

UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF VIRGINIA
701 East Broad Street, Suite 7310
RICHMOND, VIRGINIA 23219-3528

Chambers of
ROBERT E. PAYNE
Senior United States District Judge

(804) 916-2260

October 8, 2008

VIA FACSIMILE

Honorable Ortrie D. Smith
Chair, Judicial Conference Committee
on Financial Disclosure
One Columbus Circle, N.E.
Washington, D.C. 20544

Re: Calendar Year 2007 Filing

Dear Judge Smith:

This responds to your letter dated September 8, 2008.

Comment: In Part VII, page 6, line 35 and page 15, lines 191-193, you listed "Atlas Copco AB" and "CNODE Ltd," which were not in your prior report.

Response: Atlas Copco AB was purchased on 11/14/07.
The Value Code is J.
The Gain Code is A.

This information was inadvertently omitted from Column D.

There is no CNODE Ltd. The correct name is CNOOC Ltd. Shares of CNOOC were purchased on the following dates in 2007 at the below listed Value Codes and with the below listed Gain Codes:

Buys:	3/01/07	Value Code J
	4/17/07	Value Code J

That buy information was inadvertently omitted from Column D. The sale information was correctly listed.

Comment: In Part VII, page 12, line 152, and page 13, lines 163-166, in your prior report you listed "SK telecom Ltd" and "Stolt Nielsen SA," but you did not list these assets in your current report.

Honorable Ortrie D. Smith
October 8, 2008

Response: SK Telecom Ltd. Was sold on 3/19/07.
The Value Code is J.
The Gain Code is A.

Stolt Nielsen SA was sold on 5/3/07.
The Value Code is J.
The Gain Code is A.

This information was omitted inadvertently by the account manager from the data supplied to me respecting sale transactions.

Sincerely,


Robert E. Payne

/amh

FINANCIAL DISCLOSURE REPORT FOR CALENDAR YEAR 2007

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 08/13/2008
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 01/01/2007 to 12/31/2007
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 filing instructions.)

☒ NONE (No reportable positions.)

POSITION

NAME OF ORGANIZATION/ENTITY

1. _____
2. _____
3. _____
4. _____
5. _____

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

☒ NONE (No reportable agreements.)

DATE

PARTIES AND TERMS

1. _____
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 filing 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.		

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.	

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

<u>SOURCE</u>	<u>DATES</u>	<u>LOCATION</u>	<u>PURPOSE</u>	<u>ITEMS PAID OR PROVIDED</u>
1. Washington & Lee University School of Law	January - April, 2007	Lexington, Virginia	Teach	Lodging provided once a week at approximately \$100 for 12 weeks
2.				
3.				
4.				
5.				

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Name of Person Reporting

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V. GIFTS. *(Includes those to spouse and dependent children; see pp. 28-31 of filing instructions.)*NONE *(No reportable gifts.)*SOURCEDESCRIPTIONVALUE

1.		
2.		
3.		
4.		
5.		

VI. LIABILITIES. *(Includes those of spouse and dependent children; see pp. 32-33 of filing instructions.)*NONE *(No reportable liabilities.)*CREDITORDESCRIPTIONVALUE CODE

1.	Citibank Mastercard	Credit card	K
2.			
3.			
4.			
5.			

ATTACHMENT VII A

This is a Smith Barney Rollover IRA account (48). 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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Name of Person Reporting

Payne, Robert E

Date of Report

08/13/2008

VII. INVESTMENTS and TRUSTS – income, value, transactions (Includes those of 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 Bartney Mgd Mun. Fd	A	Int./Div.	K	T					
2. Smith Barney Rollover Mgd Acct (48)			N	T	SEE ATTACHMENT VII A				
3. Smith Barney Rollover Mgd Acct (49)			M	T	SEE ATTACHMENT VII B				
4. Ninth & Cary & Assoc.					SEE ATTACHMENT VII C				
5. Smith Barney Mgd IRA Acct 16			L	T	SEE ATTACHMENT VII D				
6. Mallen Research Ltd Pshp			J	T					
7.									
8. * An IRA does not generate income even if the stocks within the IRA are sold at a gain or pay dividend. There is, therefore, no income to report in the IRA. Nor is a gain or a dividend tax deferred income. However, Attachments A and B sets forth under the heading "B" entries reflecting dividends and interest paid within the IRA and under the heading "D" entries reflecting gains within the IRA.									
9.									
10.									
11.									
12.									
13.					ATTACHMENT VII A				
14. ALL STOCK COMMON STOCK HELD AS OF 12/31/07									
15. Covidien Ltd	A	Dividend	J	T					
16. Noble Corp		None	J	T					
17. Seagate Tech	A	Dividend	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 P3 = \$25,000,001 - \$50,000,000	K = \$15,001 - \$50,000 O = \$500,001 - \$1,000,000	L = \$50,001 - \$100,000 P1 = \$1,000,001 - \$5,000,000 P4 = More than \$50,000,000	M = \$100,001 - \$250,000 P2 = \$5,000,001 - \$25,000,000	
3. Value Method Codes (See Column C2)	Q = Appraisal U = Book Value	R = Cost (Real Estate Only) V = Other	S = Assessment W = Estimated	T = Cash Market	

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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 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)
ALL STOCKS COMMON STOCK HELD AS OF 12/31/07									
18. Tyco Int'l Ltd	A	Dividend	J	T	Buy	7/18	J		
19. Tyco Int'l Ltd			J	T	Buy	11/07	J		
20. Tyco Elec Ltd	A	Dividend	J	T	Buy	7/18	J		
21. Tyco Elec Ltd					Buy	11/07	J	A	
22. Tyco Elec Ltd					Buy	11/09	J	A	
23. Weatherford Intl Ltd		None	J	T					
24. AFLAC Inc	A	Dividend	J	T	Buy	7/26	J	A	
25. AT&T Inc	A	Dividend	J	T	Buy	6/15	J	A	
26. Air Prod & Chem	A	Dividend	J	T					
27. Akzo Nobel NV		None	J	T	Buy	9/19		A	
28. Allied Irish Bks	A	Dividend	J	T	Buy	9/18			
29. Altra Grp Inc	A	Dividend	J	T					
30. Amazon Com Inc		None	J	T					
31. American Express Co	A	Dividend	J	T					
32. Am Int'l Grp Inc	A	Dividend	J	T	Buy	12/06	J		
33. Amgen Inc		None	J	T					
34. Andarko Petrol. Corp	A	Dividend	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 spouse and dependent children; see pp. 34-60 of filing instructions.)

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

ALL STOCKS COMMON STOCK HELD AS OF 12/31/07

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. Atlas Copco AB	A	Dividend	J	T					
36. Autodesk Inc		None	J	T					
37. Avery Dennison Corp	A	Dividend	J	T					
38. AXA S.A. Spon	A	Dividend	J	T					
39. BAE Systems PLC	A	Dividend	J	T	Buy	7/2	J	A	
40. BP PLC	A	Dividend	J	T	Buy	7/5	J		
41. BNP Paribus	A	Dividend	J	T					
42. Bk of America Corp	A	Dividend	J	T					
43. Bk of NY Mellon Corp	A	Dividend	J	T					
44. Bayer AG	A	Dividend	J	T	Buy	10/15	J	A	
45. Bed Bath & Beyond		None	J	T					
46. Biogen IDEC Inc		None	J	T	Buy	3/29	J	A	
47. Boeing Co.	A	Dividend	J	T					
48. Br. Airways PLC		None	J	T	Buy	7/11	J		
49. Br. Airways PLC	A	Dividend	J	T	Buy	9/25	J		
50. Br. Am Tobacco PLC	A	Dividend	J	T					
51. Broadcom Corp		None	J	T	Buy	11/7	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	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	D = \$5,001 - \$15,000 H2 = More than \$5,000,000 M = \$100,001 - \$250,000 P2 = \$5,000,001 - \$25,000,000	E = \$15,001 - \$50,000
2. Value Codes (See Columns C1 and D3)	Q = Appraisal U = Book Value	R = Cost (Real Estate Only) V = Other	S = Assessment W = Estimated	T = Cash Market	
3. Value Method Codes (See Column C2)					

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Payne, Robert E

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

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

ALL STOCKS COMMON STOCK HELD AS OF 12/31/07

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. CRH PLC	A	Dividend	J	T					
53. Cablevision Sys. Corp		None	J	T					
54. Capital One Finl Corp	A	Dividend	J	T					
55. Chubb Corp	A	Dividend	J	T					
56. Cisco Sys Inc	A	Dividend	J	T					
57. Coca-Cola Co.	A	Dividend	J	T					
58. Comcast Corp		None	J	T					
59. Compass Grp. PLC		None	J	T					
60. Converse Tech Inc		None	J	T					
61. Conoco Phillips	A	Dividend	J	T	Buy	1/11	J	A	
62. Cree Inc		None	J	T					
63. Dell Inc		None	J	T					
64. Walt Disney Co	A	Dividend	J	T					
65. E.I. DuPont de Nemours & Co		None	J	T					
66. EON AG	A	Dividend	J	T					
67. Ebay Inc		None	J	T	Buy	3/14	J	B	
68. Echostar Com. Corp		None	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	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	D = \$5,001 - \$15,000 H2 = More than \$5,000,000 M = \$100,001 - \$250,000 P2 = \$5,000,001 - \$25,000,000	E = \$15,001 - \$50,000
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3. Value Method Codes (See Column C2)					

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VII. INVESTMENTS and TRUSTS -- income, value, transactions (Includes those of 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)
ALL STOCKS COMMON STOCK HELD AS OF 12/31/07									
69. Electronic Arts		None	J	T	Buy	5/14	J	A	
70. Embarq Corp	A	Dividend	J	T					
71. Ericsson LM Tel	A	Dividend	J	T	Buy	1/11	J		
72. Ericsson LM Tel	A	Dividend			Buy	4/26	J		
73. Ericsson LM Tel	A	Dividend			Buy	12/3	J		
74. Expedia Inc		None	J	T					
75. Fed. Hm Ln Mtg		None	J	T	Buy	7/25	J		
76. Fed. Hm Ln Mtg		None	J	T	Buy	7/26	J		
77. Fed. Hm Ln Mtg		None	J	T	Buy	9/20	J		
78. Forest Labs Inc		None	J	T	Buy	11/30	J		
79. France Telecom SA	A	Dividend	J	T					
80. Genetech Inc		None	J	T					
81. General Elec. Co.	A	Dividend	J	T	Buy	1/10	J		
82. Genzyme Corp		None	J	T					
83. GlaxoSmith Kline PLC	A	Dividend	J	T					
84. Grant Prideco Inc		None	J	T					
85. HSBC Hldg PLC	A	Dividend	J	T	Buy	2/21	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 ● = \$500,001 - \$1,000,000	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	D = \$5,001 - \$15,000 H2 = More than \$5,000,000 M = \$100,001 - \$250,000 P2 = \$5,000,001 - \$25,000,000 * =	E = \$15,001 - \$50,000
2. Value Codes (See Columns C1 and D3)	● = Appraisal U = Book Value	R = Cost (Real Estate Only) V = Other	S = Assessment W = Estimated	T = Cash Market	
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VII. INVESTMENTS and TRUSTS -- income, value, transactions (Includes those of spouse and dependent children; see pp. 34-60 of filing instructions.)

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A. Description of Assets (including trust assets) Place "(X)" after each asset exempt from prior disclosure	B. Income during reporting period		C. Gross value at end of reporting period		D. Transactions during reporting period				
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ALL STOCKS COMMON STOCK HELD AS OF 12/31/07

86. Halliburton Co Hldgs Co.	A	Dividend	J	T					
87. HBSOS PLC	A	Dividend	J	T					
88. Home Depot Inc	A	Dividend	J	T					
89. Honda Motor Co Ltd	A	Dividend	J	T					
90. IAC Interactive Corp		None	J	T	Buy	10/9	J		
91. ING Groep NV	A	Dividend	J	T					
92. Intel Corp	A	Dividend	J	T					
93. Intl Bus. Machines Corp	A	Dividend	J	T					
94. JP Morgan Chase & Co		None	J	T	Buy	3/28	J		
95. Johnson & Johnson	A	Dividend	J	T					
96. Kimberly Clark Corp	A	Dividend	J	T					
97. Koninklijke Phillips Elec	A	Dividend	J	T					
98. Kraft Foods Inc	A	Dividend	J	T					
99. L3 Comm. Hldgs Inc	A	Dividend	J	T					
100. Lehman Bros. Hldgs	A	Dividend	J	T					
101. Liberty Global Inc		None	J	T					
102. Liberty Media Hldg		None	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 P3 = \$25,000,001 - \$50,000,000	K = \$15,001 - \$50,000 O = \$500,001 - \$1,000,000	L = \$50,001 - \$100,000 P1 = \$1,000,001 - \$5,000,000 P4 = More than \$50,000,000	M = \$100,001 - \$250,000 P2 = \$5,000,001 - \$25,000,000	
3. Value Method Codes (See Column C2)	Q = Appraisal U = Book Value	R = Cost (Real Estate Only) V = Other	S = Assessment W = Estimated	T = Cash Market	

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A. Description of Assets (including trust assets) Place "(X)" after each asset exempt from prior disclosure	B. Income during reporting period		C. Gross value at end of reporting period		D. Transactions during reporting period				
	(1) Amount Code 1 (A-H)	(2) Type (e.g., div., rent, or int.)	(1) Value Code 2 (J-P)	(2) Value Method Code 3 (Q-W)	(1) Type (e.g., buy, sell, 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)

ALL STOCKS COMMON STOCK HELD AS OF 12/31/07

103. Loews Corp	A	Dividend	J	T	Buy	8/20	J	A	
104. Loews Corp	A	Dividend	J	T	Buy	9/19	J	A	
105. Loews Corp	A	Dividend	J	T	Buy	10/26	J	A	
106. Manulife Finl Corp	A	Dividend	J	T					
107. Marsh & McLennan Co	A	Dividend	J	T					
108. McDonalds Corp	A	Dividend	J	T					
109. Merrill Lynch & Co	A	Dividend	J	T					
110. Microsoft Corp	A	Dividend	J	T					
111. Millenium Pharm. Inc.		None	J	T					
112. Mitsubiski UFJ Finl	A	Dividend	J	T	Buy	2/28	J		
113. Mitsubiski UFJ Finl	A	Dividend	J	T	Buy	8/23	J		
114. News Corp	A	Dividend	J	T					
115. Nokia Corp	A	Dividend	J	T					
116. Novartis AG	A	Dividend	J	T					
117. Pall Corp	A	Dividend	J	T					
118. Pepisco Inc	A	Dividend	J	T					
119. Pfizer Inc	A	Dividend	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 P3 = \$250,000.01 - \$500,000.00	K = \$15,001 - \$50,000 O = \$500,001 - \$1,000,000	L = \$50,001 - \$100,000 P1 = \$1,000,001 - \$5,000,000 P4 = More than \$5,000,000	M = \$100,001 - \$250,000 P2 = \$5,000,001 - \$25,000,000	
3. Value Method Codes (See Column C2)	Q = Appraisal U = Book Value	R = Cost (Real Estate Only) V = Other	S = Assessment W = Estimated	T = Cash Market	

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Payne, Robert E

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VII. INVESTMENTS and TRUSTS -- income, value, transactions (Includes those of 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)

ALL STOCK COMMON STOCK HELD AS OF 12/31/07

120. Precision Drilling Tr	A	Dividend	J	T	Buy	6/5	J		
121. Precision Drilling Tr	A	Dividend	J	T	Buy	7/20	J		
122. Precision Drilling Tr	A	Dividend	J	T	Buy	10/23	J		
123. Procter & Gamble	A	Dividend	J	T					
124. Publicus Group	A	Dividend	J	T					
125. Raythem Co.	A	Dividend	J	T					
126. Reed Elsevier NV	A	Dividend	J	T	Buy	6/22	J	A	
127. Royal Dutch Shell PLC	A	Dividend	J	T					
128. Sandisk Corp		None	J	T					
129. Sanofi-Aventis	A	Dividend	J	T					
130. Sempra Energy	A	Dividend	J	T					
131. Shinhan Finl Grp	A	Dividend	J	T					
132. Sprint Nextel Corp	A	Dividend	J	T					
133. Suncor Energy Inc	A	Dividend	J	T					
134. TNT NV	A	Dividend	J	T					
135. Target Corp	A	Dividend	J	T					
136. Tate & Lyle PLC	A	Dividend	J	T	Buy	7/13	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	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	D = \$5,001 - \$15,000 H2 = More than \$5,000,000 M = \$100,001 - \$250,000 P2 = \$5,000,001 - \$25,000,000	E = \$15,001 - \$50,000
2. Value Codes (See Columns C1 and D3)	Q = Appraisal U = Book Value	R = Cost (Real Estate Only) V = Other	S = Assessment W = Estimated	T = Cash Market	
3. Value Method Codes (See Column C2)					

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VII. INVESTMENTS and TRUSTS -- income, value, transactions (Includes those of 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)
ALL STOCK COMMON STOCK HELD AS OF 12/31/07									
137. Tate & Lyle PLC	A	Dividend	J	T	Buy	10/15	J		
138. Technip ADR	A	Dividend	J	T	Buy	2/9	J	A	
139. Technip ADR	A	Dividend	J	T	Buy	5/10	J	A	
140. Telefonica SA	A	Dividend	J	T					
141. Telenor SA	A	Dividend	J	T					
142. Telus Corp	A	Dividend	J	T	Buy	12/19	J	A	
143. Texas Instr. Inc	A	Dividend	J	T	Buy	10/30	J	A	
144. Textron Inc	A	Dividend	J	T					
145. Time Warner Inc	A	Dividend	J	T					
146. Total SA	A	Dividend	J	T					
147. Travelers Cos Inc	A	Dividend	J	T					
148. Unilever PLC	A	Dividend	J	T					
149. United Health Group	A	Dividend	J	T					
150. UPM Kymmene Corp	A	Dividend	J	T	Buy	5/18	J		
151. Vinci SA	A	Dividend	J	T	Buy	11/2	J		
152. Vodafone Grp PLC	A	Dividend	J	T					
153. Wal-Mart Stores Inc	A	Dividend	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	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	D = \$5,001 - \$15,000 H2 = More than \$5,000,000 M = \$100,001 - \$250,000 P2 = \$5,000,001 - \$25,000,000	E = \$15,001 - \$50,000
2. Value Codes (See Columns C1 and D3)	● = Appraisal U = Book Value	R = Cost (Real Estate Only) V = Other	S = Assessment W = Estimated	T = Cash Market	
3. Value Method Codes (See Column C2)					

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VII. INVESTMENTS and TRUSTS -- income, value, transactions (Includes those of 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)

ALL STOCK COMMON STOCK HELD AS OF 12/31/07

154. Wellpoint Inc		None	J	T					
155. Wells Fargo & Co	A	Dividend	J	T					
156. WM Wrigley Jr Co		None	J	T					
157. Yahoo Inc		None	J	T					
158. Zurich Finl Svcs	A	Dividend	J	T					
159.									
160.									
161.									
162.									
163.									

ALL STOCKS COMMON STOCKS SOLD IN 2007

164. Abbott Labs	A	Dividend			Sell	1/11	J	A	
165. ABN Ambro Hldg	A	Dividend			Sell	4/16	J	A	
166. ABN Ambro Hldg	A	Dividend			Sell	4/2	J	A	
167. ABN Ambro Hldg	A	Dividend			Sell	7/13	J	A	
168. ABN Ambro Hldg	A	Dividend			Sell	4/13	J	A	
169. Aktiebolaget Electrolux	A	Dividend			Sell	1/30	J	A	
170. Aktiebolaget Electrolux	A	Dividend			Sell	1/5	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 P3 = \$25,000,001 - \$50,000,000	K = \$15,001 - \$50,000 O = \$500,001 - \$1,000,000	L = \$50,001 - \$100,000 P1 = \$1,000,001 - \$5,000,000 P4 = More than \$50,000,000	M = \$100,001 - \$250,000 P2 = \$5,000,001 - \$25,000,000	
3. Value Method Codes (See Column C2)	Q = Appraisal U = Book Value	R = Cost (Real Estate Only) V = Other	S = Assessment W = Estimated	T = Cash Market	

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VII. INVESTMENTS and TRUSTS – income, value, transactions (Includes those of 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)
ALL STOCKS COMMON STOCKS SOLD IN 2007									
171. Akzo Nobel NV	A	Dividend			Sell	11/6	J	A	
172. Alltel Corp	A	Dividend			Sell	8/10	J	A	
173. Alltel Corp	A	Dividend			Sell	5/18	J	A	
174. Alltel Corp	A	Dividend			Sell	5/21	J	A	
175. Amazon Com Inc	A	Dividend			Sell	5/18	J	A	
176. Am Int'l Gp. Inc	A	Dividend			Sell	10/22	J	A	
177. Am Int'l Gp. Inc	A	Dividend			Sell	5/18	J	A	
178. AT&T Inc	A	Dividend			Sell	5/18	J	A	
179. AXA SA	A	Dividend			Sell	5/18	J	A	
180. BAE System PLC	A	Dividend			Sell	10/18	J	A	
181. BAE System PLC	A	Dividend			Sell	5/18	J	A	
182. Bk New York Mellon	A	Dividend			Sell	7/2	J	A	
183. BNP Paribas	A	Dividend				5/18	J	A	
184. Boeing Co	A	Dividend			Sell	7/26	J	A	
185. Boeing Co	A	Dividend			Sell	5/18	J	A	
186. Br. Sky Broadcasting		None			Buy	5/17	J		
187. Br. Sky Broadcasting		None			Sell	8/1	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 P3 = \$25,000,001 - \$50,000,000	K = \$15,001 - \$50,000 O = \$500,001 - \$1,000,000	L = \$50,001 - \$100,000 P1 = \$1,000,001 - \$5,000,000 P4 = More than \$50,000,000	M = \$100,001 - \$250,000 P2 = \$5,000,001 - \$25,000,000	
3. Value Method Codes (See Column C2)	Q = Appraisal U = Book Value	R = Cost (Real Estate Only) V = Other	S = Assessment W = Estimated	T = Cash Market	

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VII. INVESTMENTS and TRUSTS -- income, value, transactions (Includes those of 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)

ALL STOCKS COMMON STOCKS SOLD IN 2007

188. Capital One Finl Corp	A	Dividend			Sell	7/11	J	A	
189. Citadel Broadcasting	A	Dividend			Sell	6/21	J	A	
190. Citadel Broadcasting	A	Dividend			Sell	6/20	J	A	
191. CNODE Ltd	A	Dividend			Sell	6/18	J	A	
192. CNODE Ltd	A	Dividend			Sell	7/5	J	A	
193. CNODE Ltd	A	Dividend			Sell	8/23	J	A	
194. Comcast	A	Dividend			Sell	11/30	J	A	
195. Comcast	A	Dividend			Sell	3/5	J	A	
196. Compass Group PLC	A	Dividend			Sell	11/20	J	A	
197. Compass Group PLC	A	Dividend			Sell	11/16	J	A	
198. Credit Suisse Group	A	Dividend			Sell	5/18	J	A	
199. Expedia Inc	A	Dividend			Sell	5/18	J	A	
200. Frontline Ltd	A	Dividend			Sell	3/22	J		
201. Frontline	A	Dividend			Sell	4/9	J		
202. Glaxo Smith Kline	A	Dividend			Sell	2/15	J	A	
203. Goldman-Sachs Group Inc	A	Dividend			Sell	10/22	J	A	
204. Goldman-Sachs Group Inc	A	Dividend			Sell	10/9	J	B	

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 P3 = \$25,000,001 - \$50,000,000	K = \$15,001 - \$50,000 ● = \$500,001 - \$1,000,000	L = \$50,001 - \$100,000 P1 = \$1,000,001 - \$5,000,000 P4 = More than \$50,000,000	M = \$100,001 - \$250,000 P2 = \$5,000,001 - \$25,000,000	
3. Value Method Codes (See Column C2)	Q = Appraisal U = Book Value	R = Cost (Real Estate Only) V = Other	S = Assessment W = Estimated	T = Cash Market	

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VII. INVESTMENTS and TRUSTS -- income, value, transactions (Includes those of 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)
ALL STOCKS COMMON STOCKS SOLD IN 2007									
205. Halliburton Co Hldgs Co	A	Dividend			Sell	5/18	J	A	
206. Henderson Land Dev Ltd	A	Dividend			Sell	8/16	J	A	
207. Henderson Land Dev Ltd	A	Dividend			Sell	5/18	J	A	
208. Intl Bus Machines Corp	A	Dividend			Sell	5/18	J	A	
209. Johnson & Johnson	A	Dividend			Sell	5/18	J	A	
210. Kingfisher PLC	A	Dividend			Sell	12/10	J		
211. Kraft Foods Inc	A	Dividend			Sell	4/10	J	A	
212. Kroger Co.	A	Dividend			Sell	1/19	J	A	
213. L3 Comm. Hldgs Inc	A	Dividend			Sell	5/18	J	A	
214. Liberty Media Hldgs	A	Dividend			Sell	5/18	J		
215. Masco Corp	A	Dividend			Sell	8/14	J		
216. Masco Corp	A	Dividend			Sell	8/15	J		
217. Masco Corp	A	Dividend			Sell	8/17	J		
218. Mediaset SPA	A	Dividend			Sell	3/5	J		
219. Newell Rubbermaid	A	Dividend			Sell	4/23	J	B	
220. Nokia Corp	A	Dividend			Sell	5/18	J	B	
221. Nokia Corp	A	Dividend			Sell	11/12	J	A	

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

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VII. INVESTMENTS and TRUSTS -- income, value, transactions (Includes those of 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)
ALL STOCKS COMMON STOCKS SOLD IN 2007									
222. Pall Corp	A	Dividend			Sell	5/18	J	A	
223. Parker-Hannifin Corp	A	Dividend			Sell	8/13	J	A	
224. Parker-Hannifin Corp	A	Dividend			Sell	8/1	J	A	
225. Pepisco Inc	A	Dividend			Sell	11/5	J	A	
226. Pepisco Inc	A	Dividend			Sell	5/18	J	A	
227. Petrochina Co Ltd	A	Dividend			Sell	5/14	J	A	
228. Posco Spon	A	Dividend			Sell	2/14	J	A	
229. Posco Spon	A	Dividend			Sell	3/19	J	A	
230. Posco Spon	A	Dividend			Sell	3/13	J	A	
231. Ptrocter & Gamble	A	Dividend			Sell	3/13	J	A	
232. Publicas Groupe	A	Dividend			Sell	11/1	J	A	
233. Rio Tinto PLC	A	Dividend			Sell	7/13	J	A	
234. Royal Dutch Shell PLC	A	Dividend			Sell	3/1	J	A	
235. Sanofi-Aventis	A	Dividend			Sell	10/15	J	A	
236. Sempra Energy	A	Dividend			Sell	5/18	J	A	
237. Ship Finance Intl		None			Buy	3/22	J	A	
238. Ship Finance Intl					Sell	3/23	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	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	D = \$5,001 - \$15,000 H2 = More than \$5,000,000 M = \$100,001 - \$250,000 P2 = \$5,000,001 - \$25,000,000	E = \$15,001 - \$50,000
2. Value Codes (See Columns C1 and D3)	Q = Appraisal U = Book Value	R = Cost (Real Estate Only) V = Other	S = Assessment W = Estimated	T = Cash Market	

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VII. INVESTMENTS and TRUSTS -- income, value, transactions (Includes those of 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)

ALL STOCKS COMMON STOCKS SOLD IN 2007

239. Ship Finance Intl					Sell	4/11	J	A	
240.									
241.									
242.									
243.									
244.									
245.									
246.									
247.									
248.									
249.									
250.									
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254.									
255.									

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	B = \$1,001 - \$2,500 G = \$100,001 - \$1,000,000 K = \$15,001 - \$50,000 O = \$500,001 - \$1,000,000	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	D = \$5,001 - \$15,000 H2 = More than \$5,000,000 M = \$100,001 - \$250,000 P2 = \$5,000,001 - \$25,000,000	E = \$15,001 - \$50,000
2. Value Codes (See Columns C1 and D3)	Q = Appraisal U = Book Value	R = Cost (Real Estate Only) V = Other	S = Assessment W = Estimated	T = Cash Market	
3. Value Method Codes (See Column C2)					

ATTACHMENT VII B

This is a self-directed IRA, the capital of which all came from a cash transfer from the IRA account described in ATTACHMENT VII A.

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Name of Person Reporting

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VII. INVESTMENTS and TRUSTS -- income, value, transactions (Includes those of 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)

256. Western Asset Money Market Fund	B	Interest	L	T					
257. Citibank NA South Dakota Bank Deposit Program	B	Interest	K	T					
258. Allstate Corp	A	Dividend	J	T	Buy	11/8			
259. Wachovia Corp	A	Dividend	J	T	Buy	11/8			
260.									
261.									
262.									
263.									
264.									
265.									
266.									
267.									
268.									
269.									
270.									
271.									
272.									

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	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	D = \$5,001 - \$15,000 H2 = More than \$5,000,000 M = \$100,001 - \$250,000 P2 = \$5,000,001 - \$25,000,000	E = \$15,001 - \$50,000
2. Value Codes (See Columns C1 and D3)	Q = Appraisal U = Book Value	R = Cost (Real Estate Only) V = Other	S = Assessment W = Estimated	T = Cash Market	
3. Value Method Codes (See Column C2)					

ATTACHMENT VII C

In 1987, while a member of McGuire, Woods, Battle & Boothe, now McGuireWoods (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. My ownership share as of December 31, 2007 was 1.28%. 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. In 2007, I received a distribution of income (Code D) from NCA which was paid from payments made by the Law Firm on its debt for furnishings financed in 1999 by NCA pursuant to a Tax Exempt Adjustable Mode Industrial Refunding Development Bond.

ATTACHMENT VII D

This is [REDACTED] managed IRA account which has in the past been reported as American Funds Euro-Pacific Fund and which the manager has reallocated to the several funds listed on the attached pages.

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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 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)

273.									
274. American Century Int'l Bond	A	Interest	J	T					
275. Davis NY Venture Fd Inc	A	Dividend	J	T					
276. Dreyfus Premier Emerging Markets Fund	A	Dividend	J	T					
277. Euro Pacific Growth Fund	A	Dividend	J	T					
278. Growth Fund of America	A	Dividend	J	T					
279. Legg Mason Growth TR Inc		None	J	T					
280. RS Smaller Co. Growth Fund		None	J	T					
281. T. Rowe Price Equity Income Fund		None	J	T					
282. Royce Premier Fund		None	J	T					
283. Western Asset Govt Money Market Fund	A	Interest	J	T					
284. Western Asset Core Plus Portfolio	B	Interest	K	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 P3 = \$25,000,001 - \$50,000,000	K = \$15,001 - \$50,000 O = \$500,001 - \$1,000,000	L = \$50,001 - \$100,000 P1 = \$1,000,001 - \$5,000,000 P4 = More than \$50,000,000	M = \$100,001 - \$250,000 P2 = \$5,000,001 - \$25,000,000	
3. Value Method Codes (See Column C2)	Q = Appraisal U = Book Value	R = Cost (Real Estate Only) V = Other	S = Assessment W = Estimated	T = Cash Market	

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Payne, Robert E

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

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Name of Person Reporting

Payne, Robert E

Date of Report

08/13/2008

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



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

FILING INSTRUCTIONS

Mail signed original and 3 additional copies to:

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