

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) Kelley, Jr., Walter D	2. Court or Organization USDC - E.D. Va	3. Date of Report 05/31/2007
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 01/01/2006 to 12/31/2006
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. Administrator	UTMA Account #1
11. Administrator	UTMA Account #2
12. Administrator	UTMA Account #3
13. Director	Norfolk Botanical Garden Foundation

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

☒ NONE (*No reportable agreements.*)

DATE

PARTIES AND TERMS

1.	
2.	
3.	

FINANCIAL DISCLOSURE REPORT

Page 3 of 28

Name of Person Reporting

Kelley, Jr., Walter D

Date of Report

05/31/2007

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. 2006	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. Louis K. Bonham, Esquire	January 13 - 14, 2006 Orlando, FL International Builders Seminar (Transportation, Meals, Room)
2. University of Texas	February 1 - 5, 2006 Austin, TX Intellectual Property Symposium (Transportation, Meals, Room)
3. Virginia State Bar	June 16, 2006 Virginia Beach, VA VSB Annual Meeting (Transportation)
4.	

FINANCIAL DISCLOSURE REPORT
Page 4 of 28

Name of Person Reporting

Kelley, Jr., Walter D

Date of Report

05/31/2007

5.

FINANCIAL DISCLOSURE REPORT

Page 5 of 28

Name of Person Reporting

Kelley, Jr., Walter D

Date of Report

05/31/2007

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. 32-33 of instructions.)*NONE *(No reportable liabilities.)*

<u>CREDITOR</u>	<u>DESCRIPTION</u>	<u>VALUE CODE</u>
1. Wachovia Line of Credit (fka SouthTrust)	Unsecured Line of Credit	K
2.		
3.		
4.		
5.		

FINANCIAL DISCLOSURE REPORT

Page 6 of 28

Name of Person Reporting

Kelley, Jr., Walter D

Date of Report

05/31/2007

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.)

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. TRUST #5	G	Dividend	P1	T					
2. -CMA Tax-Exempt Fund									
3. -Clear Media Ltd									
4. -AES Corp									
5. -American Tower Corp					Sell	10/19	K		No Gain or Loss
6. -Autozone Inc									
7. -Cincinnati Bell Inc									
8. -Crown Holdings Inc									
9. -Fairfax Finl Holdings Ltd					Sell	03/27	J		Loss
10. -Gladstone Coml Corp									
11. -Laidlaw Intl Inc					Sell	01/11	K	D	
12. -Liberty Media Corp					Sell	04/27	K	A	
13. -MGI Pharma Inc									
14. -Markel Corp. Holding Co									
15. -Massey Energy Co									
16. -Micros Sys Inc									
17. -Pioneer Natural Resources Co									

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

Page 7 of 28

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05/31/2007

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18. -Saga Communications Inc					Sell	06/06	K		Loss
19. -Wellpoint Inc fka Anthem Inc					Sell	09/19	J	A	
20. -Wellpoing Inc fka Anthem Inc					Sell	09/27	K	D	
21. -Wells Fargo & Co									
22. -Hanover County Wtr & Swr Bonds					Redemption	02/01	K	A	
23. -Manassas VA Municipal Bond									
24. -Virginia State Public School Authority Bond					Redemption	08/01	M		No Gain or Loss
25. -Arlington County VA Public Improvement Bond									
26. -Richmond VA Public Utility Bond									
27. -American Capital World Groth & Income Fund									
28. -American Cap Inc. Bldr Fund									
29. -American Washington Mut Investors Fund									
30. -Blackrock Basic Value Fund (fka ML Basic Value Fund)									
31. -American High Income Municipal Bond Fund									
32. -Marsh & McLennan Cos									
33. -Echostar Communications Cl									
34. -Tyco Intl Ltd New					Buy	01/20	K		

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FINANCIAL DISCLOSURE REPORT

Page 8 of 28

Name of Person Reporting

Kelley, Jr., Walter D

Date of Report

05/31/2007

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	(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. -Discovery Hldg Co (aka Liberty Media Corp)					Sell	03/13	J	A	
36. -NUCO2 Inc					Buy	02/07	K		
37. -Lamar Advertising Co					Buy	04/20	J		
38. -Lamar Advertising Co					Buy	04/27	J		
39. -Cumulus Media Inc					Buy	06/01	K		
40. -Clear Channel Outdoor Holdings Inc					Buy	06/09	K		
41. -Penn National Gaming Inc					Buy	10/30	K		
42. -NUCO2 Inc					Buy	11/08	J		
43. -Fairfax Final Holdings Ltd					Sell	12/08	J	C	
44. -NUCO2 Inc					Sell	12/28	K		Loss
45. TRUST #2	E	Dividend	PI	T					
46. -CMA Tax-Exempt Fund									
47. -GMAC Bonds									
48. -Virginia Beach VA Development Authority Health Care Bond									
49. -Richmond VA Metro Authority Expressway Bond									
50. -Norfolk IDA Bond									
51. -Henrico Co. Municipal Bond									

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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	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		

FINANCIAL DISCLOSURE REPORT

Page 9 of 28

Name of Person Reporting

Kelley, Jr., Walter D

Date of Report

05/31/2007

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	(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. -Newport News Municipal Bond									
53. -Virginia State Public School Authority Bond									
54. -Virginia State Public Bldg. Bond									
55. -Virginia Multi Family Housing Bond					Redemption	01/03	J	A	
56. -Fairfax County Public Improvement Bond									
57. -Virginia State Public Bldg. Authority Bond									
58. -Richmond Municipal Bond									
59. -Virginia Port Authority Bond									
60. -Hospitality PPTYS Trust (REIT)									
61. -Wachovia Common Stock (fka SouthTrust Corp.)									
62. -American Cap. Bldr. Fund									
63. -American High Income Municipal Bond Fund					Sell	09/27	K	C	
64. -Archstone Smith Trust (REIT)									
65. -ChevronTexaco Corp									
66. -GMH Communities Tr					Sell	03/21	K		Loss
67. -Eaton Vance Floating Rate Fund					Sell	09/06	J		Loss
68. -MFS Emerging Markets Debt Fund					Sell	09/06	J		Loss

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FINANCIAL DISCLOSURE REPORT

Page 10 of 28

Name of Person Reporting

Kelley, Jr., Walter D

Date of Report

05/31/2007

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69. -Pimco All Asset Fund									
70. -Pimco Real Return Bond Fund					Buy	09/06	J		
71. -Loomis Sayles Strategic Income Fund					Sell	09/06	J	A	
72. -American Bond Fund of America					Buy	09/06	J		
73. -American Cap World Bond Fund					Buy	09/06	J		
74. TRUST #3	G	Dividend	P1	T					
75. -ML Cash Reserves									
76. -American Capital World									
77. -American Euro Pacific Growth Fund									
78. -American Small Cap Fund									
79. -American Fundamental Income Fund									
80. -American New Perspective Fund					Sell	04/18	J	C	
81. BROKERAGE ACCOUNT #1	A	Dividend	J	T					
82. -ML Cash Reserves									
83. -The Phoenix Companies Inc. Common Stock									
84. 401(k) #1	G	Dividend	P1	T					
85. -AES Corp									

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FINANCIAL DISCLOSURE REPORT

Page 11 of 28

Name of Person Reporting

Kelley, Jr., Walter D

Date of Report

05/31/2007

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86. -American Tower Corp					Sell	03/01	K	E	
87. -American Tower Corp					Sell	10/19	L	F	
88. -Cincinnati Bell Inc									
89. -Clear Media Limited									
90. -Crown Holdings Inc									
91. -Cumulus Media Inc					Buy	06/01	K		
92. -Fairfax Finl Holdings Ltd					Sell	03/27	K		Loss
93. -Fairfax Finl Holdings Ltd					Sell	12/08	K	D	
94. -Gladstone Coml Corp									
95. -Healthextras Inc					Buy	11/16	K		
96. -IPC Holdings Ltd					Buy	5/23	K		
97. -Liberty Media Corp					Sell	04/27	L	C	
98. -MGI Pharma Inc									
99. -Markel Corp. Holdg Co									
100. -Massey Energy Co					Buy	03/21	J		
101. -Massey Energy Co					Sell	12/11	J	C	
102. -Micros Sys Inc									

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3. Value Method Codes (See Column C2)					

FINANCIAL DISCLOSURE REPORT

Page 12 of 28

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103. -Penn Natl Gaming Inc					Buy	10/30	K		
104. -PMA Cap Corp					Sell	05/23	K	C	
105. -Precision Auto Care Inc									
106. -Saga Communications Inc									
107. -Wellpoint Inc (fka Anthem)					Sell	07/25	L	E	
108. -Fidelity Cash Reserves (fdrxx)									
109. -Marsh & McLennan Cos									
110. -Echostar Communications Cl									
111. -Carmax Inc									
112. -Pioneer Natural Resources Co									
113. -NUCO2 Inc									
114. -Clear Channel Outdoor Hldgs Inc									
115. -Discovery Hldg Co (aka Liberty Media Corp)					Sell	03/13	J	A	
116. LIMITED PARTNERSHIP #1	C	Dividend	L	T					
117. -Dominion Res. Inc.									
118. -First Industrial Realty Trust					Sell	05/26	J	B	
119. -Mills Corp.					Sell	06/16	K	A	

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FINANCIAL DISCLOSURE REPORT

Page 13 of 28

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120. -Precision Auto Care Inc.					Sell	10/16	J		Loss
121. -Note Receivable (American Recovery Services LLC)									
122. LLC #2									
123. -Accounts Receivable		None	M	U					
124. -Note Receivable (William C. McKnew)	E	Interest	L	U					
125. LLC #1									
126. -Note Receivable (American Recovery Services)		None	J	U					
127. -Wachovia Bank Account (fka SouthTrust)	A	Interest	J	T					
128. -Note Receivable (S. Lapp)		None	L	U	Loan	01/06			
129. LLC #3									
130. -Wachovia Bank Account (fka SouthTrust)	A	Interest	J	T					
131. -Note Receivable (KMK Factoring, LLC)		None	J	U					
132. TRUST #1	A	Interest	N	T					
133. -Wachovia Bank Account (fka SouthTrust Bank)	A	Interest	J	T					
134. -Prudential Whole Life Policy	D	Dividend	M	T					
135. -Mass Mutual Whole Life Policy	D	Dividend	M	T					
136. IRA #1	D	Dividend	L	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	

FINANCIAL DISCLOSURE REPORT

Page 14 of 28

Name of Person Reporting

Kelley, Jr., Walter D

Date of Report

05/31/2007

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.)

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. -Retirement Reserves CI (fka ML Cash Reserves)									
138. -American Euro Pacific Growth Fund					Sell	03/30	J	A	
139. -American Growth Fund					Sell	03/30	J	A	
140. -ML Basic Value Fund					Buy	03/30	J		
141. -Blackrock Basic Value Fd (fka ML Basic Value Fund)					Sell	10/11	J	A	
142. -Delaware American Services Fund									
143. -Pimco Real Return Bond Fund					Buy	03/30	J		
144. -Lord Abbett Research Fund					Sell	03/30	J	A	
145. -AIM Real Estate Fund					Sell	03/30	J	A	
146. -Calvert Income Fund					Buy	03/30	J		
147. IRA #2	B	Dividend	J	T					
148. -Retirement Reserves CI (fka ML Cash Reserves)									
149. -Blackrock Basic Value Fd (fka ML Basic Value Fund)									
150. -Blackrock Eurofund (fka ML Eurofund)					Sell	05/02	J	A	
151. -Blackrock Fundamental Growth Fund (fka ML FGF)									
152. -Blackrock Intl Value Fund (fka ML Intl Value Fund)					Sell	05/02	J	A	
153. -Blackrock Large Cap Core Fund (fka ML					Sell	01/11	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

Page 15 of 28

Name of Person Reporting

Kelley, Jr., Walter D

Date of Report

05/31/2007

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.)

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)
LCCF)									
154. -Blackrock Large Cap Core Fund (fka ML LCCF)					Sell	04/12	J	A	
155. -Blackrock Large Cap Core Fund (fka ML LCCF)					Buy	05/02	J		
156. -Blackrock Pacific Fund) fka ML Pacific Fund					Sell	05/02	J	A	
157. -Blackrock Small Cap Growth Fund (fka ML SCGF)					Sell	05/02	J	A	
158. -Blackrock Value Opp Fund (fka ML Value Opp Fund)					Sell	05/02	J	A	
159. -Blackrock High Income Fund (fka ML Bond Fund High Inc)									
160. -Blackrock Bond Fund (fka ML Bond Fund Core Bond)					Buy	05/02	J		
161. -Blackrock Short Term Bond (fka ML Low Duration Fund					Buy	05/02	J		
162. 401(k) #2	C	Dividend	L	T					
163. -ML Retirement Reserves									
164. -Hartford Growth Opportunities					Sell	04/27	J	A	
165. -AIM Basic Value Fund									
166. -Fidelity Adv Overseas Fund					Sell	04/27	J	A	
167. -Franklin Small Cap Fund					Sell	10/23	J	A	
168. -Thornburg International Value Fund					Sell	04/27	J	A	
169. -AIM International Growth Fund					Sell	04/27	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 U = Book Value	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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FINANCIAL DISCLOSURE REPORT

Page 16 of 28

Name of Person Reporting

Kelley, Jr., Walter D

Date of Report

05/31/2007

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.)

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)
170. -Lord Abbett Affiliated Fund					Sell	04/27	J	A	
171. -ML Basic Value Fund					Sell	04/27	J	A	
172. -Oppenheimer Capital Appreciation Fund					Buy	04/27	J		
173. -Oppenheimer Capital Appreciation Fund					Sell	10/23	J	A	
174. -Templeton Developing Markets Trust					Sell	04/27	J	A	
175. -Templeton Developing Markets Trust					Sell	10/23	J	A	
176. -Columbia Marsico Focused Eqty Fund (fka Nations Marsico)					Sell	01/11	J	A	
177. -Columbia Marsico Focused Equity Fund					Buy	04/27	J		
178. -Columbia Marsico Focused Equity Fund					Sell	04/12	J	A	
179. -Columbia Marsico Focused Equity Fund					Sell	10/23	J	A	
180. -Ivy Global Natural Resourced Fund					Sell	04/27	J	A	
181. -Ivy Global Natural Resourced Fund					Buy	10/23	J		
182. -Neuberg & Bermn Genesis Trust					Sell	10/23	J	A	
183. -Muhlenkamp Fund					Buy	04/27	J		
184. -Muhlenkamp Fund					Sell	10/23	J		Loss
185. -Matthews Asia Pacific Fund					Buy	04/27	J		
186. -DWS Dreaman High Ret Eqt Instl (fka					Buy	04/27	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				

FINANCIAL DISCLOSURE REPORT

Page 17 of 28

Name of Person Reporting

Kelley, Jr., Walter D

Date of Report

05/31/2007

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.)

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)
DWS Dreaman High Ret)									
187. -DWS Dreaman High ret Eqt Instl (fka DWS Dreaman High Ret)					Buy	10/23	J		
188. -Davis New York Venture Fund					Buy	04/27	J		
189. -Davis New York Venure Fund					Buy	10/23	J		
190. -Federated Kaufmann Small Cap Fund					Buy	10/23	J		
191. -First American Small Cap Select Fund					Buy	10/23	J		
192. -Va Kampen Emerging Mkts Fund					Buy	10/23	J		
193. -Allianz Cem Capital App Rec Fund					Buy	10/23	J		
194. TRUST #4	C	Dividend	M	T					
195. -ML Cash Reserves									
196. -Putnam Income Fund					Sell	05/02	J		Loss
197. -ML Small Cap Growth Fund					Sell	04/19	J	A	
198. -ML Small Cap Growth Fund					Sell	05/02	J	A	
199. -ML Small Cap Growth Fund					Sell	05/03	J	A	
200. -ML Small Cap Growth Fund					Sell	05/16	J	A	
201. -ML Small Cap Growth Fund					Sell	05/18	J	A	
202. -ML Small Cap Growth Fund					Sell	05/22	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

Page 18 of 28

Name of Person Reporting

Kelley, Jr., Walter D

Date of Report

05/31/2007

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.)

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)
203. -ML Small Cap Growth Fund					Sell	06/21	J	A	
204. -ML Small Cap Growth Fund					Sell	08/11	J	A	
205. -ML Small Cap Growth Fund					Sell	09/18	J	A	
206. -Blackrock Small Cap Growth Fund (fka ML)					Sell	10/26	J	A	
207. -ML Large Cap Core Fund					Sell	01/11	J	A	
208. -ML Large Cap Core Fund					Sell	04/12	J	A	
209. -ML Large Cap Core Fund					Sell	04/19	J	A	
210. -ML Large Cap Core Fund					Sell	05/03	J	A	
211. -ML Large Cap Core Fund					Sell	05/16	J	A	
212. -ML Large Cap Core Fund					Sell	05/18	J	A	
213. -ML Large Cap Core Fund					Sell	05/22	J	A	
214. -ML Large Cap Core Fund					Sell	06/21	J	A	
215. -ML Large Cap Core Fund					Sell	07/12	J	A	
216. -ML Large Cap Core Fund					Sell	08/11	J	A	
217. -ML Large Cap Core Fund					Sell	09/18	J	A	
218. -Blackrock Large Cap Core Fund (fka ML)					Sell	10/11	J	A	
219. -Blackrock Large Cap Core Fund (fka ML)					Sell	10/26	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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FINANCIAL DISCLOSURE REPORT

Page 19 of 28

Name of Person Reporting

Kelley, Jr., Walter D

Date of Report

05/31/2007

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.)

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)
220. -ML Fundamental Growth					Sell	04/19	J	A	
221. -ML Fundamental Growth					Sell	05/03	J	A	
222. -ML Fundamental Growth					Sell	05/16	J	A	
223. -ML Fundamental Growth					Sell	05/18	J	A	
224. -ML Fundamental Growth					Sell	05/22	J	A	
225. -ML Fundamental Growth					Sell	06/21	J	A	
226. -ML Fundamental Growth					Sell	08/11	J	A	
227. -ML Fundamental Growth					Sell	09/18	J	A	
228. -Blackrock Fundamental Growth (fka ML)					Sell	10/26	J	A	
229. -ML International Value Fund					Sell	04/19	J	A	
230. -ML International Value Fund					Sell	05/02	J	A	
231. -ML International Value Fund					Sell	05/16	J	A	
232. -ML International Value Fund					Sell	05/18	J	A	
233. -ML International Value Fund					Sell	05/22	J	A	
234. -ML International Value Fund					Sell	06/21	J	A	
235. -ML International Value Fund					Sell	08/11	J	A	
236. -ML International Value Fund					Sell	09/18	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		

FINANCIAL DISCLOSURE REPORT

Page 20 of 28

Name of Person Reporting

Kelley, Jr., Walter D

Date of Report

05/31/2007

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.)

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)
237. -Blackrock Internaltional Value Fund (fka ML)					Sell	10/26	J	A	
238. -ML Eurofund CI					Sell	04/19	J	A	
239. -ML Eurofund CI					Sell	05/03	J	A	
240. -ML Eurofund CI					Sell	05/16	J	A	
241. -ML Eurofund CI					Sell	05/18	J	A	
242. -ML Eurofund CI					Sell	05/22	J	A	
243. -ML Eurofund CI					Sell	06/21	J	A	
244. -ML Eurofund CI					Sell	08/11	J	A	
245. -ML Eurofund CI					Sell	09/18	J	A	
246. -Blackrock Eurofund (fka ML)					Sell	10/26	J	A	
247. -ML Muni Intern Term Fund					Buy	05/02	J		
248. -ML Muni Intern Term Fund					Sell	04/19	J		Loss
249. -ML Muni Intern Term Fund					Sell	05/03	J		Loss
250. -ML Muni Intern Term Fund					Sell	05/16	J		Loss
251. -ML Muni Intern Term Fund					Sell	05/18	J		Loss
252. -ML Muni Intern Term Fund					Sell	05/22	J		Loss
253. -ML Muni Intern Term Fund					Sell	06/21	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 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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FINANCIAL DISCLOSURE REPORT

Page 21 of 28

Name of Person Reporting

Kelley, Jr., Walter D

Date of Report

05/31/2007

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.)

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)
254. -ML Muni Interm Term Fund					Sell	08/11	J		Loss
255. -ML Muni Interm Term Fund					Sell	09/18	J		Loss
256. -Blackrock Intermediate Municipal Fund (fka ML)					Sell	10/26	J		Loss
257. -ML Basic Value Fund CI					Sell	05/03	J	A	
258. -ML Basic Value Fund CI					Sell	05/16	J	A	
259. -ML Basic Value Fund CI					Sell	05/18	J	A	
260. -ML Basic Value Fund CI					Sell	05/22	J	A	
261. -ML Basic Value Fund CI					Sell	06/21	J	A	
262. -ML Basic Value Fund CI					Sell	08/11	J	A	
263. -ML Basic Value Fund CI					Sell	09/18	J	A	
264. -Blackrock BasicValue Fund (fka ML)					Sell	10/26	J	A	
265. -ML Value Opp Fund CI					Sell	04/19	J	A	
266. -ML Value Opp Fund CI					Sell	05/02	J	A	
267. -ML Value Opp Fund CI					Sell	05/03	J	A	
268. -ML Value Opp Fund CI					Sell	05/16	J	A	
269. -ML Value Opp Fund CI					Sell	05/18	J	A	
270. -ML Value Opp Fund CI					Sell	05/22	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 =\$250,000,001 - \$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

Page 22 of 28

Name of Person Reporting

Kelley, Jr., Walter D

Date of Report

05/31/2007

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.)

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)
271. -ML Value Opp Fund CI					Sell	06/21	J	A	
272. -ML Value Opp Fund CI					Sell	08/11	J	A	
273. -ML Value Opp Fund CI					Sell	09/18	J	A	
274. -Blackrock Value Opp Fund (fka ML)					Sell	10/26	J	A	
275. -ML Municipal Bond Fund					Sell	04/19	J		Loss
276. -ML Municipal Bond Fund					Buy	05/02	J		
277. -ML Municipal Bond Fund					Sell	05/03	J		Loss
278. -ML Municipal Bond Fund					Sell	05/16	J		Loss
279. -ML Municipal Bond Fund					Sell	05/18	J		Loss
280. -ML Municipal Bond Fund					Sell	05/22	J		Loss
281. -ML Municipal Bond Fund					Sell	06/21	J		Loss
282. -ML Municipal Bond Fund					Sell	08/11	J		Loss
283. -ML Municipal Bond Fund					Sell	09/18	J		Loss
284. -Blackrock Short Term Municipal Fund (fka ML)					Sell	10/26	J		Loss
285. -ML Muni Bond National CI					Sell	04/19	J		Loss
286. -ML Muni Bond National CI					Buy	05/02	J		
287. -ML Muni Bond National CI					Sell	05/03	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)					
3. Value Method Codes (See Column C2)	Q = Appraisal U = Book Value				

FINANCIAL DISCLOSURE REPORT

Page 23 of 28

Name of Person Reporting

Kelley, Jr., Walter D

Date of Report

05/31/2007

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.)

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)
288. -ML Muni Bond National CI					Sell	05/16	J		Loss
289. -ML Muni Bond National CI					Sell	05/18	J		Loss
290. -ML Muni Bond National CI					Sell	05/22	J		Loss
291. -ML Muni Bond National CI					Sell	06/21	J		Loss
292. -ML Muni Bond National CI					Sell	08/11	J		Loss
293. -ML Muni Bond National CI					Sell	09/18	J		Loss
294. -Blackrock National Municipal Fund (fka ML)					Sell	10/26	J		Loss
295. -ML Pacific Fund CI					Sell	04/19	J	A	
296. -ML Pacific Fund CI					Sell	05/02	J	A	
297. -ML Pacific Fund CI					Sell	05/03	J	A	
298. -ML Pacific Fund CI					Sell	05/16	J	A	
299. -ML Pacific Fund CI					Sell	05/18	J	A	
300. -ML Pacific Fund CI					Sell	05/22	J	A	
301. -ML Pacific Fund CI					Sell	06/21	J	A	
302. -ML Pacific Fund CI					Sell	08/11	J	A	
303. -ML Pacific Fund CI					Sell	09/18	J	A	
304. -Blackrock Pacific Fund (fka ML)					Sell	10/26	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

Page 24 of 28

Name of Person Reporting

Kelley, Jr., Walter D

Date of Report

05/31/2007

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.)

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)
305. 401(k) #3	C	Dividend	K	T					
306. -ML Retirement Reserves									
307. -Fidelity Adv Div Intl Fund					Sell	10/20	J	A	
308. -Pimco Real Return Bond Fund					Buy	04/28	J		
309. -Blackrock Sm Cap Grth Equity Port Fund					Sell	04/28	J	A	
310. -Oppenheimer Developing Markets Fund					Sell	04/28	J	A	
311. -Oppenheimer Developing Markets Fund					Sell	10/20	J	A	
312. -Loomis Sayles Bond Fund					Buy	04/28	J		
313. -Loomis Sayles Bond Fund									
314. -Blackrock Aggrgte Bd Index Fund (fka ML)					Sell	10/20	J		Loss
315. -Eaton Vance Floating Fund					Buy	04/28	J		
316. -Eaton Vance Floating Fund					Sell	10/20	J		Loss
317. -Hartford Capital Appreciation CI Fund					Sell	01/11	J	A	
318. -Hartford Capital Appreciation CI Fund					Sell	04/12	J	A	
319. -Hartford Capital Appreciation CI Fund					Sell	04/2	J	A	
320. -MFS Value Fund CI					Buy	04/28	J		
321. -MFS Value Fund CI					Buy	10/20	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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FINANCIAL DISCLOSURE REPORT

Page 25 of 28

Name of Person Reporting

Kelley, Jr., Walter D

Date of Report

05/31/2007

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.)

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)
322. -Columbia Marsico Focused Eqty Fund (fka Nations Marsico)									
323. -Victory Diversified Stock Fund					Sell	04/28	J	A	
324. -Calvert Income Fund Com					Buy	04/28	J		
325. -FPA New Income Inc. Fund					Buy	04/28	J		
326. -FPA New Income Inc. Fund					Sell	10/20	J		Loss
327. -Royce Penn Mut Fund					Sell	04/28	J	A	
328. -The Oakmark Intl Fund					Buy	10/20	J		
329. -Blackrock TI Rtn					Buy	10/20	J		
330. UTMA Account #1	A	Dividend	J	T					Account opened 03/16/06
331. -ML Bank Deposit Program					Deposit	03/20	J		
332. -American Growth Fund of America CI					Buy	08/08	J		
333. -American Growth Fund of America CI					Buy	08/21	J		
334. UTMA Account #2	A	Dividend	J	T					Account opened 3/16/06
335. -ML Bank Deposit Program					Deposit	03/20	J		
336. -American Growth Fund of America					Buy	08/08	J		
337. -American Growth Fund of America					Buy	08/21	J		
338. UTMA Account #3	A	Dividend	J	T					Account opened

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)	U = Book Value				

FINANCIAL DISCLOSURE REPORT

Page 26 of 28

Name of Person Reporting

Kelley, Jr., Walter D

Date of Report

05/31/2007

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.)

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)
									3/16/06
339. -ML Bank Deposit Program					Deposit	03/20	J		
340. -American Growth Fund of America					Buy	08/08	J		
341. -American Growth Fund of America					Buy	08/21	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				

FINANCIAL DISCLOSURE REPORT

Page 27 of 28

Name of Person Reporting

Kelley, Jr., Walter D

Date of Report

05/31/2007

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

Ford Motor Credit Bonds were erroneously listed in Trust #2 on my 2005 Annual Report. The Ford Motor Credit Bonds were sold on 2/20/04 and should have been listed as such on my 2004 Annual Report. The value code was K and there was neither a gain or a loss. Accordingly, this bond will not be listed under Trust #2 this 2006 Annual Report.

Under IRA #1, IRA #2, Trust #4 and 401(k) #3, all ML Funds were purchased by Blackrock. The exact name changes are follows:

Stock was named ML Basic Value Fund. Stock is now named Blackrock Basic Value Fund.
Stock was named ML Eurofund. Stock is now named Blackrock Eurofund.
Stock was named ML Fundamental Growth Fund. Stock is now named Blackrock Fundamental Growth Fund.
Stock was named ML Intl Value Fund. Stock is now named Blackrock Intl Value Fund.
Stock was named ML Large Cap Core Fund. Stock is now named Blackrock Large Cap Core Fund.
Stock was named ML Pacific Fund. Stock is now named Blackrock Pacific Fund.
Stock was named ML Value Opp Fund. Stock is now named Blackrock Value Opp Fund.
Stock was named ML Low Duration Fund. Stock is now named Blackrock Short Term Bond Fund.
Stock was named ML Small Cap Growth Fund. Stock is now named Blackrock Small Cap Growth.
Stock was named ML Bond Fund High Inc. Stock is now named Blackrock High Income Fund.
Stock was named ML Bond Fund Core Bond. Stock is now named Blackrock Bond Fund.
Stock was named ML Muni Interm Term Fund. Stock is now named Blackrock Intermediate Municipal Fund.
Stock was named ML Municipal Bond Fund. Stock is now named Blackrock Short-Term Municipal Fund.
Stock was named ML Muni Bond National Cl. Stock is now named Blackrock National Municipal Fund.
Stock was named ML Aggrgte Bd Index Fund. Stock is now named Blackrock Aggregate Bond Index Fund.

FINANCIAL DISCLOSURE REPORT

Page 28 of 28

Name of Person Reporting

Kelley, Jr., Walter D

Date of Report

05/31/2007

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

6/22/07

NOTE: ANY INFORMATION
AND CRIMINAL SANCTIONS (5 U.S.C. app. § 104)

IF FAILS TO FILE THIS REPORT MAY BE SUBJECT TO CIVIL

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