

FINANCIAL DISCLOSURE REPORT
FOR CALENDAR YEAR 2005Report Required by the Ethics
in Government Act of 1978
(5 U.S.C. app. §§ 101-111)

1. Person Reporting (last name, first, middle initial) Kelley, Jr., Walter D	2. Court or Organization USDC - E.D. Va	3. Date of Report 08/16/2006
4. Title (Article III judges indicate active or senior status; magistrate judges indicate full- or part-time) U.S. District Judge - Active	5a. Report Type (check appropriate type) ☐ Nomination, ☐ Date ☐ Initial ☒ Annual ☐ Final 5b. ☐ Amended Report	6. Reporting Period 01/01/2005 to 12/31/2005
7. Chambers or Office Address 600 Granby Street, Suite 329 Norfolk, VA 23510	8. On the basis of the information contained in this Report and any modifications pertaining thereto, it is, in my opinion, in compliance with applicable laws and regulations. Reviewing Officer _____ Date _____	
IMPORTANT NOTES: The instructions accompanying this form must be followed. Complete all parts, checking the NONE box for each part where you have no reportable information. Sign on last page.		

I. POSITIONS. (Reporting individual only; see pp. 9-13 of instructions.)☐ NONE (No reportable positions.)

<u>POSITION</u>	<u>NAME OF ORGANIZATION/ENTITY</u>
1. General Partner	Limited Partnership #1
2. Manager	LLC #1
3. Manager	LLC #2
4. Manager	LLC #3
5. Trustee	Trust #1
6. Trustee	Trust #2
7. Trustee	Trust #3
8. Trustee	Trust #4
9. Trustee	Trust #5
10. Director	Norfolk Botanical Garden Foundation

II. AGREEMENTS. (Reporting individual only; see pp. 14-16 of instructions.)☐ NONE (No reportable agreements.)

<u>DATE</u>	<u>PARTIES AND TERMS</u>
1. 2001-2005	Troutman Sanders LLP 401(k) and 401(a) Plans, no control (rolled over to independent plan April 2005)
2.	
3.	

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III. NON-INVESTMENT INCOME. *(Reporting individual and spouse; see pp. 17-24 of instructions.)***A. Filer's Non-Investment Income**☐ NONE *(No reportable non-investment income.)*

<u>DATE</u>	<u>SOURCE AND TYPE</u>	<u>INCOME</u> (yours, not spouse's)
1. 2005	Regent University (teaching)	\$ 4500.00
2.		
3.		
4.		
5.		

B. Spouse's Non-Investment Income - *If you were married during any portion of the reporting year, complete this section.**(Dollar amount not required except for honoraria.)*☒ NONE *(No reportable non-investment income.)*

<u>DATE</u>	<u>SOURCE AND TYPE</u>
1.	
2.	
3.	
4.	
5.	

IV. REIMBURSEMENTS – *transportation, lodging, food, entertainment.**(Includes those to spouse and dependent children. See pp. 25-27 of instructions.)*☒ NONE *(No reportable reimbursements.)*

<u>SOURCE</u>	<u>DESCRIPTION</u>
1.	
2.	
3.	
4.	
5.	

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V. GIFTS. *(Includes those to spouse and dependent children. See pp. 28-31 of instructions.)*☒ NONE *(No reportable gifts.)*

<u>SOURCE</u>	<u>DESCRIPTION</u>	<u>VALUE</u>
1.		
2.		
3.		
4.		
5.		

VI. LIABILITIES. *(Includes those of spouse and dependent children. See pp. 32-34 of instructions.)*☐ NONE *(No reportable liabilities.)*

<u>CREDITOR</u>	<u>DESCRIPTION</u>	<u>VALUE CODE</u>
1. Merrill Lynch	Margin Loan (paid off March 05)	K
2. SouthTrust Line of Credit	Unsecured Line of Credit	K
3.		
4.		
5.		

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VII. INVESTMENTS and TRUSTS – income, value, transactions (includes those of the spouse and dependent children. See pp. 34-57 of filing instructions)

☐ NONE (No reportable income, assets, or transactions.)

A. Description of Assets (including trust assets) Place "(X)" after each asset exempt from prior disclosure	B. Income during reporting period		C. Gross value at end of reporting period		D. Transactions during reporting period				
	(1) Amount Code 1 (A-H)	(2) Type (e.g. div., rent, or int.)	(1) Value Code 2 (J-P)	(2) Value Method Code 3 (Q-W)	(1) Type (e.g. buy, sell, merger, redemption)	If not exempt from disclosure			
						(2) Date Month - Day	(3) Value Code 2 (J-P)	(4) Gain Code 1 (A-H)	(5) Identity of buyer/seller (if private transaction)
1. TRUST #5	G	Dividend	P1	T					
2. -CMA Tax-Exempt Fund (fka ML Cash Reserves)									
3. -Clear Media Ltd.									
4. -AES Corp.									
5. -American Tower Corp.									
6. -Autozone Inc.									
7. -Cincinnati Bell Inc.									
8. -Crown Holdings Inc.									
9. -Fairfax Finl Holdings Ltd.					Sell	11/14	J		Loss
10. -Gladstone Coml Corp.									
11. -Laidlaw Intl Inc.									
12. -Liberty Media Corp					Buy	10/11	J		
13. -MGI Pharma Inc.									
14. -Markel Corp. Holding Co.									
15. -Massey Energy Co.					Sell	8/02	K	D	
16. -Massey Energy Co.					Sell	8/02	J	D	
17. -Micros Sys Inc.									

1. Income Gain Codes: (See Columns B1 and D4)	A = \$1,000 or less F = \$50,001 - \$100,000	B = \$1,001 - \$2,500 G = \$100,001 - \$1,000,000	C = \$2,501 - \$5,000 H1 = \$1,000,001 - \$5,000,000	D = \$5,001 - \$15,000 H2 = More than \$5,000,000	E = \$15,001 - \$50,000
2. Value Codes (See Columns C1 and D3)	J = \$15,000 or less N = \$250,001 - \$500,000	K = \$15,001 - \$50,000 O = \$500,001 - \$1,000,000	L = \$50,001 - \$100,000 P1 = \$1,000,001 - \$5,000,000	M = \$100,001 - \$250,000 P2 = \$5,000,001 - \$25,000,000	
3. Value Method Codes (See Column C2)	P3 = \$25,000,001 - \$50,000,000 Q = Appraisal U = Book Value	R = Cost (Real Estate Only) V = Other	P4 = More than \$50,000,000 S = Assessment W = Estimated	T = Cash Market	

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						(2) Date Month - Day	(3) Value Code 2 (J-P)	(4) Gain Code 1 (A-H)	(5) Identity of buyer/seller (if private transaction)
18. -Pioneer Natural Resources Co.									
19. -Saga Communications Inc.									
20. -Waste Management Inc.					Sell	2/18	K	E	
21. -Wellpoint Inc. fka Anthem Inc.									
22. -Wells Fargo & Co.									
23. -Hanover County Wtr & Swr Bonds									
24. -Manassas VA Municipal Bond									
25. -Virginia State Public School Authority Bond									
26. -Arlington County VA Public Improvement Bond									
27. -Richmond VA Public Utility Bond									
28. -American Capital World Groth & Income Fund									
29. -American Cap Inc. Bldr. Fund									
30. -American Washington Mut Investors Fund									
31. -ML Basic Value Fund									
32. -American High Income Municipal Bond Fund					Sell	12/27	J	A	
33. -Marsh & McLennan Cos					Buy	3/04	K		
34. -Echostar Communications Cl					Buy	03/21	K		

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						(2) Date Month - Day	(3) Value Code 2 (J-P)	(4) Gain Code 1 (A-H)	(5) Identity of buyer/seller (if private transaction)
35. -Tyco Intl Ltd New					Buy	11/21	K		
36. -Discovery Hldg Co (aka Liberty Media Corp)					Spinoff	6/31			
37. TRUST #2	F	Dividend	P1	T					
38. -CMA Tax-Exempt Fund (fka ML Cash Reserves)									
39. -Ford Motor Credit Bonds									
40. -GMAC Bonds									
41. -Virginia Beach VA Development Authority Health Care Bond									
42. -Richmond VA Metro Authority Expressway Bond									
43. -Norfolk IDA Bond									
44. -Henrico Co. Municipal Bond									
45. -Newport News Municipal Bond									
46. -Virginia State Public School Authority Bond									
47. -Virginia State Public Bldg. Bond									
48. -Virginia Multi Family Housing Bond									
49. -Fairfax County Public Improvement Bond									
50. -Virginia State Public Bldg. Authority Bond					Redemption	8/01	M	C	
51. -Richmond Municipal Bond									

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2. Value Codes (See Columns C1 and D3)					
3. Value Method Codes (See Column C2)	Q = Appraisal U = Book Value				

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52. -Virginia Port Authority Bond									
53. -AMB Property Corp. (REIT)					Sell	8/26	J	D	
54. -AMB Property Corp. (REIT)					Sell	12/27	K	D	
55. -Hospitality PPTYS Trust (REIT)									
56. -Pepco Holdings Inc. Common Stock					Sell	2/10	J	C	
57. -Pub. Svc. Enterprise Group Common Stock					Sell	8/26	L	E	
58. -Wachovia Common Stock (fka SouthTrust Corp.)									
59. -American Cap. Bldr. Fund					Buy	8/26	K		
60. -American High Income Municipal Bond Fund									
61. -Archstone Smith Trust (REIT)					Sell	8/26	K	D	
62. -Vornado Realty Trust (REIT)					Sell	8/26	L	E	
63. -ChevronTexaco Corp					Buy	2/10	K		
64. -GMH Communities Tr					Buy	8/26	K		
65. -Eaton Vance Floating Rate Fund					Buy	9/01	J		
66. -MFS Emerging Markets Debt Fund					Buy	9/01	J		
67. -Pimco All Asset Fund					Buy	9/01	K		
68. -Pimco Real Return Bond Fund					Buy	9/01	J		

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69. -Loomis Sayles Strategic Income Fund					Buy	9/01	K		
70. -American Bond Fund of America					Buy	9/01	K		
71. -American Cap World Bond Fund					Buy	9/01	K		
72. TRUST #3	G	Dividend	P1	T					
73. -ML Cash Reserves									
74. -American Capital World									
75. -American Euro Pacific Growth Fund									
76. -American Small Cap Fund									
77. -American Fundamental Income Fund									
78. -American New Perspective Fund					Sell	4/20	J	A	
79. BROKERAGE ACCOUNT #1	C	Dividend	N	T					
80. -ML Cash Reserves									
81. -American Tower Corp. Common Stock					Sell	3/09	J	D	
82. -AES Corp. Common Stock					Sell	3/17	J	D	
83. -Crown Holdings Inc. Common Stock					Sell	3/17	J		
84. -Cincinnati Bell Inc. Common Stock					Sell	3/17	J		Loss
85. -Massey Energy Co. Common Stock					Sell	3/17	J	D	

1. Income Gain Codes: (See Columns B1 and D4)	A=\$1,000 or less F=\$50,001 - \$100,000 J=\$15,000 or less N=\$250,001 - \$500,000 P3=\$25,000,001 - \$50,000,000 Q=Appraisal U=Book Value	B=\$1,001 - \$2,500 G=\$100,001 - \$1,000,000 K=\$15,001 - \$50,000 O=\$500,001 - \$1,000,000 R=Cost (Real Estate Only) V=Other	C=\$2,501 - \$5,000 H1=\$1,000,001 - \$5,000,000 L=\$50,001 - \$100,000 P1=\$1,000,001 - \$5,000,000 P4=More than \$50,000,000 S=Assessment W=Estimated	D=\$5,001 - \$15,000 H2=More than \$5,000,000 M=\$100,001 - \$250,000 P2=\$5,000,001 - \$25,000,000 T=Cash Market	E=\$15,001 - \$50,000
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						(2) Date Month - Day	(3) Value Code 2 (J-P)	(4) Gain Code I (A-H)	(5) Identity of buyer/seller (if private transaction)
86. -MGI Pharma Inc. Common Stock					Sell	3/17	J	B	
87. -Markel Corp. Common Stock					Sell	3/17	J	B	
88. -Mercantile Bank Shares Common Stock					Sell	3/17	K		
89. -Micros Systems Inc. Common Stock					Sell	3/09	J	D	
90. -Pioneer Natural Res. Common Stock					Sell	3/17	J	C	
91. -PMA Capital Corp. Common Stock					Sell	3/17	J		
92. -Waste Management Inc. Common Stock					Sell	3/17	J	C	
93. -The Phoenix Companies Inc. Common Stock									
94. 401(k) #1	F	Dividend	P1	T					
95. -AES Corp.									
96. -American Tower Corp.									
97. -Autozone Inc.					Sell	4/14	L		Loss
98. -Cincinnati Bell Inc.									
99. -Clear Media Limited									
100. -Crown Holdings Inc.									
101. -Fairfax Finl Holdings Ltd.					Sell	11/14	K		Loss
102. -Gladstone Coml Corp.									

1. Income Gain Codes: (See Columns B1 and D4)	A = \$1,000 or less F = \$50,001 - \$100,000 J = \$15,000 or less N = \$250,001 - \$500,000 P3 = \$25,000,001 - \$50,000,000 Q = Appraisal U = Book Value	B = \$1,001 - \$2,500 G = \$100,001 - \$1,000,000 K = \$15,001 - \$50,000 O = \$500,001 - \$1,000,000 R = Cost (Real Estate Only) V = Other	C = \$2,501 - \$5,000 H1 = \$1,000,001 - \$5,000,000 L = \$50,001 - \$100,000 P1 = \$1,000,001 - \$5,000,000 P4 = More than \$50,000,000 S = Assessment W = Estimated	D = \$5,001 - \$15,000 H2 = More than \$5,000,000 M = \$100,001 - \$250,000 P2 = \$5,000,001 - \$25,000,000 T = Cash Market	E = \$15,001 - \$50,000
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103. -IPC Holdings Ltd.									
104. -Laidlaw Intl Inc.					Sell	11/22	L	E	
105. -Liberty Media Corp.					Buy	10/11	K		
106. -MGI Pharma Inc.									
107. -Markel Corp. Holdg Co.									
108. -Massey Energy Co.					Sell	8/02	L	E	
109. -Massey Energy Co.					Sell	8/24	K	E	
110. -Micros Sys Inc.									
111. -PMA Cap Corp.									
112. -Precision Auto Care Inc.									
113. -Saga Communications Inc.									
114. -Wachovia Corp. (fka SouthTrust Corp.)					Sell	4/14	L	E	
115. -Waste Management Inc.					Sell	2/18	K	C	
116. -Wellpoint Inc. (fka Anthem)									
117. -Wells Fargo & Co.					Sell	4/14	K	B	
118. -Fidelity Cash Reserves (fdrxx)									
119. -Marsh & McLennan Cos					Buy	3/04	K		

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120. -Echostar Communications Cl					Buy	3/21	L		
121. -Carmax Inc.					Buy	5/25	K		
122. -Pioneer Natural Resources Co					Buy	8/22	L		
123. -NUCO2 Inc.					Buy	11/17	K		
124. -Clear Channel Outdoor Hldgs Inc.					Buy	12/02	K		
125. -Discovery Hldg Co (aka Liberty Media Corp)					Spinoff	6/31			
126. LIMITED PARTNERSHIP #1	D	Dividend	L	T					
127. -Dominion Res. Inc.					Sell	7/28	J	D	
128. -Dominion Res. Inc.					Sell	12/15	K	D	
129. -First Industrial Realty Trust					Sell	7/28	K	C	
130. -First Industrial Realty Trust					Sell	12/15	K	D	
131. -Mills Corp.					Sell	7/28	J	D	
132. -Precision Auto Care Inc.									
133. -Note Receivable (American Recovery Services LLC)									
134. LLC #2									
135. -SouthTrust Bank Account					Closed 2004				
136. -Accounts Receivable		None	M	U					

1. Income Gain Codes: (See Columns B1 and D4)	A=\$1,000 or less F=\$50,001 - \$100,000 J=\$15,000 or less N=\$250,001 - \$500,000 P3=\$25,000,001 - \$50,000,000 Q=Appraisal U=Book Value	B=\$1,001 - \$2,500 G=\$100,001 - \$1,000,000 K=\$15,001 - \$50,000 O=\$500,001 - \$1,000,000 R=Cost (Real Estate Only) V=Other	C=\$2,501 - \$5,000 H1=\$1,000,001 - \$5,000,000 L=\$50,001 - \$100,000 P1=\$1,000,001 - \$5,000,000 P4=More than \$50,000,000 S=Assessment W=Estimated	D=\$5,001 - \$15,000 H2=More than \$5,000,000 M=\$100,001 - \$250,000 P2=\$5,000,001 - \$25,000,000 T=Cash Market	E=\$15,001 - \$50,000
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VII. INVESTMENTS and TRUSTS – income, value, transactions (includes those of the spouse and dependent children. See pp. 34-57 of filing instructions)

☐ NONE (No reportable income, assets, or transactions.)

A. Description of Assets (including trust assets) Place "(X)" after each asset exempt from prior disclosure	B. Income during reporting period		C. Gross value at end of reporting period		D. Transactions during reporting period				
	(1) Amount Code 1 (A-H)	(2) Type (e.g. div., rent, or int.)	(1) Value Code 2 (J-P)	(2) Value Method Code 3 (Q-W)	(1) Type (e.g. buy, sell, merger, redemption)	If not exempt from disclosure			
						(2) Date Month - Day	(3) Value Code 2 (J-P)	(4) Gain Code 1 (A-H)	(5) Identity of buyer/seller (if private transaction)
137. -Note Receivable (William C. McKnew)	E	Interest	M	U					
138. LLC #1									
139. -Note Receivable (American Recovery Services)		None	J	U					
140. -Wachovia Bank Account (fka SouthTrust)	A	Interest	J	T					
141. LLC #3									
142. -Wachovia Bank Account (fka SouthTrust)	A	Interest	J	T					
143. -Note Receivable (KMK Factoring, LLC)		None	J	U					
144. TRUST #1	A	Interest	J	T					
145. -Wachovia Bank Account (fka SouthTrust Bank)		Interest							
146. -Prudential Whole Life Policy	D	Dividend	M	T					
147. -Mass Mutual Whole Life Policy	D	Dividend	M	T					
148. IRA #1	D	Dividend	L	T					
149. -Retirement Reserves CI (fka ML Cash Reserves)									
150. -American Euro Pacific Growth Fund					Sell	3/30	J		Loss
151. -American Small Cap World Fund					Sell	3/30	J	A	
152. -American Growth Fund					Buy	3/30	J		
153. -ML Basic Value Fund					Sell	3/30	J	A	

1. Income Gain Codes: (See Columns B1 and D4)	A=\$1,000 or less F=\$50,001 - \$100,000 J=\$15,000 or less N=\$250,001 - \$500,000 P3=\$25,000,001 - \$50,000,000 Q=Appraisal U=Book Value	B=\$1,001 - \$2,500 G=\$100,001 - \$1,000,000 K=\$15,001 - \$50,000 O=\$500,001 - \$1,000,000 R=Cost (Real Estate Only) V=Other	C=\$2,501 - \$5,000 H1=\$1,000,001 - \$5,000,000 L=\$50,001 - \$100,000 P1=\$1,000,001 - \$5,000,000 P4=More than \$50,000,000 S=Assessment W=Estimated	D=\$5,001 - \$15,000 H2=More than \$5,000,000 M=\$100,001 - \$250,000 P2=\$5,000,001 - \$25,000,000 T=Cash Market	E=\$15,001 - \$50,000
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Name of Person Reporting

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VII. INVESTMENTS and TRUSTS – income, value, transactions (includes those of the spouse and dependent children. See pp. 34-57 of filing instructions)

☐ NONE (No reportable income, assets, or transactions.)

A. Description of Assets (including trust assets) Place "(X)" after each asset exempt from prior disclosure	B. Income during reporting period		C. Gross value at end of reporting period		D. Transactions during reporting period				
	(1) Amount Code 1 (A-H)	(2) Type (e.g. div., rent, or int.)	(1) Value Code 2 (J-P)	(2) Value Method Code 3 (Q-W)	(1) Type (e.g. buy, sell, merger, redemption)	If not exempt from disclosure			
						(2) Date Month - Day	(3) Value Code 2 (J-P)	(4) Gain Code 1 (A-H)	(5) Identity of buyer/seller (if private transaction)
154. -ML Focus Value Fund					Sell	3/30	K	B	
155. -Delaware American Services Fund					Buy	3/30	J		
156. -Pimco Real Return Bond Fund					Buy	3/30	J		
157. -Lord Abbett Research Fund					Buy	3/30	J		
158. -AIM Real Estate Fund					Buy	3/30	J		
159. -Calvert Income Fund					Buy	3/30	J		
160. IRA #2	A	Dividend	J	T					
161. -Retirement Reserves CI (fka ML Cash Reserves)									
162. -ML Basic Value Fund									
163. -ML Eurofund									
164. -ML Fundamental Growth Fund									
165. -ML Intl Value Fund									
166. -ML Large Cap Core Fund					Sell	4/13	J	A	
167. -ML Large Cap Core Fund					Sell	7/13	J	A	
168. -ML Large Cap Core Fund					Sell	10/11	J	A	
169. -ML Pacific Fund									
170. -ML Small Cap Growth Fund									

1. Income Gain Codes: (See Columns B1 and D4)	A = \$1,000 or less F = \$50,001 - \$100,000 J = \$15,000 or less N = \$250,001 - \$500,000 P3 = \$25,000,001 - \$50,000,000	B = \$1,001 - \$2,500 G = \$100,001 - \$1,000,000 K = \$15,001 - \$50,000 O = \$500,001 - \$1,000,000 R = Cost (Real Estate Only) V = Other	C = \$2,501 - \$5,000 H1 = \$1,000,001 - \$5,000,000 L = \$50,001 - \$100,000 P1 = \$1,000,001 - \$5,000,000 P4 = More than \$50,000,000 S = Assessment W = Estimated	D = \$5,001 - \$15,000 H2 = More than \$5,000,000 M = \$100,001 - \$250,000 P2 = \$5,000,001 - \$25,000,000 T = Cash Market	E = \$15,001 - \$50,000
2. Value Codes (See Columns C1 and D3)					
3. Value Method Codes (See Column C2)	Q = Appraisal U = Book Value				

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VII. INVESTMENTS and TRUSTS – income, value, transactions (includes those of the spouse and dependent children. See pp. 34-57 of filing instructions)

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A. Description of Assets (including trust assets) Place "(X)" after each asset exempt from prior disclosure	B. Income during reporting period		C. Gross value at end of reporting period		D. Transactions during reporting period				
	(1) Amount Code 1 (A-H)	(2) Type (e.g. div., rent, or int.)	(1) Value Code 2 (J-P)	(2) Value Method Code 3 (Q-W)	(1) Type (e.g. buy, sell, merger, redemption)	If not exempt from disclosure			
						(2) Date Month - Day	(3) Value Code 2 (J-P)	(4) Gain Code 1 (A-H)	(5) Identity of buyer/seller (if private transaction)
171. -ML Value Opp Fund									
172. -ML Bond Fund High Inc									
173. -ML Bond Fund Core Bond									
174. -ML Low Duration Fund									
175. 401(k) #2	D	Dividend	L	T					
176. -Wachovia Fund					Sell	4/05	L	C	
177. -ML Retirement Reserves					Buy	4/11	J		
178. -Hartford Growth Opportunities					Buy	4/11	J		
179. -Hartford Growth Opportunities					Sell	10/20	J	A	
180. -Scudder Dreman High Return Eqty Fund					Buy	4/11	J		
181. -Scudder Dreman High Return Eqty Fund					Buy	9/14	J		
182. -AIM Basic Value Fund					Buy	4/11	J		
183. -AIM Basic Value Fund					Sell	9/14	J	A	
184. -Delaware Emerging Mkts Fund					Buy	4/11	J		
185. -Delaware Emerging Mkts Fund					Sell	7/07	J	A	
186. -Fidelity Adv Overseas Fund					Buy	4/11	J		
187. -Franklin Small Cap Fund					Buy	4/11	J		

1. Income Gain Codes: (See Columns BI and D4)	A = \$1,000 or less F = \$50,001 - \$100,000	B = \$1,001 - \$2,500 G = \$100,001 - \$1,000,000	C = \$2,501 - \$5,000 H1 = \$1,000,001 - \$5,000,000	D = \$5,001 - \$15,000 H2 = More than \$5,000,000	E = \$15,001 - \$50,000
2. Value Codes (See Columns CI and D3)	J = \$15,000 or less N = \$250,001 - \$500,000	K = \$15,001 - \$50,000 O = \$500,001 - \$1,000,000	L = \$50,001 - \$100,000 P1 = \$1,000,001 - \$5,000,000	M = \$100,001 - \$250,000 P2 = \$5,000,001 - \$25,000,000	T = Cash Market
3. Value Method Codes (See Column C2)	P3 = \$25,000,001 - \$50,000,000 Q = Appraisal U = Book Value	R = Cost (Real Estate Only) V = Other	P4 = More than \$50,000,000 S = Assessment W = Estimated		

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VII. INVESTMENTS and TRUSTS – income, value, transactions (includes those of the spouse and dependent children. See pp. 34-57 of filing instructions)

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A. Description of Assets (including trust assets) Place "(X)" after each asset exempt from prior disclosure	B. Income during reporting period		C. Gross value at end of reporting period		D. Transactions during reporting period				
	(1) Amount Code 1 (A-H)	(2) Type (e.g. div., rent, or int.)	(1) Value Code 2 (J-P)	(2) Value Method Code 3 (Q-W)	(1) Type (e.g. buy, sell, merger, redemption)	If not exempt from disclosure			
						(2) Date Month - Day	(3) Value Code 2 (J-P)	(4) Gain Code 1 (A-H)	(5) Identity of buyer/seller (if private transaction)
188. -Franklin Small Cap Fund					Sell	10/20	J		
189. -Nations Marsico Focused Equity Fund					Buy	4/11	J		
190. -Thornburg International Value Fund					Buy	4/11	J		
191. -Thornburg International Value Fund					Sell	10/20	J	A	
192. -Janus Mid Cap Value Inv Fund					Buy	4/11	J		
193. -Janus Mid Cap Value Inv Fund					Sell	10/20	J	A	
194. -AIM International Growth Fund					Buy	4/11	J		
195. -AIM International Growth Fund					Sell	9/14	J	A	
196. -Lord Abbett Affiliated Fund					Buy	4/11	J		
197. -Lord Abbett Alliliated Fund					Sell	10/20	J	A	
198. -ML Basic Value Fund					Buy	4/11	J		
199. -ML Basic Value Fund					Sell	9/14	J		Loss
200. -Oppenheimer Capital Appreciation Fund					Buy	4/11	J		
201. -Templeton Developing Markets Trust					Buy	7/07	J		
202. -Davis New York Venture Fund					Buy	9/14	J		
203. -Columbia Marsico Focused Eqty Fund (fka Nations Marsico)					Buy	9/14	J		
204. -Columbia Marsico Focused Equity Fund					Sell	10/12	J	A	

1. Income Gain Codes: (See Columns B1 and D4)	A = \$1,000 or less F = \$50,001 - \$100,000 J = \$15,000 or less N = \$250,001 - \$500,000 P3 = \$25,000,001 - \$50,000,000	B = \$1,001 - \$2,500 G = \$100,001 - \$1,000,000 K = \$15,001 - \$50,000 O = \$500,001 - \$1,000,000 R = Cost (Real Estate Only) V = Other	C = \$2,501 - \$5,000 H1 = \$1,000,001 - \$5,000,000 L = \$50,001 - \$100,000 P1 = \$1,000,001 - \$5,000,000 P4 = More than \$50,000,000 S = Assessment W = Estimated	D = \$5,001 - \$15,000 H2 = More than \$5,000,000 M = \$100,001 - \$250,000 P2 = \$5,000,001 - \$25,000,000 T = Cash Market	E = \$15,001 - \$50,000
2. Value Codes (See Columns C1 and D3)					
3. Value Method Codes (See Column C2)	Q = Appraisal U = Book Value				

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VII. INVESTMENTS and TRUSTS – income, value, transactions (includes those of the spouse and dependent children. See pp. 34-57 of filing instructions)

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A. Description of Assets (including trust assets) Place "(X)" after each asset exempt from prior disclosure	B. Income during reporting period		C. Gross value at end of reporting period		D. Transactions during reporting period				
	(1) Amount Code 1 (A-H)	(2) Type (e.g. div., rent, or int.)	(1) Value Code 2 (J-P)	(2) Value Method Code 3 (Q-W)	(1) Type (e.g. buy, sell, merger, redemption)	If not exempt from disclosure			
						(2) Date Month - Day	(3) Value Code 2 (J-P)	(4) Gain Code 1 (A-H)	(5) Identity of buyer/seller (if private transaction)
205. -Ivy Global Natural Resourced Fund					Buy	10/20	J		
206. -Neuberg & Bernn Genesis Trust					Buy	10/20	J		
207. TRUST #4	D	Dividend	L	T					
208. -ML Cash Reserves									
209. -Putnam Mid Cap Value Fund					Sell	3/22	K	D	
210. -Putnam International Equity Fund					Sell	3/22	K	A	
211. -Putnam Growth Opps. Fund					Sell	3/22	J	A	
212. -Putnam Income Fund					Sell	3/22	K	A	
213. -ML Small Cap Growth Fund					Buy	3/29	J		
214. -ML Small Cap Growth Fund					Sell	5/17	J		Loss
215. -ML Large Cap Core Fund					Buy	3/29	K		
216. -ML Large Cap Core Fund					Sell	5/17	J		Loss
217. -ML Fundamental Growth					Buy	3/29	J		
218. -ML Fundamental Growth					Sell	5/17	J	A	
219. -ML International Value Fund					Buy	3/29	J		
220. -ML International Value Fund					Sell	5/17	J		Loss
221. -ML Eurofund CI					Buy	3/29	J		

1. Income Gain Codes: (See Columns B1 and D4)	A = \$1,000 or less F = \$50,001 - \$100,000 J = \$15,000 or less N = \$250,001 - \$500,000 P3 = \$25,000,001 - \$50,000,000	B = \$1,001 - \$2,500 G = \$100,001 - \$1,000,000 K = \$15,001 - \$50,000 O = \$500,001 - \$1,000,000 R = Cost (Real Estate Only) V = Other	C = \$2,501 - \$5,000 H1 = \$1,000,001 - \$5,000,000 L = \$50,001 - \$100,000 P1 = \$1,000,001 - \$5,000,000 P4 = More than \$50,000,000 S = Assessment W = Estimated	D = \$5,001 - \$15,000 H2 = More than \$5,000,000 M = \$100,001 - \$250,000 P2 = \$5,000,001 - \$25,000,000 T = Cash Market	E = \$15,001 - \$50,000
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VII. INVESTMENTS and TRUSTS – income, value, transactions (includes those of the spouse and dependent children. See pp. 34-57 of filing instructions)

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						(2) Date Month - Day	(3) Value Code 2 (J-P)	(4) Gain Code 1 (A-H)	(5) Identity of buyer/seller (if private transaction)
222. -ML Eurofund CI					Sell	5/17	J		Loss
223. -ML Muni Intern Term Fund					Buy	3/29	J		
224. -ML Muni Intern Term Fund					Sell	5/17	J	A	
225. -ML Basic Value Fund CI					Buy	3/29	J		
226. -ML Basic Value Fund CI					Sell	5/17	J		Loss
227. -ML Value Opp Fund CI					Buy	3/29	J		
228. -ML Value Opp Fund CI					Sell	5/17	J		Loss
229. -ML Municipal Bond Fund					Buy	3/29	J		
230. -ML Municipal Bond Fund					Sell	5/17	J	A	
231. -ML Muni Bond National CI					Buy	3/29	J		
232. -ML Muni Bond National CI					Sell	5/17	J	A	
233. -ML Pacific Fund CI					Buy	3/29	J		
234. -ML Pacific Fund CI					Sell	5/17	J		Loss
235. -ML Small Cap Growth Fund					Buy	5/11	J		
236. -ML Small Cap Growth Fund					Sell	5/17	J		Loss
237. -ML Small Cap Growth Fund					Sell	9/15	J	A	
238. -ML Large Cap Core Fund CI					Buy	5/11	J		

1. Income Gain Codes: (See Columns B1 and D4)	A = \$1,000 or less F = \$50,001 - \$100,000 J = \$15,000 or less N = \$250,001 - \$500,000 P3 = \$25,000,001 - \$50,000,000	B = \$1,001 - \$2,500 G = \$100,001 - \$1,000,000 K = \$15,001 - \$50,000 O = \$500,001 - \$1,000,000 R = Cost (Real Estate Only) V = Other	C = \$2,501 - \$5,000 H1 = \$1,000,001 - \$5,000,000 L = \$50,001 - \$100,000 P1 = \$1,000,001 - \$5,000,000 P4 = More than \$50,000,000 S = Assessment W = Estimated	D = \$5,001 - \$15,000 H2 = More than \$5,000,000 M = \$100,001 - \$250,000 P2 = \$5,000,001 - \$25,000,000 T = Cash Market	E = \$15,001 - \$50,000
2. Value Codes (See Columns C1 and D3)					
3. Value Method Codes (See Column C2)	Q = Appraisal U = Book Value				

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A. Description of Assets (including trust assets) Place "(X)" after each asset exempt from prior disclosure	B. Income during reporting period		C. Gross value at end of reporting period		D. Transactions during reporting period				
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						(2) Date Month - Day	(3) Value Code 2 (J-P)	(4) Gain Code 1 (A-H)	(5) Identity of buyer/seller (if private transaction)
239. -ML Large Cap Core Fund CI					Sell	5/20	J	A	
240. ML Large Cap Core Fund CI					Sell	9/15	J	A	
241. -ML Fundamental Growth					Buy	5/11	J		
242. -ML Fundamental Growth					Sell	5/20	J	A	
243. -ML Fundamental Growth					Sell	9/15	J	A	
244. -ML International Value Fund CI					Buy	5/11	J		
245. -ML International Value Fund CI					Sell	5/20	J		Loss
246. -ML International Value Fund CI					Sell	9/15	J	A	
247. -ML Eurofund CI					Buy	5/11	J		
248. -ML Eurofund CI					Sell	5/20	J		Loss
249. -ML Eurofund CI					Sell	9/15	J	A	
250. -ML Muni Interm Term Fund					Buy	5/11	J		
251. -ML Muni Interm Term Fund					Sell	5/20	J	A	
252. -ML Muni Interm Term Fund					Sell	9/15	J	A	
253. -ML Basic Value Fund CI					Buy	5/11	J		
254. -ML Basic Value Fund CI					Sell	5/20	J	A	
255. -ML Basic Value Fund CI					Sell	9/15	J		Loss

1. Income Gain Codes: (See Columns B1 and D4)	A = \$1,000 or less F = \$50,001 - \$100,000 J = \$15,000 or less N = \$250,001 - \$500,000 P3 = \$25,000,001 - \$50,000,000	B = \$1,001 - \$2,500 G = \$100,001 - \$1,000,000 K = \$15,001 - \$50,000 O = \$500,001 - \$1,000,000 R = Cost (Real Estate Only) V = Other	C = \$2,501 - \$5,000 H1 = \$1,000,001 - \$5,000,000 L = \$50,001 - \$100,000 P1 = \$1,000,001 - \$5,000,000 P4 = More than \$50,000,000 S = Assessment W = Estimated	D = \$5,001 - \$15,000 H2 = More than \$5,000,000 M = \$100,001 - \$250,000 P2 = \$5,000,001 - \$25,000,000 T = Cash Market	E = \$15,001 - \$50,000
2. Value Codes (See Columns C1 and D3)					
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						(2) Date Month - Day	(3) Value Code 2 (J-P)	(4) Gain Code 1 (A-H)	(5) Identity of buyer/seller (if private transaction)
256. -ML Value Opp Fund CI					Buy	5/11	J		
257. -ML Value Opp Fund CI					Sell	5/20	J		Loss
258. -ML Value Opp Fund CI					Sell	9/15	J	A	
259. -ML Municipal Bond Fund					Buy	5/11	J		
260. -ML Municipal Bond Fund					Sell	5/20	J	A	
261. -ML Municipal Bond Fund					Sell	9/15	J		Loss
262. -ML Muni Bond National CI					Buy	5/11	J		
263. -ML Muni Bond National CI					Sell	5/20	J	A	
264. -ML Muni Bond National CI					Sell	9/15	J	A	
265. -ML Pacific Fund CI					Buy	5/11	J		
266. -ML Pacific Fund CI					Sell	5/20	J		Loss
267. -ML Pacific Fund CI					Sell	9/15	J	A	
268. -ML Small Cap Growth Fund					Buy	10/14	J		
269. -ML Small Cap Growth Fund					Sell	11/10	J	A	
270. -ML Large Cap Core Fund CI					Buy	10/14	J		
271. -ML Large Cap Core Fund					Sell	11/10	J	A	
272. -ML Fundamental Growth					Buy	10/14	J		

1. Income Gain Codes: (See Columns B1 and D4)	A = \$1,000 or less F = \$50,001 - \$100,000	B = \$1,001 - \$2,500 G = \$100,001 - \$1,000,000	C = \$2,501 - \$5,000 H1 = \$1,000,001 - \$5,000,000	D = \$5,001 - \$15,000 H2 = More than \$5,000,000	E = \$15,001 - \$50,000
2. Value Codes (See Columns C1 and D3)	J = \$15,000 or less N = \$250,001 - \$500,000	K = \$15,001 - \$50,000 O = \$500,001 - \$1,000,000	L = \$50,001 - \$100,000 P1 = \$1,000,001 - \$5,000,000	M = \$100,001 - \$250,000 P2 = \$5,000,001 - \$25,000,000	
3. Value Method Codes (See Column C2)	P3 = \$25,000,001 - \$50,000,000 Q = Appraisal U = Book Value	R = Cost (Real Estate Only) V = Other	P4 = More than \$50,000,000 S = Assessment W = Estimated	T = Cash Market	

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☐ NONE (No reportable income, assets, or transactions.)

A. Description of Assets (including trust assets) Place "(X)" after each asset exempt from prior disclosure	B. Income during reporting period		C. Gross value at end of reporting period		D. Transactions during reporting period				
	(1) Amount Code 1 (A-H)	(2) Type (e.g. div., rent, or int.)	(1) Value Code 2 (J-P)	(2) Value Method Code 3 (Q-W)	(1) Type (e.g. buy, sell, merger, redemption)	If not exempt from disclosure			
						(2) Date Month - Day	(3) Value Code 2 (J-P)	(4) Gain Code 1 (A-H)	(5) Identity of buyer/seller (if private transaction)
273. -ML Fundamental Growth					Sell	11/10	J	A	
274. -ML International Value Fund CI					Buy	10/14	J		
275. -ML International Value Fund CI					Sell	11/10	J		Loss
276. -ML Eurofund CI					Buy	10/14	J		
277. -ML Eurofund CI					Sell	11/10	J	A	
278. -ML Muni Interm Term Fund					Buy	10/14	J		
279. -ML Muni Interm Term Fund					Sell	11/10	J		Loss
280. -ML Basic Value Fund CI					Buy	10/14	J		
281. -ML Basic Value Fund CI					Sell	11/10	J		Loss
282. -ML Value Opp Fund CI					Buy	10/14	J		
283. -ML Value Opp Fund CI					Sell	11/10	J	A	
284. -ML Municipal Bond Fund					Buy	10/14	J		
285. -ML Municipal Bond Fund					Sell	11/10	J		Loss
286. -ML Muni Bond National CI					Buy	10/14	J		
287. -ML Muni Bond National CI					Sell	11/10	J		Loss
288. -ML Pacific Fund CI					Buy	10/14	J		
289. -ML Pacific Fund CI					Sell	11/10	J	A	

1. Income Gain Codes: (See Columns B1 and D4)	A = \$1,000 or less F = \$50,001 - \$100,000 J = \$15,000 or less N = \$250,001 - \$500,000 P3 = \$25,000,001 - \$50,000,000 Q = Appraisal U = Book Value	B = \$1,001 - \$2,500 G = \$100,001 - \$1,000,000 K = \$15,001 - \$50,000 O = \$500,001 - \$1,000,000 R = Cost (Real Estate Only) V = Other	C = \$2,501 - \$5,000 H1 = \$1,000,001 - \$5,000,000 L = \$50,001 - \$100,000 P1 = \$1,000,001 - \$5,000,000 P4 = More than \$50,000,000 S = Assessment W = Estimated	D = \$5,001 - \$15,000 H2 = More than \$5,000,000 M = \$100,001 - \$250,000 P2 = \$5,000,001 - \$25,000,000 T = Cash Market	E = \$15,001 - \$50,000
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VII. INVESTMENTS and TRUSTS -- income, value, transactions (includes those of the spouse and dependent children. See pp. 34-57 of filing instructions)

☐ NONE (No reportable income, assets, or transactions.)

A. Description of Assets (including trust assets) Place "(X)" after each asset exempt from prior disclosure	B. Income during reporting period		C. Gross value at end of reporting period		D. Transactions during reporting period				
	(1) Amount Code 1 (A-H)	(2) Type (e.g. div., rent, or int.)	(1) Value Code 2 (J-P)	(2) Value Method Code 3 (Q-W)	(1) Type (e.g. buy, sell, merger, redemption)	If not exempt from disclosure			
						(2) Date Month - Day	(3) Value Code 2 (J-P)	(4) Gain Code 1 (A-H)	(5) Identity of buyer/seller (if private transaction)
290. -ML Large Cap Core Fund CI					Sell	10/12	J	A	
291. -ML Small Cap Growth Fund					Sell	12/07	J	A	
292. -ML Large Cap Core Fund CI					Sell	12/07	J	A	
293. -ML Fundamental Growth					Sell	12/07	J	A	
294. -ML International Value Fund CI					Sell	12/07	J	A	
295. -ML Eurofund CI					Sell	12/07	J	A	
296. -ML Muni Interm Term Fund					Sell	12/07	J		Loss
297. -ML Basic Value Fund CI					Sell	12/07	J	A	
298. -ML Value Opp Fund CI					Sell	12/07	J	A	
299. -ML Municipal Bond Fund					Sell	12/07	J		Loss
300. -ML Muni Bond National CI					Sell	12/07	J		Loss
301. -ML Pacific Fund CI					Sell	12/07	J	A	
302. 401(k) #3	C	Dividend	K	T					
303. -Vanguard Wellesley Income Fund					Sell	2/25	J	A	
304. -Vanguard 500 Index Fund					Sell	2/25	J	A	
305. -Vanguard Small-Cap Index Fund					Sell	2/25	J		Loss
306. -ML Retirement Reserves					Buy	3/29	J		

1. Income Gain Codes: (See Columns B1 and D4)	A = \$1,000 or less F = \$50,001 - \$100,000	B = \$1,001 - \$2,500 G = \$100,001 - \$1,000,000	C = \$2,501 - \$5,000 H1 = \$1,000,001 - \$5,000,000	D = \$5,001 - \$15,000 H2 = More than \$5,000,000	E = \$15,001 - \$50,000
2. Value Codes (See Columns C1 and D3)	J = \$15,000 or less N = \$250,001 - \$500,000	K = \$15,001 - \$50,000 O = \$500,001 - \$1,000,000	L = \$50,001 - \$100,000 P1 = \$1,000,001 - \$5,000,000	M = \$100,001 - \$250,000 P2 = \$5,000,001 - \$25,000,000	
3. Value Method Codes (See Column C2)	P3 = \$25,000,001 - \$50,000,000 Q = Appraisal U = Book Value	R = Cost (Real Estate Only) V = Other	P4 = More than \$50,000,000 S = Assessment W = Estimated	T = Cash Market	

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VII. INVESTMENTS and TRUSTS – income, value, transactions (includes those of the spouse and dependent children. See pp. 34-57 of filing instructions)

☐ NONE (No reportable income, assets, or transactions.)

A. Description of Assets (including trust assets) Place "(X)" after each asset exempt from prior disclosure	B. Income during reporting period		C. Gross value at end of reporting period		D. Transactions during reporting period				
	(1) Amount Code 1 (A-H)	(2) Type (e.g. div., rent, or int.)	(1) Value Code 2 (J-P)	(2) Value Method Code 3 (Q-W)	(1) Type (e.g. buy, sell, merger, redemption)	If not exempt from disclosure			
						(2) Date Month - Day	(3) Value Code 2 (J-P)	(4) Gain Code 1 (A-H)	(5) Identity of buyer/seller (if private transaction)
307. -Fidelity Adv Div Intl Fund					Buy	3/29	J		
308. -Fidelity Adv Div Intl Fund					Sell	9/16	J	A	
309. -Eaton Vance Floating Fund					Buy	3/29	J		
310. -Pimco Real Return Bond Fund					Buy	3/29	J		
311. -Blcakrock Sm Cap Grth Equity Port Fund					Buy	3/29	J		
312. -Oppenheimer Developing Markets Fund					Buy	3/29	J		
313. -Oppenheimer Developing Markets Fund					Sell	9/16	J	A	
314. -Loomis Sayles Bond Fund					Buy	3/29	J		
315. -Loomis Sayles Bond Fund					Buy	9/16	J		
316. -ML Aggrgte Bd Index Fund					Buy	3/29	J		
317. -Hartford Capital Appreciation Cl Fund					Buy	3/29	J		
318. -Hartford Capital Apprecialtion Cl Fund					Buy	9/16	J		
319. -MFS Value Fund Cl					Buy	3/29	J		
320. -MFS Value Fund Cl					Sell	9/16	J	A	
321. -Columbia Marsico Focused Eqty Fund (fka Nations Marsico)					Buy	3/29	J		
322. -Victory Diversified Stock Fund					Buy	3/29	J		
323. -Victory Diversified Stock Fund					Buy	9/16	J		

1. Income Gain Codes: (See Columns B1 and D4)	A = \$1,000 or less F = \$50,001 - \$100,000 J = \$15,000 or less N = \$250,001 - \$500,000 P3 = \$25,000,001 - \$50,000,000 Q = Appraisal U = Book Value	B = \$1,001 - \$2,500 G = \$100,001 - \$1,000,000 K = \$15,001 - \$50,000 O = \$500,001 - \$1,000,000 R = Cost (Real Estate Only) V = Other	C = \$2,501 - \$5,000 H1 = \$1,000,001 - \$5,000,000 L = \$50,001 - \$100,000 P1 = \$1,000,001 - \$5,000,000 P4 = More than \$50,000,000 S = Assessment W = Estimated	D = \$5,001 - \$15,000 H2 = More than \$5,000,000 M = \$100,001 - \$250,000 P2 = \$5,000,001 - \$25,000,000 T = Cash Market	E = \$15,001 - \$50,000
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VII. INVESTMENTS and TRUSTS -- income, value, transactions (includes those of the spouse and dependent children. See pp. 34-57 of filing instructions)

☐ NONE (No reportable income, assets, or transactions.)

A. Description of Assets (including trust assets) Place "(X)" after each asset exempt from prior disclosure	B. Income during reporting period		C. Gross value at end of reporting period		D. Transactions during reporting period				
	(1) Amount Code 1 (A-H)	(2) Type (e.g. div., rent, or int.)	(1) Value Code 2 (J-P)	(2) Value Method Code 3 (Q-W)	(1) Type (e.g. buy, sell, merger, redemption)	If not exempt from disclosure			
						(2) Date Month - Day	(3) Value Code 2 (J-P)	(4) Gain Code 1 (A-H)	(5) Identity of buyer/seller (if private transaction)
324. -Calvert Income Fund Com					Buy	3/29	J		
325. -FPA New Income Inc. Fund					Buy	3/29	J		
326. -FPA New Income Inc. Fund					Sell	9/16	J		Loss
327. -Royce Penn Mut Fund					Buy	3/29	J		

1. Income Gain Codes: (See Columns B1 and D4)	A = \$1,000 or less F = \$50,001 - \$100,000 J = \$15,000 or less N = \$250,001 - \$500,000 P3 = \$25,000,001 - \$50,000,000 Q = Appraisal U = Book Value	B = \$1,001 - \$2,500 G = \$100,001 - \$1,000,000 K = \$15,001 - \$50,000 O = \$500,001 - \$1,000,000 R = Cost (Real Estate Only) V = Other	C = \$2,501 - \$5,000 H1 = \$1,000,001 - \$5,000,000 L = \$50,001 - \$100,000 P1 = \$1,000,001 - \$5,000,000 P4 = More than \$50,000,000 S = Assessment W = Estimated	D = \$5,001 - \$15,000 H2 = More than \$5,000,000 M = \$100,001 - \$250,000 P2 = \$5,000,001 - \$25,000,000 T = Cash Market	E = \$15,001 - \$50,000
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VIII. ADDITIONAL INFORMATION OR EXPLANATIONS. *(Indicate part of Report.)*

American New Perspective Fund and American Small Cap World Fund were erroneously listed in Trust #5 and Trust #3 on my 2004 Annual Report. These two funds should have only been listed under Trust #3 in my 2004 Annual Report. Accordingly, they will not be listed under Trust #5 this 2005 Annual Report.

ML Intl Equity Fund listed in IRA #2 changed names to ML Intl Value Fund in August, 2004. This name change should have been listed on my 2004 Annual Report. Instead both funds were listed individually.

ML Small Cap Value Fund listed in IRA #2 changed names to ML Value Opp Fund in July, 2004. This name change should have been listed on my 2004 Annual Report. Instead both funds were listed individually.

SouthTrust Bank Account listed in LLC #2 was closed in 2004 and should have been listed as such in my 2004 Annual Report.

Note Receivable (American Recovery Services) was erroneously listed in LLC #2 on my 2004 Annual Report. It should have been listed under LLC #1 and will be listed as such in this 2005 Annual Report.

Accounts Receivable was erroneously listed in LLC #1 on my 2004 Annual Report. It should have been listed under LLC #2 and will be listed as such in this 2005 Annual Report.

Note Receivable (Willaim C. McKnew) was erroneously listed in LLC #1 on my 2004 Annual Report. It should have been listed under LLC #2 and will be listed as such in this 2005 Annual Report.

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IX. CERTIFICATION.

I certify that all information given above (including information pertaining to my spouse and minor or dependent children, if any) is accurate, true, and complete to the best of my knowledge and belief, and that any information not reported was withheld because it met applicable statutory provisions permitting non-disclosure.

I further certify that earned income from outside employment and honoraria and the acceptance of gifts which have been reported are in compliance with the provisions of 5 U.S.C. app. § 501 et. seq., 5 U.S.C. § 7353, and Judicial Conference regulations.

Signature

Date

8/16/06

NOTE: ANY INDIVIDUAL WHO KNOWINGLY AND WILFULLY FALSIFIES OR FAILS TO FILE THIS REPORT MAY BE SUBJECT TO CIVIL AND CRIMINAL SANCTIONS (5 U.S.C. app. § 104)

FILING INSTRUCTIONS

Mail signed original and 3 additional copies to:

Committee on Financial Disclosure
Administrative Office of the United States Courts
Suite 2-301
One Columbus Circle, N.E.
Washington, D.C. 20544