

FINANCIAL DISCLOSURE REPORT FOR CALENDAR YEAR 2006

Report Required by the Ethics
in Government Act of 1978
(5 U.S.C. app. §§ 101-111)

1. Person Reporting (last name, first, middle initial) Payne, Robert E	2. Court or Organization USDC EDVA Richmond	3. Date of Report 08/13/2007
4. Title (Article III judges indicate active or senior status; magistrate judges indicate full- or part-time) Article III - Senior	5a. Report Type (check appropriate type) ☐ Nomination, Date ☐ Initial ☒ Annual ☐ Final 5b. ☐ Amended Report	6. Reporting Period 01/01/2006 to 12/31/2006
7. Chambers or Office Address United States District Court 1000 E Main Street, Suite 345 Richmond, Virginia 23219	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. _____	_____
2. _____	_____
3. _____	_____
4. _____	_____
5. _____	_____

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II. AGREEMENTS. (Reporting individual only; see pp. 14-16 of instructions.)

☐ NONE (No reportable agreements.)

<u>DATE</u>	<u>PARTIES AND TERMS</u>
1. 2006	● Geo. R. and Frances R. Acree Trusts
2. _____	_____
3. _____	_____

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Name of Person Reporting

Payne, Robert E

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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.		
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. Intellectual Property Owner's Association	Travel, food and lodging to and from Chicago, Illinois (9/10/06-9/11/06)
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.)

	SOURCE	DESCRIPTION	VALUE
1.			
2.			
3.			
4.			
5.			

VI. LIABILITIES. (Includes those of spouse and dependent children. See pp. 32-33 of instructions.)

☒ NONE (No reportable liabilities.)

	CREDITOR	DESCRIPTION	VALUE CODE
1.			
2.			
3.			
4.			
5.			

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VII. INVESTMENTS and TRUSTS – income, value, transactions (Includes those of the spouse and dependent children. See pp. 34-60 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, redemption)	(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. Smith Barney Mgd Mun. Fd	A	Int./Div.	J	T					
2. Smith Barney Rollover Mgd Acct  *			O		See Attachment VII A				
3. Smith Barney Rollover Mgd Acct  *			M	T	See Attachment VII B				
4. Ninth & Cary Assoc					See Attachment VII C				
5. American Funds (Euro-Pacific Fund A) IRA *					See Attachment VII D				
6. Mallen Research Ltd Pshp			J	T					
7.									
8.									
9. *An IRA does not generate income even if the stocks within the IRA									
10. are sold at a gain or pay dividend. There is, therefore, no income									
11. to report in the IRA. Nor is a gain or a dividend tax deferred									
12. income. However, Attachment B sets forth under the heading "B"									
13. entries reflecting dividends and interest paid within the IRA and									
14. under the heading "D" entries reflecting gains within the IRA.									
15.									
16.									
17.									

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 ● = \$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)	Q = Appraisal U = Book Value				
3. Value Method Codes (See Column C2)					

ATTACHMENT VII A

This is a Smith Barney Rollover IRA account [REDACTED]. The assets in it are purchased and sold, along with the assets of many others who hold similar accounts, in the discretion of the account managers at the brokerage firm. However, I have the authority to veto a particular purchase if it would create a conflict of interest in a pending action over which I am presiding at the time of purchase.

This IRA account has been reported every year since 1992 (the initial report) in a method authorized by the Committee's staff (e.g. letter to Judge Magill dated October 8, 1997). That authorized method reported no details on individual stocks in the IRA account. I continue to believe that the approved format used since 1992 is appropriate. However, by letter dated October 29, 1997, Judge Magill advised that "it would be helpful if you provided transaction information (the date and value code) for each purchase or sale of each asset in the account." Although that information is not, I think, required, it is being provided to be helpful. Hence, the format for reporting on this IRA account differs from that used in the years from 1992 through 1997.

As reported last year, all stocks in a similar account (49) were sold or transferred into this account. See 2005 Report, Attachment VII B.

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VII. INVESTMENTS and TRUSTS – income, value, transactions (Includes those of the spouse and dependent children. See pp. 34-60 of filing instructions.)
☐ NONE (No reportable income, assets, or transactions.)

ALL STOCKS COMMON

STOCKS HELD AS OF 12/31/06

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, redemption)	(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. Frontline Ltd	A	Int./Div.	J	T					
19. Frontline Ltd	A	Int./Div.	J	T	Buy	1/11	J		
20. Frontline Ltd	A	Int./Div.	J	T	Buy	3/8	J		
21. Noble Corp	A	Int./Div.	J	T					
22. Seagate Tech	A	Int./Div.	J	T	Buy	3/2	J		
23. Seagate Tech	A	Int./Div.	J	T	Buy	3/3	J		
24. Seagate Tech	A	Int./Div.	J	T	Buy	11/16	J	A	
25. Weatherford Intl Ltd			J	T					
26. ABN AMRO Hldg	A	Int./Div.	J	T					
27. AFLAC Inc	A	Int./Div.	J	T	Buy	3/15	J		
28. AFLAC Inc	A	Int./Div.	J	T					
29. Abbott Labs	A	Int./Div.	J	T					
30. Air Prod & Chem. Inc	A	Int./Div.	J	T					
31. Akt Electrolux Ltd	A	Int./Div.	J	T					
32. Allied Irish Bks	A	Int./Div.	J	T	Buy	1/6	J	A	
33. Alltel Corp	A	Int./Div.	J	T					
34. Altria Grp	A	Int./Div.	J	T					

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				

Please Note: Throughout Attachment A, the blank space indicates "NA" but the software does not permit that entry

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VII. INVESTMENTS and TRUSTS -- income, value, transactions (Includes those of the spouse and dependent children. See pp. 34-60 of filing instructions.)☐ NONE (No reportable income, assets, or transactions.)

ALL STOCKS COMMON

STOCKS HELD AS OF 12/31/06

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, redemption)	(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. Amazon Com Inc			J	T					
36. Amazon Com Inc			J	T					
37. Amazon Com Inc.			J	T	Buy	2/13	J	A	
38. Amazon Com Inc.			J	T	Buy	5/11	J	A	
39. Amazon Com Inc.			J	T	Buy	6/9	J	A	
40. Amazon Com Inc.			J	T	Buy	8/10	J	A	
41. American Exp Co	A	Int./Div.	J	T					
42. Am Intl Gp Inc	A	Int./Div.	J	T					
43. Amgen Inc.	A	Int./Div.	J	T					
44. Amgen Inc.	A	Int./Div.	J	T	Buy	11/30	J	A	
45. Anadarko Petro Corp	A	Int./Div.	J	T	Buy	7/6			
46. Autodesk Inc	A	Int./Div.	J	T	Buy	1/10			
47. Autodesk Inc	A	Int./Div.	J	T	Buy	11/16			
48. Avery Dennison Corp	A	Int./Div.	J	T					
49. AXA S.A.	A	Int./Div.	J	T					
50. BAE Sys PLC	A	Int./Div.	J	T					
51. BP Plc	A	Int./Div.	J	T					

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

ALL STOCKS COMMON

STOCKS HELD AS OF 12/31/06

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, redemption)	(2) Date Month - Day	(3) Value Code 2 (J-P)	(4) Gain Code 1 (A-H)	(5) Identity of buyer/seller (if private transaction)
52. BNP Paribas	A	Int./Div.	J	T					
53. BNP Paribas	A	Int./Div.	J	T					
54. Bk of America Corp	A	Int./Div.	J	T					
55. Bk of NY	A	Int./Div.	J	T	Buy	4/12	J	A	
56. Bed Bath & Beyond			J	T					
57. Biogen IDEC Inc			J	T					
58. Boeing Co	A	Int./Div.	J	T					
59. Br Am Tobacco PLC	A	Int./Div.	J	T					
60. Broadcom Corp			J	T	Buy	7/12	J	A	
61. CRH PLC	A	Int./Div.	J	T					
62. Cablevision Sys Corp			J	T					
63. Capital One Finl Corp			J	T					
64. Capital One Finl Corp			J	T	Buy	8/14			
65. Chubb Corp	A	Int./Div.	J	T					
66. Cisco Sys Inc			J	T					
67. Coca-Cola Co	A	Int./Div.	J	T					
68. Comcast Corp			J	T					

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

STOCKS HELD AS OF 12/31/06

A. ALL STOCKS COMMON Description of Assets (including trust assets) Place "(X)" after each asset exempt from prior disclosure	B. COMMON 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, redemption)	(2) Date Month - Day	(3) Value Code 2 (J-P)	(4) Gain Code 1 (A-H)	(5) Identity of buyer/seller (if private transaction)
69. Compass Grp			J	T					
70. Converse Tech Inc			J	T					
71. Conoco Phillips	A	Int./Div.	J	T					
72. Credit Suisse Grp	A	Int./Div.	J	T					
73. Cree Inc			J	T					
74. Cree Inc			J	T					
75. Cree Inc			J	T	Buy	9/12	J		
76. Dell Inc			J	T					
77. Walt Disney Co	A	Int./Div.	J	T					
78. EI DuPont de Nemours & Co			J	T	Buy	6/27	J	A	
79. EI Dupont de Nemours & Co			J	T	Buy	8/9	J	A	
80. E Onag									
81. E Onag			J	T	Buy	7/12	J	A	
82. Echostar Commns Corp			J	T					
83. Electronic Arts			J	T					
84. Electronic Arts			J	T	Buy	6/9			
85. Embarq Corp			J	T					

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86. Embarq Corp			J	T					
87. Embarq Corp			J	T	Buy	6/21	J	A	
88. Ezpedia Inc			J	T	Buy	6/9	J	A	
89. Forest Labs Inc			J	T					
90. France Telecom SA			J	T					
91. France Telecom SA			J	T	Buy	1/24	J	A	
92. Genetech Inc			J	T	Buy	2/7	J	A	
93. Genetech Inc			J	T	Buy	4/6	J	A	
94. Genzyme Corp			J	T					
95. Genzyme Corp			J	T	Buy	4/5	J	A	
96. General Elec Co	A	Int./Div.	J	T					
97. Glaxosmithkline PLC	A	Int./Div.	J	T					
98. Goldman Sachs Grp	A	Int./Div.	J	T					
99. Grant Prideco Inc			J	T	Buy	2/28	J		
100. HSBC Hldg PLC	A	Int./Div.	J	T	Buy	5/4	J	A	
101. Halliburton Co Hldg	A	Int./Div.	J	T					
102. HBOS PLC	A	Int./Div.	J	T					

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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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103. Henderson Land Dev Ltd	A	Int./Div.	J	T					
104. Home Depot Inc			J	T					
105. Home Depot Inc			J	T	Buy	7/12	J	A	
106. Honda Motor Co Ltd	A	Int./Div.	J	T					
107. IAC Interactive Corp			J	T					
108. ING Groep NV	A	Int./Div.	J	T					
109. Intel Corp	A	Int./Div.	J	T					
110. Intl Bus. Mach. Corp	A	Int./Div.	J	T					
111. JP Morgan Chase	A	Int./Div.	J	T					
112. Johnson & Johnson			J	T					
113. Kimberly Clark Corp			J	T					
114. Kingfisher PLC	A	Int./Div.	J	T					
115. Koninklijke Phillilps Elec	A	Distribution	J	T					
116. Kroger Co			J	T					
117. Lehman Bros Hldgs	A	Int./Div.	J	T					
118. Liberty Global Inc			J	T	Buy	4/3	J	A	
119. Liberty Media Hldg			J	T					

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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	
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STOCKS HELD AS OF 12/31/06

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, redemption)	(2) Date Month - Day	(3) Value Code 2 (J-P)	(4) Gain Code 1 (A-H)	(5) Identity of buyer/seller (if private transaction)
120. Manulife Finl Corp	A	Int./Div.	J	T					
121. Marsh & McLennan Cos			J	T	Buy	4/10	J	A	
122. Marsh & McLennan Cos			J	T	Buy	4/12	J	A	
123. Marsh & McLennan Cos			J	T	Buy	6/7	J	A	
124. Marsh & McLennan Cos			J	T	Buy	9/15	J	A	
125. MASCO Corp			J	T	Buy	2/23	J	A	
126. MASCO Corp			J	T	Buy	2/24	J	A	
127. McDonalds Corp			J	T					
128. McDonalds Corp			J	T	Buy	4/3	J	A	
129. Mediaset SPA			J	T	Buy	2/17			
130. Mediaset SPA			J	T	Buy	3/15			
131. Mediaset SPA			J	T	Buy	7/19			
132. Merrill Lynch & Co			J	T					
133. Microsoft Corp			J	T					
134. Millenium Pharma Inc			J	T	Buy	4/6	J	A	
135. Newell Rubbermaid Inc	A	Int./Div.	J	T					
136. Nokia Corp			J	T					

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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Name of Person Reporting

Payne, Robert E

Date of Report

08/13/2007

VII. INVESTMENTS and TRUSTS – income, value, transactions (Includes those of the spouse and dependent children. See pp. 34-60 of filing instructions.)☐ NONE (No reportable income, assets, or transactions.)

ALL STOCKS COMMON

STOCKS HELD AS OF 12/31/06

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, redemption)	(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. Novartis AG ADR			J	T					
138. Posco Spon ADR			J	T					
139. Posco Spon ADR			J	T	Buy	1/13	J	A	
140. Pall Corp	A	Int./Div.	J	T					
141. Parker-Hannifin Corp	A	Int./Div.	J	T	Buy	5/16	J	A	
142. Pepsico Inc	A	Int./Div.	J	T	Buy	2/7	J		
143. Petrochina Co Ltd	A	Int./Div.	J	T					
144. Pfizer Inc			J	T					
145. Proctor & Gamble Co	A	Int./Div.	J	T	Buy	1/5	J	A	
146. Publicis Groupe ADR	A	Int./Div.	J	T	Buy	1/6	J	A	
147. Raytheon Co	A	Int./Div.	J	T					
148. Rio Tinto PLC			J	T	Buy	5/19	J	A	
149. Rio Tinto PLC			J	T	Buy	11/16	J	A	
150. Royal Dutch Shell PLC	A	Int./Div.	J	T					
151. Royal Dutch Shell PLC	A	Int./Div.	J	T	Buy	3/3	J	A	
152. SK Telecom Ltd	A	Int./Div.	J	T					
153. St Paul Travelers Cos	A	Int./Div.	J	T					

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

Payne, Robert E

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08/13/2007

VII. INVESTMENTS and TRUSTS -- income, value, transactions (Includes those of the spouse and dependent children. See pp. 34-60 of filing instructions.)
☐ NONE (No reportable income, assets, or transactions.)
~~ALL STOCKS COMMON~~

STOCKS HELD AS OF 12/31/06

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, redemption)	(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. Sandisk Corp			J	T					
155. Sandisk Corp			J	T	Buy	10/20	J		
156. Sanofi-Aventis Spons			J	T					
157. Sanofi-Aventis Spons			J	T	Buy	5/22	J	A	
158. Sempra Energy			J	T					
159. Sempra Entergy			J	T	Buy	5/3	J	A	
160. Shinhan Finl Corp			J	T					
161. Sprint Nextel			J	T					
162. Sprint Nextel			J	T	Buy	10/10	J	A	
163. Stolt Nielsen SA			J	T	Buy	3/7	J		
164. Stolt Nielsen SA			J	T	Buy	4/19	J	A	
165. Stolt Nielsen SA			J	T	Buy	6/6	J	A	
166. Stolt Nielsen SA			J	T	Buy	9/28	J	A	
167. Suez SA Spon	A	Int./Div.	J	T					
168. Suncor Energy Inc	A	Int./Div.	J	T					
169. Syngenta AG ADR	A	Int./Div.	J	T					
170. TNT NV Spon	A	Int./Div.	J	T					

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. 34-60 of filing instructions.)
☐ NONE (No reportable income, assets, or transactions.)

ALL STOCKS COMMON

STOCKS HELD AS OF 12/31/06

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, redemption)	(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. Technip ADR			J	T	Buy	8/2	J	A	
172. Technip ADR			J	T	Buy	8/3	J	A	
173. Telefonica SA			J	T					
174. Telefonica SA			J	T	Buy	7/19	J	A	
175. Telenor ASA	A	Int./Div.	J	T					
176. Texas Inst Inc			J	T					
177. Textron Inc			J	T					
178. Time Warner Inc			K	T					
179. Total SA			J	T					
180. Total SA			J	T	Buy	2/15	J	A	
181. Tyco Intl Ltd	A	Int./Div.	J	T					
182. Unilever PLC	A	Int./Div.	J	T					
183. United Health Grp			J	T					
184. Vinci SA	A	Int./Div.	J	T	Buy	5/3	J	A	
185. Vodafone Gp PLC	A	Int./Div.	J	T					
186. WalMart Stores Inc			J	T	Buy	6/14	J		
187. WalMart Stores Inc			J	T	Buy	7/19	J	A	

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	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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Name of Person Reporting

Payne, Robert E

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VII. INVESTMENTS and TRUSTS – income, value, transactions (Includes those of the spouse and dependent children. See pp. 34-60 of filing instructions.)
☐ NONE (No reportable income, assets, or transactions.)

ALL STOCKS COMMON

STOCKS HELD AS OF 12/31/06

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, redemption)	(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. WalMart Stores Inc			J	T	Buy	7/19	J	A	
189. Wellpoint Inc	A	Int./Div.	J	T					
190. Wells Fargo & Co	A	Int./Div.	J	T					
191. Wm Wrigley Jr Co	A	Int./Div.	J	T					
192. Yahoo Inc			J	T					
193. Yahoo Inc			J	T	Buy	3/29	J		
194. Yahoo Inc			J	T	Buy	10/2	J	A	
195. Zurich Finl Svcs	A	Int./Div.	J	T					
196.									
197. ALL STOCKS COMMON					STOCKS SOLD	IN 2006			
198. ACOM Co Ltd					Buy	1/18	J		
199. ACOM Co Ltd					Sell	10/13	J		
200. Air Prod & Chem	A	Int./Div.			Sell	12/6	J	A	
201. Alumina Ltd					Sell	1/24	J	A	
202. Alumina Ltd						1/11	J	A	
203. Alumina Ltd						1/23	J	A	
204. Alumina Ltd					Sell	1/17	J	A	

1. Income Gain Codes: (See Columns B1 and B4)	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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Payne, Robert E

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VII. INVESTMENTS and TRUSTS -- income, value, transactions (Includes those of the spouse and dependent children. See pp. 34-60 of filing instructions.)
☐ NONE (No reportable income, assets, or transactions.)

ALL STOCKS COMMON

STOCKS SOLD IN 2006

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, redemption)	(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. Alumina Ltd					Sell	2/2	J	A	
206. Alumina Ltd					Sell	1/19	J	A	
207. Am Intl Gp Inc					Sell	12/6	J	A	
208. Am Intl Gp Inc					Sell	6/26	J	A	
209. Am Intl Gp Inc.					Sell	12/6	J	A	
210. Amgen Inc					Sell	12/6	J	A	
211. Arkema Spon ADR		None			Sell	6/6	J	A	
212. Arkema Spon ADR					Buy	2/5	J	A	
213. Arkema Spon ADR					Sell	6/6	J		
214. AT&T Inc					Sell	6/5	J		
215. AT&T Inc					Sell	6/6	J		
216. AT&T Inc					Sell	12/6	J	A	
217. Autodesk Inc					Buy	1/10	J	A	
218. Autodesk Inc					Sell	12/6	J		
219. Avery Dennison Corp	A	Int./Div.			Sell	12/6	J	A	
220. AXA SA Spon					Buy	6/21	J	A	
221. AXA SA Spon	A	Int./Div.			Sell	7/18	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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Payne, Robert E

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VII. INVESTMENTS and TRUSTS -- income, value, transactions (Includes those of the spouse and dependent children. See pp. 34-60 of filing instructions.)

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

ALL STOCKS COMMON

STOCKS SOLD IN 2006

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, redemption)	(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. BAA PLC	A	Int./Div.			Sell	3/2	J	A	
223. BAA PLC	A	Int./Div.			Sell	2/8	J	A	
224. BAA PLC	A	Int./Div.			Sell	3/3	J	A	
225. BAA PLC	A	None			Sell	2/21	J	A	
226. Bk of America Corp	A	Int./Div.			Sell	6/27	J	A	
227. Bk of America Corp	A	Int./Div.			Sell	6/26	J	A	
228. Biogen IDEC Inc					Sell	12/6	J	A	
229. BNP Paribas Spon					Buy	4/3	J	A	
230. BNP Paribas Spon	A	Int./Div.			Sell	4/3	J	A	
231. Boeing Co	A	Int./Div.			Sell	12/6	J	B	
232. Broadcom Corp					Buy	7/12	J	A	
233. Broadcom Corp					Sell	12/6	J	A	
234. BT Group PLC	A	Int./Div.			Sell	8/16	J	A	
235. Burlington Res Inc	A	Int./Div.			Sell	3/31	J	A	
236. Canon Inc	A	Int./Div.			Sell	5/26	J	A	
237. Canon Inc	A	Int./Div.			Sell	8/8	J	A	
238. Capital One Finl Corp					Sell	3/13	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. 34-60 of filing instructions.)

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

ALL STOCKS COMMON					STOCKS SOLD IN 2006				
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, redemption)	(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. Carrefour-Eur					Sell	12/14	J	A	
240. Carrefour-Eur					Sell	8/8	J	A	
241. Centrica PLC					Sell	2/15	J	A	
242. Chiron Corp					Sell	4/21	J	A	
243. Chubb Corp	A	Int./Div.			Sell	12/6	J	A	
244. Cisco Sys Inc	A	Int./Div.			Sell	12/6	J	A	
245. Comcast Corp					Sell	12/6	J	A	
246. Compass Gp PLC	A	Int./Div.			Sell	9/21	J	A	
247. Conoco Phillips	A	Int./Div.			Sell	4/4	J	A	
248. CRH PLC	A	Int./Div.			Sell	2/1	J	A	
249. Dell Inc					Sell	12/6	J	A	
250. Electronic Arts					Sell	12/6	J	A	
251. Embarq Corp					Sell	6/6	J	A	
252. Forest Labs Inc					Sell	12/6	J	A	
253. Frontline Ltd					Sell	12/6	J	A	
254. Frontline Ltd					Sell	7/3	J		
255. General Elec Co	A	Int./Div.			Sell	12/6	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. 34-60 of filing instructions.)
☐ NONE (No reportable income, assets, or transactions.)

ALL STOCKS COMMON

STOCKS SOLD IN 2006

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, redemption)	(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. Glaxosmithkline PLL					Sell	5/22	J	A	
257. Golden West Finl Corp					Sell	10/3	J	A	
258. Goldman Sachs Gp	A	Int./Div.			Sell	12/6	J	A	
259. Goldman Sachs GP	A	Int./Div.			Sell	8/2	J	A	
260. Home Dept Inc					Sell	12/6	J	A	
261. Husqvarna AB-SEK					Sell	11/16	J	A	
262. IAC Interactive Corp					Sell	12/6	J		
263. Intel Corp	A	Int./Div.			Sell	12/6	J		
264. Intl Bus Mach Corp					Sell	9/5	J		
265. Intl Bus Mach Corp					Sell	12/6	J	A	
266. JC Penney Co Inc					Sell	12/16	J	A	
267. Johnson & Johnson					Sell	12/6	J	A	
268. Johnson & Johnson					Sell	6/16	J	A	
269. JP Morgan Chase					Sell	12/6	J	A	
270. Kroger Co					Sell	7/18	J	A	
271. Kroger Co					Sell	7/10	J	A	
272. Lehman Bros Hldgs	A	Int./Div.			Sell	12/6	J	A	

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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Name of Person Reporting

Payne, Robert E

Date of Report

08/13/2007

VII. INVESTMENTS and TRUSTS -- income, value, transactions (Includes those of the spouse and dependent children. See pp. 34-60 of filing instructions.)☐

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

~~ALL STOCKS COMMON~~~~STOCKS SOLD IN 2006~~

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, redemption)	(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. Liberty Global Inc					Buy	4/3	J	A	
274. Liberty Global Inc					Sell	6/21	J	A	
275. Liberty Media Hldg					Sell	12/6	J	A	
276. McDonalds Corp					Sell	12/6	J	A	
277. Merrill Lynch & Co					Sell	12/6	J	A	
278. Microsoft Corp					Sell	12/6	J		
279. Newell Rubbermaid Inc	A	Int./Div.			Sell	5/16	J	A	
280. News Corp					Sell	5/18	J	A	
281. News Corp					Sell	12/6	J	A	
282. Pall Corp	A	Int./Div.			Sell	12/6	J	A	
283. Petrochina Co Ltd					Sell	12/6	J	A	
284. Petrochina Co Ltd					Sell	3/3	J	A	
285. Petrochina Co Ltd					Sell	12/28	J	A	
286. Petrochina Co Ltd					Sell	4/20	J	A	
287. Pfizer Inc					Sell	12/6	J		
288. Pfizer Inc					Sell	8/9	J		
289. Pfizer Inc					Sell	8/10	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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Name of Person Reporting

Payne, Robert E

Date of Report

08/13/2007

VII. INVESTMENTS and TRUSTS – income, value, transactions (Includes those of the spouse and dependent children. See pp. 34-60 of filing instructions.)
☐ NONE (No reportable income, assets, or transactions.)

ALL STOCKS COMMON

STOCKS SOLD IN 2006

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, redemption)	(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. Portugal Telecom Spon					Sell	2/7	J	A	
291. Portugal Telecom Spon					Sell	2/17	J	A	
292. Portugal Telecom Spon					Sell	3/3	J	A	
293. Posco Spon					Sell	11/27	J	A	
294. Posco Spon					Sell	3/30	J	A	
295. Proctor & Gamble Co					Buy	1/5	J	A	
296. Proctor & Gamble Co	A	Int./Div.			Sell	12/6	J	A	
297. Proctor & Gamble Co	A	Int./Div.			Sell	3/28	J	A	
298. Raytheon Co	A	Int./Div.			Sell	4/17	J	A	
299. Rogers Comm Inc					Buy	2/17	J	A	
300. Rogers Comm Inc					Buy	3/30	J	A	
301. Rogers Comm Inc					Sell	12/1	J	A	
302. Royal Dutch Shell PLC					Sell	6/6	J	A	
303. Sanofi-Aventis					Sell	3/22	J	A	
304. Sara Lee Corp					Sell	5/25	J		
305. Seagate Tech					Buy	3/2	J	A	
306. Seagate Tech					Buy	3/3	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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Name of Person Reporting

Payne, Robert E

Date of Report

08/13/2007

VII. INVESTMENTS and TRUSTS – income, value, transactions (Includes those of the spouse and dependent children. See pp. 34-60 of filing instructions.)
☐ NONE (No reportable income, assets, or transactions.)
 ALL STOCKS COMMON
STOCKS SOLD IN 2006

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, redemption)	(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. Seagate Tech					Sell	5/22	J		
308. Sempra Energy					Sell	10/30	J	A	
309. Ship Finance Intl					Buy	3/22			
310. Ship Finance Intl					Sell	4/13	J		
311. Ship Finance Intl					Sell	4/7	J		
312. Siemens AG					Buy	4/12	J	A	
313. Siemens AG					Buy	4/13	J	A	
314. Siemens AG					Buy	5/18	J	A	
315. Siemens AG					Sell	7/7	J		
316. Sprint Nextel					Sell	12/6	J		
317. St Paul Travelers					Sell	12/6	J	A	
318. Suez SA Spon	A	Int./Div.			Sell	3/15	J	A	
319. Suez SA Spon	A	Int./Div.			Sell	3/3	J	A	
320. Suncor Energy	A	Int./Div.			Sell	12/6	J	A	
321. Syngenta AG	A	Int./Div.			Sell	9/27	J	A	
322. Tate & Lyle PLC					Sell	4/17	J	A	
323. Telecom Corp New Z					Sell	4/17	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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Name of Person Reporting

Payne, Robert E

Date of Report

08/13/2007

VII. INVESTMENTS and TRUSTS -- income, value, transactions (Includes those of the spouse and dependent children. See pp. 34-60 of filing instructions.)☐

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

ALL STOCKS COMMON

STOCKS SOLD IN 2006

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, redemption)	(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. Telenor ASA	A	Int./Div.			Sell	5/23	J	A	
325. Textron Inc	A	Int./Div.			Sell	12/6	J	A	
326. Time Warner Inc					Sell	12/6	J		
327. Total SA					Sell	12/6	J	A	
328. Tyco Intl Ltd	A	Int./Div.			Sell	12/6	J	A	
329. United Overseas Bk					Buy	5/4	J	A	
330. United Overseas Bk					Sell	11/7	J	A	
331. United Overseas Bk					Sell	7/19	J		
332. Vivendi SA					Buy	3/6	J	A	
333. Vivendi SA					Sell	5/2	J	A	
334. Vodafone Gp PLC	A	Int./Div.			Sell	7/31	J		
335. Wachovia Corp					Sell	11/16	J		
336. Wachovia Corp					Sell	10/6	J	A	
337. Wachovia Corp					Sell	11/16	J		
338. Wachovia Corp					Sell	10/6	J	A	
339. Walt Disney Co	A	Int./Div.			Sell	12/6	J	A	
340. Walt Disney Co	A	Int./Div.			Sell	3/28	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				

FINANCIAL DISCLOSURE REPORT

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Name of Person Reporting

Payne, Robert E

Date of Report

08/13/2007

VII. INVESTMENTS and TRUSTS – income, value, transactions (Includes those of the spouse and dependent children. See pp. 34-60 of filing instructions.)
☐ NONE (No reportable income, assets, or transactions.)
ALL STOCKS COMMON**STOCKS SOLD IN 2006**

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, redemption)	(2) Date Month - Day	(3) Value Code 2 (J-P)	(4) Gain Code 1 (A-H)	(5) Identity of buyer/seller (if private transaction)

341. Wells Fargo & Co	A	Int./Div.			Sell	8/8	J	A	
342. Wells Fargo & Co	A	Int./Div.			Sell	8/7	J	A	
343. Windstream Corp					Sell	8/2	J	A	
344. Windstream Corp					Sell	7/27	J	A	
345. WPP Group PLC					Sell	1/5	J	A	
346.									
347.									
348.									
349.									

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)	Q = Appraisal U = Book Value				
3. Value Method Codes (See Column C2)					

ATTACHMENT VII B

This is a Smith Barney Rollover IRA account [REDACTED]. In December 1998, the manager of the account was changed, hence the change in designation from "GSB" (the manager since 1992) to SBAM (the new manager effective December 1998). The account manager was changed again in October 2005 and, at that time, all stocks in the account were either sold or transferred to Account No. [REDACTED] (see Attachment VII A). Accordingly, there were no stocks in the account at the end of the reporting period.

However, in 2006, cash assets (Value Code L) were transferred from one IRA (No. [REDACTED]) to this account (No. [REDACTED]) where it is held in the Western Asset Money Market Fund and was, at 12/31/06, in Value Code M.

ATTACHMENT VII C

In 1987, while a member of McGuire, Woods, Battle & Boothe (the "Law Firm"), I, like all other equity partners then in the Law Firm, became a limited partner in Ninth & Cary Associates Limited Partnership ("NCA"), a Virginia limited partnership. NCA was a limited partner in One James Center Associates, a Virginia limited partnership that owned the office building in Richmond, Virginia known as "One James Center" and its associated parking deck.

I never had any participation in the management of NCA. In 2005, I received passive income from NCA of income code E and ordinary income of income code A. My share (which in 2006 was 1.337%) is, in large part, determined by prior years' service at the Law Firm as an equity partner. That share is expected to decrease over time because of my withdrawal from the Law Firm. It is not possible to affix a value to this inchoate interest in NCA.

In 2005, One James Center Associates sold the building and, from the proceeds of that sale I received a distribution of income code G. In 2006, I received distributions of interest (Code 1) from NCA which were paid from payments made by the Law Firm on its debt for furnishings financed in 1997 by NCA.

ATTACHMENT VII D

As reported in Section VII, [REDACTED] has an IRA with The American Funds (Europacific Fund A), a mutual fund over she has no say and the holdings of which she does not know. My America Funds IRA was rolled into Account 48 (see schedule VII A) in October 2005 (see Attachment VII A, l. 177). [REDACTED] America Funds IRA is now held by Smith Barney.

Name of Person Reporting	Date of Report
Payne, Robert E	08/13/2007

VIII. ADDITIONAL INFORMATION OR EXPLANATIONS. *(Indicate part of Report.)*

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Name of Person Reporting

Payne, Robert E

Date of Report

08/13/2007

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

August 13, 2007

NOTE: ANY INDIVIDUAL WHOSE NAME APPEARS ON THIS REPORT WHO 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