

FINANCIAL DISCLOSURE REPORT FOR CALENDAR YEAR 2008

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 08/13/2009	
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		6. Reporting Period 01/01/2008 to 12/31/2008	
7. Chambers or Office Address United States District Court 701 E. Broad Street, Suite 7310 Richmond, Virginia 23219		5b. ☐ Amended Report			
		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.)

<u>POSITION</u>	<u>NAME OF ORGANIZATION/ENTITY</u>
1. _____	_____
2. _____	_____
3. _____	_____
4. _____	_____
5. _____	_____

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

☒ NONE (No reportable agreements.)

<u>DATE</u>	<u>PARTIES AND TERMS</u>
1. _____	_____
2. _____	_____
3. _____	_____

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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 2008	Lexington, Virginia	Teach	Lodging provided once a week at approximately \$100 for 12 weeks
2.				
3.				
4.				
5.				

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

<u>CREDITOR</u>	<u>DESCRIPTION</u>	<u>VALUE CODE</u>
1. Visa (AARP)	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 in 2006, all stocks in a similar account (49) were sold or transferred into this account. See 2005 Report, Attachment VII B. Account No. 49 is now a self-directed IRA and is the subject of Attachment VII B hereto.

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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)

1.	Smith Barney Mgd Mun. Fund*	A	Int./Div		T				
2.	Smith Barney Mgd Mun Fund (48)*			N	T	SEE ATTACHMENT	VII	A	
3.	Smith Barney Rollover Acct (49)*			M	T	SEE ATTACHMENT	VII	B	
4.	Ninth & Cary Assoc.					SEE ATTACHMENT	VII	C	
5.	Smith Barney Mgd IRA Acct 16(8)*					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								
9.	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								
10.	reflecting dividends and interest paid within the IRA and under the heading "D" entries reflecting gains within the IRA.								
11.									
12.									
13.	ATTACHMENT VII A								
14.	ATL STOCK COMMON STOCK HELD AS OF 12/31/08								
15.	Coviden Ltd	A	Dividend	J	T				
16.	Noble Corp	A	Dividend	J	T				
17.	Seagate Technology	A	Dividend	J	T				

1 Income Gain Codes (Sec 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 (Sec 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 (Sec Column C2)					

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ALL STOCKS COMMON STOCK HELD AS OF 12/31/08

18 Tyco Intl Ltd	A	Dividend	J	T					
19. Tyco Electronics Ltd	A	Dividend	J	T					
20. Weatherford Intl Ltd			J	T					
21 UBS AG	A	Dividend	J	T	Buy	06/03	J		
22 UBS AG	A	Dividend	J	T	Buy	07/18	J		
23 UBS AG	A	Dividend	J	T	Buy	08/12	J		
24 ASML Hldg	A	Dividend	J	T	Buy	09/29	J	A	
25. ASML Hldg	A	Dividend	J	T	Buy	09/30	J	A	
26. ASML Hldg	A	Dividend	J	T	Buy	10/07	J	A	
27. AFLAC, Inc	A	Dividend	J	T	Buy	10/14	J	A	
28. AT&T Inc			J	T					
29. Air Prod & Chem Inc	A	Dividend	J	T					
30. Akzo Nobel Nv	A	Dividend	J	T	Buy	07/18	J		
31. Allied Irish Bks	A	Dividend	J	T	Buy	02/27			
32 Allied Irish Bks	A	Dividend	J	T	Buy	02/29			
33. Altria Gp Inc	A	Dividend	J	T					
34 Amazon Com Inc			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 \$5,000,000	M = \$100,001 - \$250,000 P2 = \$5,000,001 - \$25,000,000	
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PAYNE, ROBERT E.

08/13/2009

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

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 = \$50,001 - \$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	
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NONE (No reportable income, assets, or transactions.)

A. Description of Assets (including trust assets) Place "(X)" after each asset exempt from prior disclosure	B. Income during reporting period		C. Gross value at end of reporting period		D Transactions during reporting period				
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ALL STOCK COMMON STOCK HELD AS OF 12/31/08									
52. Broadcom Corp			J	T					
53. CRH PLC	A	Dividend	J	T	Buy	08/13	J		
54. CVS Caremark Corp	A	Dividend	J	T	Buy	10/24	J	A	
55. CVS Caremark Corp	A	Dividend	J	T	Buy	11/06	J		
56. Cablevision Sys Corp	A	Dividend	J	T					
57. Capital One Finl Corp	A	Dividend	J	T	Buy	03/12	J		
58. Celgene Corp			J	T	Buy	12/02	J	A	
59. Celgene Corp			J	T	Buy	12/03	J	A	
60. Chubb Corp	A	Dividend	J	T					
61. Cisco Sys Inc			J	T					
62. Coca-Cola Co	A	Dividend	J	T					
63. Comcast Corp	A	Dividend	J	T	Buy	03/14	J		
64. Conoco Phillips	A	Dividend	J	T					
65. Credit Suisse GP			J	T					
66. Cree Inc			J	T					
67. Dell Inc			J	T					
68. Devon Energy	A	Dividend	J	T	Buy	06/10	J		

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ALL STOCK COMMON STOCK HELD AS OF 12/31/08

69	Devon Energy	A	Dividend	J	T	Buy	06/11	J	
70.	Devon Energy	A	Dividend	J	T	Buy	06/12	J	
71	Devon Energy	A	Dividend	J	T	Buy	06/13	J	
72.	Devon Energy	A	Dividend	J	T	Buy	06/16	J	
73.	Devon Energy	A	Dividend	J	T	Buy	06/17	J	
74.	Devon Energy	A	Dividend	J	T	Buy	06/19	J	
75	Devon Energy	A	Dividend	J	T	Buy	08/07	J	
76.	Walt Disney Co	A	Dividend	J	T				
77.	Dish Network Corp			J	T	Buy	10/10	J	
78	Dish Network Corp			J	T	Buy	11/25	J	A
79.	Dolby Labs Inc			J	T	Buy	10/16	J	A
80.	Dolby Labs Inc			J	T	Buy	10/27	J	A
81.	Dolby Labs Inc			J	T	Buy	10/28	J	A
82.	El DePont de Nemours	A	Dividend	J	T				
83.	E.ON AG	A	Dividend	J	T				
84	Ebay Inc			J	T				
85	Echostar Corp			J	T				

1 Income Gain Codes (See Columns B1 and D4)	A = \$1,000 or less F = \$50,001 - \$100,000	B = \$1,001 - \$2,500 G = \$100,001 - \$1,000,000	C = \$2,501 - \$5,000 I11 = \$1,000,001 - \$5,000,000	D = \$5,001 - \$15,000 H2 = More than \$5,000,000	E = \$15,001 - \$50,000
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ALL STOCK COMMON STOCK HELD AS of 12/31/08

86	El Paso Corp			J	T	Buy	10/29	J	
87	Electronic Arts			J	T	Buy	11/21	J	
88.	Embarq Corp	A	Dividend	J	T				
89.	Ericsson Lm Tel	A	Dividend	J	T				
90.	Expedia Inc			J	T	Buy	06/25	J	
91.	Exxon Mobil Corp	A	Dividend	J	T	Buy	10/30	J	A
92.	Fanuc Ltd Japan			J	T	Buy	12/04	J	A
93.	Fanuc Ltd Japan			J	T	Buy	12/24	J	A
94	First Solar Inc			J	T	Buy	12/02	J	A
95.	First Solar Inc			J	T	Buy	12/03	J	A
96	Fluor Corp	A	Dividend	J	T	Buy	11/19	J	A
97	Fluor Corp	A	Dividend	J	T	Buy	11/20	J	A
98.	Forest Labs Inc			J	T				
99.	France Telecom SA	A	Dividend	J	T	Buy	03/25	J	
100	France Telecom SA	A	Dividend	J	T	Buy	05/20	J	
101	Genetech Inc			J	T				
102.	General Elec Co	A	Dividend	J	T	Buy	04/15	J	

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ALL STOCK COMMON STOCK HELD AS OF 12/31/08

103. Genzyme Corp			J	T					
104. Google Inc			J	T	Buy	09/22	J		
105. Google Inc			J	T	Buy	09/23	J		
106. Google Inc			J	T	Buy	10/24	J		
107. Google Inc			J	T	Buy	12/29	J		
108. HSBC Hldg PLC	A	Dividend	J	T	Buy	10/07	J		
109. Halliburton Co Hldg	A	Dividend	J	T	Buy	09/22	J		
110. Home Depot Inc	A	Dividend	J	T	Buy	01/14	J		
111. Honda Motor Co Ltd	A	Dividend	J	T					
112. ING GP NV	A	Dividend	J	T	Buy	10/07	J		
113. Intel Corp	A	Dividend	J	T					
114. Intl Bus Mach Corp	A	Dividend	J	T					
115. JP Morgan Chase & Co	A	Dividend	J	T					
116. Johnson & Johnson	A	Dividend	J	T					
117. Juniper Networks Inc			J	T	Buy	10/23	J	A	
118. Juniper Networks Inc			J	T	Buy	10/24	J	A	
119. Juniper Networks Inc			J	T	Buy	11/06	J	A	

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ATT. STOCK COMMON STOCK HELD AS OF 12/31/08

120 Juniper Networks Inc			J	T	Buy	11/07	J	A	
121. Kimberly Clark Corp	A	Dividend	J	T	Buy	05/06	J		
122. Kimaberly Clark Corp	A	Dividend	J	T	Buy	07/23	J		
123. Koninklijke Phillips Elec	A	Dividend	J	T	Buy	10/08	J		
124. Kraft Foods Inc	A	Dividend	J	T					
125. L3 Comm Hldgs Inc	A	Dividend	J	T					
126 Liberty Global Inc			J	T					
127. Liberty Media Hldg			J	T	Buy	06/04	J		
128. Liberty Media Hldg			J	T	Buy	06/11	J		
129 Liberty Media Hldg			J	T	Buy	06/27	J		
130. Liberty Media Corp			J	T	Buy	03/27	J		
131. Loews Corp	A	Dividend	J	T					
132 Lorillard Inc	A	Dividend	J	T	Buy	09/16	J		
133. Lorillard Inc	A	Dividend	J	T	Buy	10/06	J		
134 Manulife Finl Corp	A	Dividend	J	T	Buy	06/20	J		
135. Marsh & McLennan Cos	A	Dividend	J	T					
136. Marshal & Isley Corp	A	Dividend	J	T	Buy	10/14	J		

1 Income Gain Codes (See Columns B1 and D4)	A = \$1,000 or less F = \$50,001 - \$100,000	B = \$1,001 - \$2,500 G = \$100,001 - \$1,000,000	C = \$2,501 - \$5,000 H = \$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.

Date of Report

08/13/2009

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 12/31/08

137. McDonalds Corp	A	Dividend	J	T					
138. Microsoft Corp	A	Dividend	J	T					
139. Mitsubishi UFS Finl	A	Dividend	J	T					
140. NASDAQ Omx Gp Inc			J	T	Buy	05/07	J		
141. NASDAQ Omx Gp Inc			J	T	Buy	06/11	J		
142. NASDAQ Omx Gp Inc			J	T	Buy	07/09	J		
143. Natl Oilwell Varco Inc			J	T	Buy	10/24	J		
144. Natl Oilwell Varco Inc			J	T	Buy	10/27	J		
145. News Corp	A	Dividend	J	T					
146. Novartis AG	A	Dividend	J	T					
147. Nvidia Corp			J	T	Buy	05/30	J		
148. Nvidia Corp			J	T	Buy	06/02	J		
149. Nvidia Corp			J	T	Buy	07/08	J		
150. Pall Corp	A	Dividend	J	T					
151. Pepsico Inc	A	Dividend	J	T					
152. Pfizer Inc	A	Dividend	J	T					
153. Phillip Morris Intl	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 H = \$1,000,001 - \$5,000,000	D = \$5,001 - \$15,000 I = 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 \$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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Name of Person Reporting

PAYNE, ROBERT E.

Date of Report

08/13/2009

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 I (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 12/31/08

154. Precision Drilling	A	Dividend	J	T					
155. Procter & Gamble Co	A	Dividend	J	T					
156. Qualcomm Inc	A	Dividend	J	T	Buy	10/06	J		
157. Qualcomm Inc	A	Dividend	J	T	Buy	10/07	J		
158. Qualcomm Inc	A	Dividend	J	T	Buy	10/10	J		
159. Qualcomm Inc	A	Dividend	J	T	Buy	10/17	J		
160. Qualcomm Inc	A	Dividend	J	T	Buy	11/12	J		
161. Raytheon Co	A	Dividend	J	T					
162. Reed Elsevier NV	A	Dividend	J	T	Buy	02/19	J		
163. Reed Elsevier NV	A	Dividend	J	T	Buy	03/10	J		
164. Rio Tinto PLC	A	Dividend	J	T	Buy	10/16	J		
165. Rio Tinto PLC	A	Dividend	J	T	Buy	10/22	J		
166. Roche Hldg	A	Dividend	J	T	Buy	09/15	J		
167. Roche Hldg	A	Dividend	J	T	Buy	09/16	J		
168. Roche Hldg	A	Dividend	J	T	Buy	09/16	J		
169. Roche Hldg	A	Dividend	J	T	Buy	09/23	J		
170. Royal Bank of Scotland GP	A	Dividend	J	T	Buy	07/22	J		

1 Income Gain Codes (See Columns B1 and D4)	A = \$1,000 or less F = \$50,001 - \$100,000	B = \$1,001 - \$2,500 G = \$100,001 - \$1,000,000	C = \$2,501 - \$5,000 H = \$1,000,001 - \$5,000,000	D = \$5,001 - \$15,000 I = 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 \$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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Name of Person Reporting

PAYNE, ROBERT E.

Date of Report

08/13/2009

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 12/31/08

171. Royal Bk Scotland GP	A	Dividend	J	T	Buy	10/23	J		
172. Royal Dutch Shell	A	Dividend	J	T	Buy	06/09	J		
173. Sandisk Corp	A	Dividend	J	T	Buy	03/17	J		
174. Sandisk Corp	A	Dividend	J	T	Buy	07/09	J		
175. Sanofi-Aventis	A	Dividend	J	T					
176. Scripps Network Inter	A	Dividend	J	T	Buy	08/07	J		
177. Sears Hldgs Corp			J	T	Buy	01/07	J		
178. Sears Hldgs Corp			J	T	Buy	01/10	J		
179. Sears Hldgs Corp			J	T	Buy	01/11	J		
180. Sears Hldgs Corp			J	T	Buy	03/17	J		
181. Sempra Energy	A	Dividend	J	T					
182. Shin Etsu Chem Co			J	T	Buy	12/04	J	A	
183. Sprint Nextel Corp			J	T	Buy	06/02	J		
184. Suncor Energy Inc	A	Dividend	J	T					
185. TNT NV	A	Dividend	J	T	Buy	02/19	J		
186. TNT NV	A	Dividend	J	T	Buy	03/26	J		
187. TNT NV	A	Dividend	J	T	Buy	06/20	J		

1. Income Gain Codes (See Columns B1 and D4)	A = \$1,000 or less F = \$50,001 - \$100,000	B = \$1,001 - \$2,500 G = \$100,001 - \$1,000,000	C = \$2,501 - \$5,000 H1 = \$1,000,001 - \$5,000,000	D = \$5,001 - \$15,000 H2 = More than \$5,000,000	E = \$15,001 - \$50,000
2. Value Codes (See Columns C1 and D3)	J = \$15,000 or less N = \$250,001 - \$500,000 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.

Date of Report

08/13/2009

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 12/31/08									
188. TNT NV	A	Dividend	J	T	Buy	10/08	J		
189. Target Corp	A	Dividend	J	T					
190. Technip ADR	A	Dividend	J	T	Buy	03/25	J		
191. Telefonica SA	A	Dividend	J	T	Buy	08/12	J		
192. Telus Corp	A	Dividend	J	T	Buy	12/17	K	A	
193. Texas Inst Inc	A	Dividend	J	T					
194. Time Warner Inc	A	Dividend	J	T					
195. Total SA	A	Dividend	J	T	Buy	08/07	J		
196. Total SA	A	Dividend	J	T	Buy	09/23	J		
197. Travelers Cos	A	Dividend	J	T					
198. Unilever PLC	A	Dividend	J	T	Buy	03/25	J		
199. UnitedHealth GP	A	Dividend	J	T	Buy	10/28	J	A	
200. Verizon Comm	A	Dividend	J	T	Buy	07/23	J		
201. Vertex Pharmaceuticals			J	T	Buy	11/11	J	A	
202. Vertex Pharmaceuticals			J	T	Buy	11/12	J	A	
203. Vertex Pharmaceuticals			J	T	Buy	11/13	J	A	
204. Vertex Pharmaceuticals			J	T	Buy	11/18	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 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 \$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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Name of Person Reporting

PAYNE, ROBERT E.

Date of Report

08/13/2009

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 12/31/08

205. Vinci SA	A	Dividend	J	T	Buy	03/25	J		
206. Vinci SA	A	Dividend	J	T	Buy	08/13	J		
207. Vodafone GP PLC	A	Dividend	J	T	Buy	03/25	J		
208. Vodafone GP PLC	A	Dividend	J	T	Buy	05/20	J		
209. Vodafone GP PLC	A	Dividend	J	T	Buy	10/07	J		
210. Wal-Mart Stores Inc	A	Dividend	J	T					
211. WellPoint Inc			J	T					
212. Wells Fargo	A	Dividend	J	T	Buy	10/14	J		
213. Zurich Finl Svcs	A	Dividend	J	T					
214. Dreyfus Liquid Assets	A	Dividend	J	T					
215.									
216.									
217.	NOTE: Many holdings have been owned before 2008 but were added to in 2008. Where that occurred, only the 2008 Buy is described in detail.								
218									
219									
220.									
221									

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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Name of Person Reporting

PAYNE, ROBERT E.

Date of Report

08/13/2009

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 SOLD IN 2008									
222.									
223									
224.									
225. AFLAC Inc	A	Dividend			Sold	04/03	J	A	
226. AFLAC Inc	A	Dividend			Sold	07/15	J	A	
227 Air Liquide					Buy	06/24	J		
228. Air Liquide					Sold	12/03	J		
229 Air Liquide					Sold	12/04			
230. Air Prod & Chem Inc	A	Dividend			Sold	07/25	J	A	
231 Am Exp Co	A	Dividend			Sold	10/03	J	A	
232. Am Exp Co	A	Dividend			Sold	10/06	J	A	
233. Am Intl Gp Inc	A	Dividend			Sold	09/19	J		
234. Amgen Inc	A	Dividend			Sold	11/06	J		
235. Amgen Inc	A	Dividend			Sold	12/02	J		
236 Atlas Copco AB	A	Dividend			Sold	10/16	J		
237. BAE Sys PLC	A	Dividend			Sold	04/09	J	A	
238. BAE Sys PLC	A	Dividend			Sold	04/02	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 H = \$1,000,001 - \$5,000,000	D = \$5,001 - \$15,000 I = \$15,001 - \$50,000	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 \$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	

FINANCIAL DISCLOSURE REPORT

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Name of Person Reporting

PAYNE, ROBERT E.

Date of Report

08/13/2009

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 SOLD IN 2008									
239. BAE Sys PLC	A	Dividend			Sold	02/22	J	A	
240. BAE Sys PLC	A	Dividend			Sold	03/26	J	A	
241. Bk NY Mellon Corp	A	Dividend			Sold	10/14	J		
242. Bk NY Mellon Corp	A	Dividend			Sold	03/17	J		
243. Bk of America Corp	A	Dividend			Sold	06/30	J		
244. Bk of America Corp	A	Dividend			Sold	04/11	J		
245. Bk of America Corp	A	Dividend			Sold	06/20	J		
246. BNP Paribas	A	Dividend			Sold	10/30	J		
247. BP PLC	A	Dividend			Sold	10/07	J		
248. BP PLC	A	Dividend			Sold	10/08	J		
249. BP PLC	A	Dividend			Sold	11/25	J		
250. Chubb Corp	A	Dividend			Sold	12/16	J	A	
251. Chubb Corp	A	Dividend			Sold	03/13	J	A	
252. Coca-Cola Co	A	Dividend			Sold	12/02	J	A	
253. Compass Gp PLC	A	Dividend			Sold	02/20	J	A	
254. Converse Tech Inc	A	Dividend			Sold	10/20	J		
255. Credit Suisse GP					Sold	10/21	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				

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Name of Person Reporting

PAYNE, ROBERT E.

Date of Report

08/13/2009

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 SOLD IN 2008									
256 CRH PLC					Sold	12/17	J	A	
257 Dell Inc					Sold	10/22	J		
258 E I. DuPont de Nemours	A	Dividend			Sold	10/21	J		
259. Embarq	A	Dividend			Sold	10/28	J		
260. Fed Home Ln Mtg Corp	A	Dividend			Sold	02/19	J		
261. Fed Home Ln Mtg Corp	A	Dividend			Sold	02/28	J		
262. Fed Home Ln Mtg Corp	A	Dividend			Sold	01/22	J		
263. France Telecom SA	A	Dividend			Sold	02/19	J	A	
264. Glaxo Smithkline PLC	A	Dividend			Sold	07/16	J		
265. Grant Prideco Inc	A	Dividend			Sold	04/22	J	A	
266. HBOS PLC	A	Dividend			Sold	10/02	J		
267. HBOS PLC	A	Dividend			Sold	06/19	J		
268. HBOS PLC	A	Dividend			Sold	10/09	J		
269. HBOS PLC	A	Dividend			Sold	10/07	J		
270. IAC Interactive Corp	A	Dividend			Sold	05/29	J		
271 Johnson & Johnson	A	Dividend			Sold	10/29	J		
272 Lehman Bros Hldgs					Buy	02/19	J		

1 Income Gain Codes (See Columns B1 and D4)	A = \$1,000 or less F = \$50,001 - \$100,000	B = \$1,001 - \$2,500 G = \$100,001 - \$1,000,000	C = \$2,501 - \$5,000 H1 = \$1,000,001 - \$5,000,000	D = \$5,001 - \$15,000 H2 = More than \$5,000,000	E = \$15,001 - \$50,000
2 Value Codes (See Columns C1 and D3)	J = \$15,000 or less N = \$250,001 - \$500,000 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 \$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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Name of Person Reporting

PAYNE, ROBERT E.

Date of Report

08/13/2009

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 J (A-H)	(5) Identity of buyer/seller (if private transaction)

ALL STOCK COMMON STOCK SOLD IN 2008

273. Lehman Bros Hldgs					Buy	03/14	J		
274. Lehman Bros Hldgs					Buy	09/15	J		
275. Liberty Media Corp	A	Dividend			Sold	11/21	J		
276. Loew's Corp	A	Dividend			Sold	10/02	J		
277. Loew's Corp	A	Dividend			Sold	10/15	J		
278. Manulife Finl Corp	A	Dividend			Sold	03/25	J	A	
279. Marsh & McLennan Cos	A	Dividend			Sold	02/11	J		
280. McDonalds Corp	A	Dividend			Sold	07/21	J	A	
281. Merrill Lynch & Co	A	Dividend			Sold	09/15	J	A	
282. Microsoft Corp	A	Dividend			Sold	10/23	J		
283. Microsoft Corp	A	Dividend			Sold	01/09	J	A	
284. Millenium Pharm Inc	A	Dividend			Sold	04/11	J	B	
285. Millenium Pharm Inc	A	Dividend			Sold	04/10	J	C	
286. Natl Oilwell Varco Inc	A	Dividend			Sold	04/22	J	A	
287. News Corp	A	Dividend			Sold	06/17	J	A	
288. Nokia Corp	A	Dividend			Sold	03/19	J	B	
289. Precision Drilling	A	Dividend			Sold	06/20	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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Name of Person Reporting

PAYNE, ROBERT E.

Date of Report

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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 SOLD IN 2008

290. Precision Drilling	A	Dividend			Sold	02/19	J		
291. Precision Drilling	A	Dividend			Sold	03/26	J		
292. Publicis GP	A	Dividend			Sold	06/24	J		
293. Publicis GP	A	Dividend			Sold	03/11	J		
294. Publicis GP	A	Dividend			Sold	03/25	J		
295. Reed Elsevier					Sold	01/07	J		
296. Royal Bk Scotland GP	A	Dividend			Sold	09/22	J		
297. Royal Bk Scotland GP	A	Dividend			Sold	11/07	J		
298. Royal Dutch Shell PLC	A	Dividend			Sold	02/19	J	A	
299. Sempra Energy	A	Dividend			Sold	09/16	J	A	
300. Shinhan Finl GP					Sold	07/16	J	A	
301. Sprint Nextel	A	Dividend			Sold	12/10	J		
302.									
303.									
304.									
305.									
306.									

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 H = \$1,000,001 - \$5,000,000	D = \$5,001 - \$15,000 I2 = 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	

ATTACHMENT VII B

This is a self-directed IRA (49) at Smith Barney, 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

PAYNE, ROBERT E.

Date of Report

08/13/2009

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 OR FUNDS – STOCKS/FUNDS HELD AS OF 12/31/08

307. Western Asset Money Market Fund	A	Interest	L	T					
308. Citibank NA Bk Deposits Prog	A	Interest	K	T					
309 Allstate Corp	A	Dividend	J	T					
310. Wachovia Corp	A	Dividend	J	T					
311.									
312									
313									
314									
315									
316.									
317.									
318									
319.									
320									
321									
322									
323									

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	

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, 2008 was 1.26%. 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 2008, I received a distribution of income (Code C) 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.

Date of Report

08/13/2009

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 OR FUNDS ~ STOCKS/FUNDS HELD AS OF 12/31/08									
324. American Century Intl Bond	A	Interest	J	T					
325. Davis NY Venture Fund	A	Dividend	J	T					
326. Delaware Intl Value Equity Fd	A	Interest	J	T					
327. Dreyfus Emerging Mkts Fund	B	Dividend	J	T					
328. Europacific Growth Fd	A	Dividend	J	T					
329. Growth Fund of Am	A	Dividend	J	T					
330. Legg Mason Growth Tr			J	T					
331. Western Asset Govt Monkey Mkt Ex Fund			J	T					
332. RS Smaller Co Growth Fund			J	T					
333. T. Rowe Price Eq Inc. Fund	A	Dividend	J	T					
334. Royce Premier Fund	A	Dividend	J	T					
335. Western Asset Core Plus Portfolio	A	Dividend	J	U					

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 H = \$1,000,001 - \$5,000,000	D = \$5,001 - \$15,000 I = \$15,001 - \$50,000	E = \$50,001 - \$100,000 J = \$100,001 - \$250,000
2 Value Codes (See Columns C1 and D3)	J = \$15,000 or less N = \$250,001 - \$500,000 P3 = \$250,000,001 - \$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 = \$250,001 - \$500,000	
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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VIII. ADDITIONAL INFORMATION OR EXPLANATIONS. *(Indicate part of Report.)*

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Name of Person Reporting

PAYNE, ROBERT E.

Date of Report

08/13/2009

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

A large black rectangular redaction box covering the signature area.

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