Notes	6.817%	8/15/18	1,300,000	1,485,552
Nationwide Mutual Insurance Co., Notes	9.375%	8/15/39	520,000	778,962 ^(a)
Teachers Insurance & Annuity Association of America, Notes	6.850%	12/16/39	1,050,000	1,314,672 ^(a)

See Notes to Schedule of Investments.

WESTERN ASSET INVESTMENT GRADE DEFINED OPPORTUNITY TRUST INC.**Schedule of investments (unaudited) (cont d)****August 31, 2015**

SECURITY	RATE	MATURITY DATE	FACE AMOUNT	VALUE
Insurance - (continued)				
Teachers Insurance & Annuity Association of America, Subordinated Notes	4.900%	9/15/44	\$ 660,000	\$ 674,710 ^(a)
Travelers Cos. Inc., Senior Notes	6.250%	6/15/37	400,000	498,043
<i>Total Insurance</i>				8,790,787
Real Estate Management & Development - 0.4%				
Communications Sales & Leasing Inc., Senior Notes	8.250%	10/15/23	180,000	164,250 ^(a)
Communications Sales & Leasing Inc., Senior Secured Notes	6.000%	4/15/23	90,000	84,825 ^(a)
Security Capital Group Inc., Senior Notes	7.700%	6/15/28	460,000	620,120
<i>Total Real Estate Management & Development</i>				869,195
Thriffs & Mortgage Finance - 0.1%				
Quicken Loans Inc., Senior Notes	5.750%	5/1/25	240,000	234,900 ^(a)
TOTAL FINANCIALS				80,379,428
HEALTH CARE - 4.7%				
Biotechnology - 1.6%				
AbbVie Inc., Senior Notes	4.400%	11/6/42	320,000	296,603
AbbVie Inc., Senior Subordinated Notes	4.500%	5/14/35	600,000	576,626
AbbVie Inc., Senior Subordinated Notes	4.700%	5/14/45	700,000	679,099
Amgen Inc., Senior Notes	5.150%	11/15/41	700,000	720,111
Celgene Corp., Senior Notes	5.000%	8/15/45	610,000	617,924
Gilead Sciences Inc., Senior Notes	5.650%	12/1/41	100,000	114,974
Gilead Sciences Inc., Senior Notes	4.500%	2/1/45	710,000	705,705
<i>Total Biotechnology</i>				3,711,042
Health Care Providers & Services - 1.5%				
Catholic Health Initiatives, Secured Bonds	4.350%	11/1/42	60,000	55,397
Humana Inc., Senior Notes	7.200%	6/15/18	1,000,000	1,135,592
UnitedHealth Group Inc., Senior Notes	4.750%	7/15/45	1,260,000	1,326,716
Universal Hospital Services Inc., Secured Notes	7.625%	8/15/20	820,000	794,887
<i>Total Health Care Providers & Services</i>				3,312,592
Pharmaceuticals - 1.6%				
Actavis Funding SCS, Senior Notes	4.550%	3/15/35	790,000	728,547
Actavis Funding SCS, Senior Notes	4.750%	3/15/45	180,000	164,786
Pfizer Inc., Senior Notes	7.200%	3/15/39	560,000	768,214
Wyeth LLC, Notes	5.950%	4/1/37	1,100,000	1,306,074
Zoetis Inc., Senior Notes	4.700%	2/1/43	270,000	235,748
<i>Total Pharmaceuticals</i>				3,203,369
TOTAL HEALTH CARE				10,227,003

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INDUSTRIALS - 4.1%

Aerospace & Defense - 0.4%

Exelis Inc., Senior Notes	5.550%	10/1/21	885,000	981,279
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Air Freight & Logistics - 0.4%

United Parcel Service Inc., Senior Notes	6.200%	1/15/38	700,000	894,125
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Airlines - 1.7%

Air Canada, Pass-Through Trust, Secured Notes	6.625%	5/15/18	480,000	500,352 ^(a)
American Airlines, Pass-Through Trust, Senior Secured Bonds	5.600%	7/15/20	471,535	485,092 ^(a)
Continental Airlines Inc., Pass-Through Certificates, Secured Notes	9.250%	5/10/17	190,570	207,959
Continental Airlines Inc., Pass-Through Certificates, Secured Notes	6.250%	4/11/20	231,215	241,331
Continental Airlines Inc., Pass-Through Certificates, Senior Secured Notes	6.545%	2/2/19	167,715	181,762
Continental Airlines Inc., Pass-Through Certificates, Senior Secured Notes	7.250%	11/10/19	605,759	685,265

See Notes to Schedule of Investments.

WESTERN ASSET INVESTMENT GRADE DEFINED OPPORTUNITY TRUST INC.

Schedule of investments (unaudited) (cont d)

August 31, 2015

SECURITY	RATE	MATURITY DATE	FACE AMOUNT	VALUE
Airlines - (continued)				
Delta Air Lines Inc., Pass-Through Certificates, Secured Notes	8.021%	8/10/22	\$ 133,608	\$ 152,312
Delta Air Lines Inc., Pass-Through Certificates, Senior Secured Notes	7.750%	12/17/19	429,617	490,301
United Airlines Inc., Pass-Through Certificates, Secured Notes	9.750%	1/15/17	98,592	106,110
United Airlines Inc., Pass-Through Certificates, Senior Secured Notes	10.400%	11/1/16	55,147	59,132
US Airways, Pass-Through Trust, Senior Secured Bonds	5.900%	10/1/24	525,887	576,504
<i>Total Airlines</i>				<i>3,686,120</i>
Commercial Services & Supplies - 0.8%				
Republic Services Inc., Senior Notes	5.500%	9/15/19	220,000	244,983
Taylor Morrison Communities Inc./Monarch Communities Inc., Senior Notes	5.250%	4/15/21	900,000	909,000 ^(a)
Waste Management Inc., Senior Notes	7.750%	5/15/32	500,000	681,222
<i>Total Commercial Services & Supplies</i>				<i>1,835,205</i>
Machinery - 0.3%				
Caterpillar Inc., Senior Notes	4.750%	5/15/64	360,000	359,812
Valmont Industries Inc., Senior Notes	6.625%	4/20/20	180,000	205,695
<i>Total Machinery</i>				<i>565,507</i>
Road & Rail - 0.5%				
Burlington Northern Santa Fe LLC, Senior Notes	4.900%	4/1/44	760,000	777,267
CSX Corp., Senior Notes	3.950%	5/1/50	300,000	261,119
Florida East Coast Holdings Corp., Senior Notes	9.750%	5/1/20	40,000	36,200 ^(a)
Florida East Coast Holdings Corp., Senior Secured Notes	6.750%	5/1/19	50,000	50,500 ^(a)
<i>Total Road & Rail</i>				<i>1,125,086</i>
TOTAL INDUSTRIALS				
				9,087,322
INFORMATION TECHNOLOGY - 1.2%				
Communications Equipment - 0.5%				
Harris Corp., Senior Notes	4.854%	4/27/35	430,000	413,222
Harris Corp., Senior Notes	5.054%	4/27/45	340,000	323,563
QUALCOMM Inc., Senior Subordinated Notes	4.800%	5/20/45	490,000	424,884
<i>Total Communications Equipment</i>				<i>1,161,669</i>
Electronic Equipment, Instruments & Components - 0.2%				
Interface Security Systems Holdings Inc./Interface Security Systems LLC, Senior Secured Notes	9.250%	1/15/18	340,000	346,800
IT Services - 0.0%				
First Data Corp., Senior Secured Notes	6.750%	11/1/20	91,000	96,005 ^(a)
Semiconductors & Semiconductor Equipment - 0.4%				

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Intel Corp., Senior Notes	4.900%	7/29/45	520,000	536,610
National Semiconductor Corp., Senior Notes	6.600%	6/15/17	360,000	393,977
<i>Total Semiconductors & Semiconductor Equipment</i>				<i>930,587</i>
Software - 0.1%				
Activision Blizzard Inc., Senior Notes	6.125%	9/15/23	180,000	193,950 ^(a)
TOTAL INFORMATION TECHNOLOGY				2,729,011
MATERIALS - 4.0%				
Chemicals - 0.1%				
Ecolab Inc., Senior Notes	5.500%	12/8/41	260,000	292,604
Metals & Mining - 3.7%				
Alcoa Inc., Senior Notes	5.125%	10/1/24	520,000	512,200
Barrick Gold Corp., Senior Notes	5.250%	4/1/42	1,200,000	964,424
Glencore Finance Canada Ltd., Senior Bonds	5.800%	11/15/16	1,200,000	1,229,012 ^(a)
Rio Tinto Finance USA Ltd., Senior Notes	9.000%	5/1/19	2,000,000	2,454,856

See Notes to Schedule of Investments.

WESTERN ASSET INVESTMENT GRADE DEFINED OPPORTUNITY TRUST INC.

Schedule of investments (unaudited) (cont d)

August 31, 2015

SECURITY	RATE	MATURITY DATE	FACE AMOUNT	VALUE
Metals & Mining - (continued)				
Southern Copper Corp., Senior Notes	5.375%	4/16/20	\$ 260,000	\$ 282,628
Steel Dynamics Inc., Senior Notes	6.125%	8/15/19	240,000	249,900
Vale Overseas Ltd., Senior Notes	6.875%	11/21/36	2,100,000	1,797,600
Vedanta Resources PLC, Senior Notes	6.000%	1/31/19	500,000	436,250 ^(a)
Yamana Gold Inc., Senior Notes	4.950%	7/15/24	140,000	126,271
<i>Total Metals & Mining</i>				<i>8,053,141</i>
Paper & Forest Products - 0.2%				
Fibria Overseas Finance Ltd., Senior Notes	5.250%	5/12/24	510,000	504,900
TOTAL MATERIALS				8,850,645
TELECOMMUNICATION SERVICES - 8.7%				
Diversified Telecommunication Services - 7.2%				
AT&T Inc., Global Notes	5.600%	5/15/18	1,500,000	1,635,943
AT&T Inc., Senior Notes	4.500%	5/15/35	370,000	341,016
AT&T Inc., Senior Notes	5.550%	8/15/41	440,000	443,755
AT&T Inc., Senior Notes	4.750%	5/15/46	60,000	54,902
British Telecommunications PLC, Bonds	9.625%	12/15/30	2,000,000	2,922,434
Embarq Corp., Notes	7.995%	6/1/36	1,500,000	1,590,000
Intelsat Jackson Holdings SA, Senior Notes	7.500%	4/1/21	1,250,000	1,215,625
Koninklijke KPN NV, Senior Notes	8.375%	10/1/30	330,000	429,379
Telecom Italia SpA, Senior Notes	5.303%	5/30/24	830,000	839,337 ^(a)
Telefonica Emisiones SAU, Senior Notes	7.045%	6/20/36	140,000	171,814
Turk Telekomunikasyon AS, Senior Notes	4.875%	6/19/24	400,000	382,360 ^(a)
Verizon Communications Inc., Senior Notes	5.150%	9/15/23	2,460,000	2,701,392
Verizon Communications Inc., Senior Notes	6.550%	9/15/43	1,473,000	1,750,852
Verizon Communications Inc., Senior Notes	5.012%	8/21/54	1,508,000	1,386,217
<i>Total Diversified Telecommunication Services</i>				<i>15,865,026</i>
Wireless Telecommunication Services - 1.5%				
America Movil SAB de CV, Senior Notes	4.375%	7/16/42	800,000	733,023
Rogers Communications Inc., Senior Notes	6.800%	8/15/18	1,000,000	1,127,962
Sprint Communications Inc., Senior Notes	9.000%	11/15/18	280,000	312,550 ^(a)
Sprint Corp., Senior Notes	7.875%	9/15/23	700,000	674,625
Telefonica Europe BV, Senior Notes	8.250%	9/15/30	390,000	523,247
<i>Total Wireless Telecommunication Services</i>				<i>3,371,407</i>
TOTAL TELECOMMUNICATION SERVICES				19,236,433
UTILITIES - 6.6%				
Electric Utilities - 5.2%				
Berkshire Hathaway Energy Co., Bonds	6.125%	4/1/36	1,000,000	1,186,665
Berkshire Hathaway Energy Co., Senior Notes	5.750%	4/1/18	1,000,000	1,097,968
CenterPoint Energy Houston Electric LLC, Senior Secured Bonds	4.500%	4/1/44	530,000	550,100

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Commonwealth Edison Co., First Mortgage Bonds	5.800%	3/15/18	600,000	661,290
Commonwealth Edison Co., First Mortgage Bonds	6.450%	1/15/38	600,000	776,139
FirstEnergy Corp., Notes	7.375%	11/15/31	3,040,000	3,647,799
NRG REMA LLC, Pass-Through Certificates, Senior Secured Bonds	9.681%	7/2/26	2,000,000	2,040,000
Pacific Gas & Electric Co., Senior Notes	8.250%	10/15/18	600,000	715,140
Virginia Electric and Power Co., Senior Notes	8.875%	11/15/38	500,000	779,649
<i>Total Electric Utilities</i>				<i>11,454,750</i>
Gas Utilities - 0.8%				
Southern Natural Gas Co., LLC, Senior Notes	8.000%	3/1/32	1,500,000	1,768,653
Independent Power and Renewable Electricity Producers - 0.6%				
AES Corp., Senior Notes	8.000%	6/1/20	1,100,000	1,276,715
TOTAL UTILITIES				14,500,118
TOTAL CORPORATE BONDS & NOTES				
(Cost - \$192,714,198)				206,748,567

See Notes to Schedule of Investments.

WESTERN ASSET INVESTMENT GRADE DEFINED OPPORTUNITY TRUST INC.

Schedule of investments (unaudited) (cont d)

August 31, 2015

SECURITY	RATE	MATURITY DATE	FACE AMOUNT	VALUE
MUNICIPAL BONDS - 0.5%				
Alabama - 0.1%				
Jefferson County, AL, Sewer Revenue, Subordinated Lien Warrants	6.000%	10/1/42	\$ 310,000	\$ 346,565
California - 0.1%				
University of California Revenue	4.062%	5/15/33	220,000	219,531
Illinois - 0.3%				
Chicago, IL, GO, Taxable Project	7.781%	1/1/35	20,000	20,336
Illinois State, GO, Build America Bonds-Taxable	6.725%	4/1/35	530,000	549,128
<i>Total Illinois</i>				569,464
TOTAL MUNICIPAL BONDS				
(Cost - \$1,143,278)				
				1,135,560
SENIOR LOANS - 0.3%				
INDUSTRIALS - 0.3%				
Commercial Services & Supplies - 0.3%				
Nielsen Finance LLC, USD Term Loan B2 (Cost - \$635,193)	3.192%	4/15/21	635,193	637,129 ^{(d)(e)}
SOVEREIGN BONDS - 0.8%				
Colombia - 0.2%				
Republic of Colombia, Senior Bonds	5.625%	2/26/44	431,000	420,764
Turkey - 0.6%				
Republic of Turkey, Senior Bonds	4.250%	4/14/26	520,000	487,879
Republic of Turkey, Senior Notes	4.875%	4/16/43	840,000	741,258
<i>Total Turkey</i>				1,229,137
TOTAL SOVEREIGN BONDS				
(Cost - \$1,698,949)				
				1,649,901
SHARES				
COMMON STOCKS - 0.7%				
FINANCIALS - 0.7%				
Banks - 0.7%				
Citigroup Inc. (Cost - \$1,474,006)			29,728	1,589,853
CONVERTIBLE PREFERRED STOCKS - 0.5%				
HEALTH CARE - 0.5%				
Pharmaceuticals - 0.5%				
Allergan PLC (Cost - \$1,015,500)	5.500%		1,000	1,026,940

PREFERRED STOCKS - 1.5%

FINANCIALS - 1.5%

Capital Markets - 0.2%

State Street Corp.	5.900%	16,755	436,132 ^(b)
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Consumer Finance - 1.0%

GMAC Capital Trust I	8.125%	85,800	2,190,474 ^(b)
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Diversified Financial Services - 0.2%

Citigroup Capital XIII	7.875%	17,525	447,764 ^(b)
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Insurance - 0.1%

Delphi Financial Group Inc.	7.376%	9,325	233,708 ^(b)
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TOTAL PREFERRED STOCKS

(Cost - \$3,166,699)			3,308,078
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TOTAL INVESTMENTS - 98.3%

(Cost - \$201,847,823#)			216,096,028
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Other Assets in Excess of Liabilities - 1.7%			3,756,867
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TOTAL NET ASSETS - 100.0%

			\$ 219,852,895
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See Notes to Schedule of Investments.

WESTERN ASSET INVESTMENT GRADE DEFINED OPPORTUNITY TRUST INC.

Schedule of investments (unaudited) (cont d)

August 31, 2015

- (a) 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.
- (b) Variable rate security. Interest rate disclosed is as of the most recent information available.
- (c) Security has no maturity date. The date shown represents the next call date.
- (d) Interest rates disclosed represent the effective rates on senior loans. Ranges in interest rates are attributable to multiple contracts under the same loan.
- (e) Senior loans may be considered restricted in that the Fund ordinarily is contractually obligated to receive approval from the agent bank and/or borrower prior to the disposition of a senior loan.

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

Abbreviation used in this schedule:

GO General Obligation

This Schedule of Investments is unaudited and is intended to provide information about the Fund's portfolio holdings as of the date of the schedule. Other information regarding the Fund is available in the Fund's most recent annual or semi-annual shareholder report.

See Notes to Schedule of Investments.

Notes to Schedule of Investments (unaudited)**1. Organization and significant accounting policies**

Western Asset Investment Grade Defined Opportunity Trust Inc. (the Fund) was incorporated in Maryland on April 24, 2009 and is registered as a non-diversified, closed-end management investment company under the Investment Company Act of 1940, as amended (the 1940 Act). The Fund's primary investment objective is to provide current income and then to liquidate and distribute substantially all of the Fund's net assets to stockholders on or about December 2, 2024. As a secondary investment objective, the Fund will seek capital appreciation. There can be no assurance the Fund will achieve its investment objectives.

The following are significant accounting policies consistently followed by the Fund and are in conformity with U.S. generally accepted accounting principles (GAAP).

(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 Atlantic Fund Valuation Committee (formerly, 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.

Notes to Schedule of Investments (unaudited) (continued)

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)
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:

DESCRIPTION	ASSETS			TOTAL
	QUOTED PRICES (LEVEL 1)	OTHER SIGNIFICANT OBSERVABLE INPUTS (LEVEL 2)	SIGNIFICANT UNOBSERVABLE INPUTS (LEVEL 3)	
Long-term investments :				
Corporate bonds & notes:				
Utilities		\$ 12,460,118	\$ 2,040,000	\$ 14,500,118
Other corporate bonds & notes		192,248,449		192,248,449
Municipal bonds		1,135,560		1,135,560
Senior loans		637,129		637,129
Sovereign bonds		1,649,901		1,649,901
Common stocks	\$ 1,589,853			1,589,853
Convertible preferred stocks	1,026,940			1,026,940
Preferred stocks	3,074,370	233,708		3,308,078
Total investments	\$ 5,691,163	\$ 208,364,865	\$ 2,040,000	\$ 216,096,028
Other financial instruments:				
Futures contracts	\$ 388,171			\$ 388,171
Forward foreign currency contracts		\$ 135,039		135,039
Centrally cleared interest rate swaps		109,341		109,341
Total other financial instruments	\$ 388,171	\$ 244,380		\$ 632,551
Total	\$ 6,079,334	\$ 208,609,245	\$ 2,040,000	\$ 216,728,579
DESCRIPTION	LIABILITIES			TOTAL
	QUOTED PRICES (LEVEL 1)	OTHER SIGNIFICANT OBSERVABLE INPUTS (LEVEL 2)	SIGNIFICANT UNOBSERVABLE INPUTS (LEVEL 3)	
Other financial instruments:				
Futures contracts	\$ 84,417			\$ 84,417

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Forward foreign currency contracts		\$	195,407		195,407
OTC credit default swaps on corporate issues - buy protection			39,320		39,320
Total	\$	84,417	\$	234,727	\$ 319,144

See Schedule of Investments for additional detailed categorizations.

Values include any premiums paid or received with respect to swap contracts.

2. Investments

At August 31, 2015, the aggregate gross unrealized appreciation and depreciation of investments for federal income tax purposes were substantially as follows:

Gross unrealized appreciation	\$ 18,291,912
Gross unrealized depreciation	(4,043,707)
Net unrealized appreciation	\$ 14,248,205

Notes to Schedule of Investments (unaudited) (continued)

At August 31, 2015, the Fund had the following open futures contracts:

	Number of Contracts	Expiration Date	Basis Value	Market Value	Unrealized Appreciation (Depreciation)
Contracts to Buy:					
U.S. Treasury 2-Year Notes	8	12/15	\$ 1,751,026	\$ 1,747,750	\$ (3,276)
U.S. Treasury 5-Year Notes	24	12/15	2,882,859	2,866,500	(16,359)
U.S. Treasury Ultra Long-Term Bonds	17	12/15	2,757,688	2,692,906	(64,782)
					(84,417)
Contracts to Sell:					
U.S. Treasury 10-Year Notes	106	12/15	13,557,398	13,468,625	88,773
U.S. Treasury Long-Term Bonds	77	12/15	12,205,523	11,906,125	299,398
					388,171
Net unrealized appreciation on open futures contracts					\$ 303,754

At August 31, 2015, the Fund had the following open forward foreign currency contracts:

Currency Purchased		Currency Sold		Counterparty	Settlement Date	Unrealized Appreciation (Depreciation)
USD	2,329,809	EUR	2,110,000	Bank of America N.A.	10/16/15	\$ (39,505)
USD	1,138,593	EUR	980,000	Bank of America N.A.	10/16/15	38,153
USD	1,150,250	JPY	136,070,000	Bank of America N.A.	10/16/15	27,100
INR	214,570,000	USD	3,339,611	Citibank N.A.	10/16/15	(137,556)
USD	1,025,948	EUR	930,000	Citibank N.A.	10/16/15	(18,346)
USD	3,270,000	INR	214,446,600	Citibank N.A.	10/16/15	69,786
Total						\$ (60,368)

Abbreviations used in this table:

EUR Euro
 INR Indian Rupee
 JPY Japanese Yen
 USD United States Dollar

At August 31, 2015, the Fund had the following open swap contracts:

CENTRAL COUNTERPARTY	CENTRALLY CLEARED INTEREST RATE SWAPS					UNREALIZED APPRECIATION
	NOTIONAL AMOUNT	TERMINATION DATE	PAYMENTS MADE BY THE FUND	PAYMENTS RECEIVED BY THE FUND	UPFRONT PREMIUMS PAID (RECEIVED)	
Chicago Mercantile Exchange	\$ 2,192,000	2/15/41	2.442% semi-annually	3-Month LIBOR	\$ (10,091)	\$ 109,341

OTC CREDIT DEFAULT SWAPS ON CORPORATE ISSUES - BUY PROTECTION¹

SWAP COUNTERPARTY (REFERENCE ENTITY)	NOTIONAL AMOUNT²	TERMINATION DATE	IMPLIED CREDIT SPREAD AT AUGUST 31, 2015³	PERIODIC PAYMENTS MADE BY THE FUND	MARKET VALUE	UPFRONT PREMIUMS PAID/UNREALIZED (RECEIVED) DEPRECIATION
Goldman Sachs Group Inc. (E.I. du Pont de Nemours & Co., 5.250%, due 12/15/16)	\$ 780,000	3/20/19	0.389%	1.000% quarterly	\$ (16,713)	\$ (15,788) \$ (925)
Goldman Sachs Group Inc. (PPG Industries Inc., 6.650%, due 3/15/18)	856,423	3/20/19	0.249%	1.000% quarterly	(22,607)	(16,158) (6,449)
Total	\$ 1,636,423				\$ (39,320)	\$ (31,946) \$ (7,374)

- 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 Implied credit spreads, utilized in determining the market value of credit default swap agreements on corporate or sovereign issues as of period end serve as an indicator of the current status of the payment/performance risk and represent the likelihood or risk of default for the credit derivative. The implied credit spread of a particular referenced entity reflects the cost of buying/selling protection and may include upfront payments required to be made to enter into the agreement. Wider credit spreads 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. A credit spread identified as "Defaulted" indicates a credit event has occurred for the referenced entity or obligation.

Percentage shown is an annual percentage rate.

ITEM 2. 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 registrant's last fiscal quarter that have materially affected, or are likely to materially affect the registrant's internal control over financial reporting.

ITEM 3. EXHIBITS.

Certifications pursuant to Rule 30a-2(a) under the Investment Company Act of 1940, as amended, are attached hereto.

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, thereunto duly authorized.

Western Asset Investment Grade Defined Opportunity Trust Inc.

By /s/ JANE TRUST
 Jane Trust
 Chief Executive Officer

Date: October 21, 2015

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/ JANE TRUST
 Jane Trust
 Chief Executive Officer

Date: October 21, 2015

By /s/ RICHARD F. SENNETT
 Richard F. Sennett
 Principal Financial Officer

Date: October 21, 2015