

**SELF INITIATED
AMENDMENT**

United States Court of Appeals
for the Fourth Circuit

CHAMBERS OF
KAREN J. WILLIAMS

1021 MIDDLETON STREET
ORANGEBURG, SOUTH CAROLINA 29115
TELEPHONE 803-533-0711
FACSIMILE 803-534-3249

June 12, 2006

Judge Ortrie D. Smith, Chair
Committee on Financial Disclosure
Administrative Office of the United States Courts
Suite 2-301
One Columbus Circle, NE
Washington, DC 20544

Re: 2004 Financial Disclosure Report

Dear Judge Smith:

In preparing my 2005 Financial Disclosure Report, I reviewed my 2004 Report and it showed on (line 442) that I owned shares of (S-6) Eastman Kodak Co. (40). In reviewing my 2003 Report, I see that this asset on (line 338) was correctly reported as having been sold on 12/18/03. Therefore the reporting of this asset on my 2004 report was in error. Thus, I write to amend my 2004 Report to delete this asset.



KJW:acw

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FINANCIAL DISCLOSURE REPORT FOR CALENDAR YEAR 2005

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

1. Person Reporting (Last name, First name, Middle initial) WILLIAMS, KAREN J	2. Court or Organization FOURTH CIRCUIT COURT APPEALS	3. Date of Report 6/12/2006
4. Title (Article III Judges indicate active or senior status; magistrate judges indicate full- or part-time) U.S.CIRCUIT JUDGE - Active	5. ReportType (check appropriate type) ☐ Nomination, Date ☐ Initial ☒ Annual ☐ Final	6. Reporting Period 1/1/2005 to 12/31/2005
7. Chambers or Office Address 1021 MIDDLETON STREET ORANGEBURG, SC 29115	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. Member	South Carolina Bar Association
2. Member	Univ. of SC School of Law Advisory Board
3. Member	Univ. of SC School of Law Partnership Bd
4. Member, Board	Rotary Club of Orangeburg, S.C.
5. Member	South Carolina Women Lawyers Association
6. Member, Trustee	First Baptist Church of Orangeburg
7. Member	Federal Judicial Resources Committee
8. Member	Federal Judicial Center's Appellate Judges Education Committee
9. Member	Woodberry Forest School Board of Trustees

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

☒ NONE - (No reportable agreements.)

DATE	PARTIES AND TERMS
1.	

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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>GROSS INCOME</u> (yours, not spouse's)
1.	2005	Annuity: TransAmerica Occidental Life	13,602.60
2.	2005	Annuity: Prudential	23,340.00

B. Spouse's Non-Investment Income(If you were married during any portion of the reporting year, please 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.	2005	Salary and and Bonus - Practice of Law
2.	2005	SC State University per diem (Board of Trustees)
3.	2005	Annuity: Aurora
4.	2005	Annuity: Southern Farm Bureau
5.	2005	Annuity: Manufacturer's Life
6.	2005	Annuity: Travelers
7.	2005	Annuity: Allstate Life Insurance
8.	2005	Annuity: Prudential

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IV. REIMBURSEMENTS -- transportation, lodging, food, entertainment.

(Includes those to spouse and dependent children. See pp. 25-27 of instructions.)

☒ NONE - (No such reportable reimbursements.)

SOURCE

DESCRIPTION

1.

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V. GIFTS. (Includes those to spouse and dependent children. See pp. 28-31 of instructions.)

☒ NONE - (No such reportable gifts.)

SOURCE	DESCRIPTION	VALUE
1.		

VI. LIABILITIES. (Includes those of spouse and dependent children. See pp. 32-34 of instructions.)

☐ NONE - (No reportable liabilities.)

CREDITOR	DESCRIPTION	VALUE CODE
1.  Margaret S. Williams	Note secured by rl. estate mortgage	L
2.  Farmers Home Admin.	Note secured by rl. estate mortgage	J

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

A. Description of Assets (including trust assets) Place "(X)" after each asset exempt from prior disclosure	B. Income during reporting period		C. Gross value at end of reporting period		D. Transactions during reporting period				
	(1) Amount Code 1 (A-H)	(2) Type (e.g. div. rent. or int.)	(1) Value Code 2 (J-P)	(2) Value Method Code 3 (Q-W)	(1) Type (e.g. buy, sell, merger, redemption)	If not exempt from disclosure			
						(2) Date: Month - Day	(3) Value Code 2 (J-P)	(4) Gain Code 1 (A-H)	(5) Identity of buyer/seller (if private transaction)
☐ NONE (No reportable income, assets, or transactions)									
1. (T) Bank of America CD	A	Interest			Matured	4/14	M		
2. (T) Bank of America MM Savings	A	Interest	K	T					
3. (T) Community Bank Shares [REDACTED]	A	Div/Reinvest	J	T	Buy [REDACTED]	3/31	J		
4. [REDACTED]					Buy [REDACTED]	6/30	J		
5. [REDACTED]					Buy [REDACTED]	9/30	J		
6. [REDACTED]					Buy [REDACTED]	12/30	J		
7. (T)JJR Investments, LLC	D	Div/Int	M	U	Buy	5/18	M		
8. (T) Hartford Life & Annuity		None	M	T					
9. (T) South Carolina Bank & Trust Ck	A	Interest	K	T					
10. (T) South Carolina Bank & Trust CD 023	C	Interest			Matured	11/18	M		
11. (T) South Carolina Bank & Trust -CD 483	C	Interest			Matured	9/30	M		
12. (T) South Carolina Bank & Trust -CD 053		None			Opened	10/21	M		
13. (T) South Carolina Bank & Trust SuperMax	A	Interest	K	T					
14. [REDACTED] Property									
15. [REDACTED] Bank of America,O'burgSC CK	A	Interest	J	T					
16. [REDACTED] Bank of America,O'burgSC SAV	A	Interest	J	T					
17. [REDACTED] Teton County ,Wy Condo	D	Rental	P1	R	Buy	9/15	P1		
18. [REDACTED] Property									

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

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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)	(2)	(1)	(2)	(1)	If not exempt from disclosure			
	Amount Code 1 (A -H)	Type (e.g. div. rent. or int.)	Value Code 2 (J-P)	Value Method Code 3 (Q-W)	Type (e.g. buy, sell, merger, 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)
19. 1/2 Interest Real Estate in Elbert County, GA		None	J	W	Partial Sale	9/02	J	C	
20. JIR Investments, LLC	D	Div/Interest	O	U					
21. Bank of America CK		None	J	T					
22. Bank of America Sav	A	Interest	J	T					
23. Bank of America MMKT INV	D	Interest	M	T					
24. Brockton Professional Baseball LLC	A	Ordinary	L	U					
25. Charles H. Williams PA Stock	G	Ordinary	O	U					
26. House, 1 Acre Orangeburg County, SC	D	Rent	L	W					
27. Lot on Square in Orangeburg County, SC		None	M	W	Buy	11/22	M		
28. Note Rec'd E.D.	A	Interest			Redeemed	4/04	J		
29. Note Rec'd A.D.		None	M	T					
30. Office on Square in Orangeburg County, SC		None	N	W					
31. Rock Hill Hotel Group		None	L	U					
32. Road Guard Systems LLC	A	None	L	U					
33. Santees North Shore LLC		None	L	U	Buy	7/26	K		
34. Sky High Air, LLC		None	M	U					
35. (F-1) (Prop)									
36. (F-1) Farmland, Orangeburg County, SC		None	P1	W					See Section VIII (A)

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(See Columns BI and D4)	F = \$50,001-\$100,000	G = \$100,001-\$1,000,000	H1 = \$1,000,001-\$5,000,000	H2 = More than \$5,000,000	
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	(1)	(2)	(1)	(2)	(1)	If not exempt from disclosure			
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37. (F-1) [REDACTED] Orangeburg County, SC		None	K	W					
38. (F-1) [REDACTED] & Home in Orangeburg County, SC		None	N	W					
39. (F-1) [REDACTED] n Orangeburg County, SC (Arant)	B	Rent/ McK	M	W					
40. (F-1) House/Lot Clarendon County, .SC		None	N	W					
41. (F-1) Office Building, ,Orangeburg, SC	E	Rent	M	W					
42. ACCOUNT T-1 [REDACTED]									
43. (T-1) Arthur J. Gallagher [REDACTED]	A	Dividend	K	T	Buy [REDACTED]	7/01	J		
44. (T-1) Automatic Data Processing, Inc. [REDACTED]	A	Dividend	J	T					
45. (T-1) Bassett Furniture Ind. [REDACTED]	A	Dividend			Sold [REDACTED]	6/28	J		
46. (T-1) Charleston County Hospital FacsRev Mun Bd 7% [REDACTED]	A	Interest	J	T					
47. (T-1) Charleston Cnty, SC Solid Wst User Fee RevReg 6% [REDACTED]	A	Interest			Redeemed	1/03	K	A	
48. (T-1) Cisco Sys Inc. [REDACTED]		None	K	T	Buy [REDACTED]	8/23	K		
49. (T-1) Darlington County INDL Rev Sonoco 6.125 [REDACTED]	B	Interest	K	T					
50. (T-1) Darlington County INDL Dev [REDACTED] 6.0	B	Interest	K	T					
51. (T-1) Duke Energy Corp [REDACTED]	A	Dividend	J	T					
52. (T-1) First St. Bk. GA CD 1.6	A	Interest			Redeemed	2/04	L		
53. (T-1) Grand Strand Water & Sewer 5.0 [REDACTED]	A	Dividend	K	T					
54. (T-1) Greenville Fst Bk SC 2.70% CD [REDACTED]	B	Interest			Buy	2/18	L		

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55.					Redeemed	8/18	L		
56. (T-1) Johnson & Johnson	A	Dividend	K	T					
57. (T-1) KOS Pharmaceuticals Inc.		None	J	T	Buy	5/17	J		
58.			J	T	Buy	7/01	J		
59. (T-1) Landstar Systems Inc.	A	Dividend	K	T	Buy	1/26	J		
60.					Buy	7/01	J		
61. (T-1) Lehman Bros Bank De- CD	A	Interest			Redeemed	1/21	L		
62. (T-1) Merrill Lynch	A	Dividend	K	T					
63. (T-1) MFS Municipal Income TR SH BEN	A	Dividend			Sold	6/28	J	A	
64.					Sold	6/28	J	A	
65.					Sold	6/28	J	A	
66. (T-1) Moodys Corp.	A	Dividend	J	T	Buy	1/26	J		
67.					Stock split	5/19	J		
68.					Buy	7/1	J		
69.					Buy	8/23	K		
70. (T-1) Nike Inc.	A	Dividend	K	T					
71. (T-1) Novo Nordisk A/S Fmly Novo Ind	A	Dividend	K	T	Buy	8/23	J		
72.					Buy	8/23	K		

- | | | | | | |
|-------------------------|--------------------------------|-----------------------------|------------------------------|-------------------------------|-----------------------|
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73. (T-1) Orangeburg County School Dist 5 G.O. Bus 5.25 [REDACTED]	B	Interest	K	T					
74. (T-1) Plum Creek Timber Co. Inc. [REDACTED]	A	Dividend	K	T					
75. (T-1) Progressive BK LA 2.65% [REDACTED]	B	Interest			Buy	2/02	L		
76.					Redeemed	8/02	L		
77. (T-1) SSN Prime Fund - Cap Reserves	A	Dividend	J	T	Buy/Reinvest				
78. (T-1) SC St ED Ast 6% [REDACTED]	B	Interest	K	T					
79. (T-1) SC Jobs Econ Dev. 5.25% [REDACTED]	B	Interest	K	T					
80. (T-1) SC St. AMT HGS Fin & Dev 6.65 [REDACTED]	A	Interest	J	T					
81. (T-1) SC St. AMT HSG Fin & Dev 5.8 [REDACTED]	A	Interest	J	T					
82. (T-1) SC ST G.O. STR Hwy-Ser A 4.6 [REDACTED]	B	Interest	K	T					
83. (T-1) Select Bank Mich 3.7% CD [REDACTED]		None	L	T	Buy	8/10	L		
84. (T-1) Spartanburg CO Htlh SVC 5.6 [REDACTED]	B	Interest	K	T					
85. (T-1) Sprint Nextel Corp Fon SHS [REDACTED]	A	Dividend	K	T	Buy [REDACTED]	8/23	K		
86. (T-1) State Street Corp [REDACTED]	A	Dividend	K	T					
87. (T-1) T Rowe Price Group Inc. [REDACTED]	A	Dividend	K	T	Buy [REDACTED]	7/01	J		
88. (T-1) St. Paul Travelers [REDACTED]	A	Dividend			Sold [REDACTED]	6/28	K	D	
89. (T-1) XMSatellite Radio Hldgs [REDACTED]		None	J	T	Buy [REDACTED]	1/26	J		
90.			J	T	Buy [REDACTED]	2/02	J		

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91. ACCOUNT S-1 [REDACTED]									
92. (S-1) Charleston Care Alliance [REDACTED] 5.0	B	Interest	K	T					
93. (S-1) Charleston County SC U/T reg DTD 5/1/94 5.9 [REDACTED]	B	Interest	K	T					
94. (S-1) Charleston County (6.0) Solid Waste User Fee [REDACTED]	A	Interest			Full Call	1/01	K	A	
95. (S-1) Charleston County Solid Waste 6.0 [REDACTED]	A	Interest			Full Call	1/01	K		
96. (S-1) Charleston, SC Waterworks Swr 4.750 [REDACTED]	A	Interest	K	T	Buy	3/03	K		
97. (S-1) Charleston Water Works & Sewer 5.250 [REDACTED]	B	Interest	K	T					
98. (S-1) Colleton County (5.3) [REDACTED]	A	Interest			Matured	3/01	K		
99. (S-1) Darlington County AMT IDR Sonoco 6.125 [REDACTED]	A	Interest	K	T					
100. (S-1) Darlington County IDR-AMT [REDACTED] 6.0	B	Interest	K	T					
101. (S-1) Darlington County Water & Sewer 5.0 [REDACTED]	A	Interest	J	T					
102. (S-1) Florence County Hospital RV Rfdg 4.9 [REDACTED]	B	Interest	L	T					
103. (S-1) Greenville, SC Hosp [REDACTED] 5.75	B	Interest	K	T					
104. (S-1) Greenville, SC Hosp Sym Brd 5.75 [REDACTED]	B	Interest	K	T					
105. (S-1) Greenville, SC Mem Aud [REDACTED] 4.75	B	Interest	K	T					
106. (S-1) Greenville, SC PRKG FACIL REV [REDACTED] 4.0	A	Interest	K	T	Buy	3/03	K		
107. (S-1) Greer Combined Utility System 4.9 [REDACTED]	B	Interest	K	T					
108. (S-1) Horry Cnty SC Arpt Rev Rfdg 5.375 [REDACTED]	B	Interest	K	T					

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

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Name of Person Reporting
WILLIAMS, KAREN J

Date of Report
6/12/2006

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

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)	(2)	(1)	(2)	(1)	If not exempt from disclosure			
	Amount Code 1 (A -H)	Type (e.g. div. rent. or int.)	Value Code 2 (J-P)	Value Method Code 3 (Q-W)	Type (e.g. buy, sell, merger, 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)
109. (S-1) Lexington County Health Services Hosp 4.375	A	Interest	K	T					
110. (S-1) Med USC Hospital 5.6	A	Interest	J	T					
111. (S-1) Myrtle Beach G/O 4.75	B	Interest	K	T					
112. (S-1) Citibank NA Bank Deposit Program	B	Interest	L	T					
113. (S-1) SC Housing Authority (6.375)	A	Interest			Full Call	7/01	J		
114. (S-1) SC Jobs Econ Dev. 5.5	B	Interest	K	T					
115. (S-1) SC St. 6.0 AMT ED	B	Interest	K	T					
116. (S-1) SC St. Amt. HSG Fin & Dev 6.650 10K Mtg Rev Ser A	A	Interest	J	T					
117. (S-1) SC Amt Hsg & Fin 5.3	A	Interest	K	T	Part Call	7/01	J		
118. (S-1) SC St. Amt HSG FN 5.4	B	Interest	K	T					
119. (S-1) SC St. Amt. HSG Fin 4.9	A	Interest	K	T					
120. (S-1) SC ST CAP IMPT BDS Ser A 4.75%	B	Interest	K	T					
121. (S-1) SC St G/O Hwy 5.625	B	Interest	K	T					
122. (S-1) SC Ports Authority Rev 5.375	B	Interest	K	T					
123. (S-1) SC St. Pub. Service Authority Santee 5.625	B	Interest	K	T					
124. (S-1) Service Merchandise Inc SR Sub Deb DTD		Debs Escrow	J	T					
125. (S-1) Spartanburg County Health SVC 5.6	B	Interest	K	T					
126. (S-1) Spartanburg County Health Services 5.5	A	Interest	J	T					

- | | | | | | |
|-------------------------|--------------------------------|-----------------------------|-------------------------------|-------------------------------|-----------------------|
| 1. Income/Gain Codes: | A = \$1,000 or less | B = \$1,001-\$2,500 | C = \$2,501-\$5,000 | D = \$5,001-\$15,000 | E = \$15,001-\$50,000 |
| (See Columns B1 and D4) | F = \$50,001-\$100,000 | G = \$100,001-\$1,000,000 | H1 = \$1,000,001-\$5,000,000 | H2 = More than \$5,000,000 | |
| 2. Value Codes: | J = \$15,000 or less | K = \$15,001-\$50,000 | L = \$50,001-\$100,000 | M = \$100,001-\$250,000 | |
| (See Columns C1 and D3) | N = \$250,000-\$500,000 | O = \$500,001-\$1,000,000 | P1 = \$1,000,001-\$5,000,000 | P2 = \$5,000,001-\$25,000,000 | |
| | P3 = \$25,000,001-\$50,000,000 | | P4 = \$More than \$50,000,000 | | |
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	(1)	(2)	(1)	(2)	(1)	If not exempt from disclosure			
	Amount Code 1 (A-H)	Type (e.g. div. rent. or int.)	Value Code 2 (J-P)	Value Method Code 3 (Q-W)	Type (e.g. buy, sell, merger, 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)
127. (S-1) University of SC Univ Revs Ser A 5.5 [REDACTED]	B	Interest	K	T					
128. S-2 IRA [REDACTED]									
129. (S-2) Abbott Laboratories [REDACTED]	A	Dividend	J	T					
130. (S-2) Advent Software Inc. [REDACTED]		None	J	T					
131. (S-2) Agilent Technologies Inc. [REDACTED]		None	J	T	Buy [REDACTED]	3/17	J		
132. [REDACTED]					Sold [REDACTED]	9/28	J	A	
133. (S-2) Alcoa, Inc. [REDACTED]	A	Dividend	J	T					
134. (S-2) Allegheny Technologies Inc. [REDACTED]		None			Sold [REDACTED]	2/16	J	C	
135. (S-2) Amazon Com, Inc. [REDACTED]		Dividend	J	T	Buy [REDACTED]	4/27	J		
136. [REDACTED]					Buy [REDACTED]	4/28	J		
137. (S-2) AmBac Financial Group [REDACTED]	A	Dividend	J	T	Sold [REDACTED]	4/22	J	A	
138. (S-2) AMGEN Inc. [REDACTED]		None	J	T	Sold [REDACTED]	9/13	J		
139. [REDACTED]					Sold [REDACTED]	9/13	J	A	
140. (S-2) American Express [REDACTED]	A	Dividend	J	T					
141. (S-2) American International Group, Inc. [REDACTED]	A	Dividend	J	T					
142. (S-2) Ameriprise Financial Inc. [REDACTED]	A	Dividend	J	T	Spinoff [REDACTED]	10/01	J		See Section VIII (Q)
143. (S-2) Anadarko Petroleum Corp [REDACTED]	A	Dividend	J	T					
144. (S-2) Applied Materials Inc. Delaware [REDACTED]	A	Dividend	J	T	Buy [REDACTED]	2/10	J		

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2. Value Codes:	J = \$15,000 or less	K = \$15,001-\$50,000	L = \$50,001-\$100,000	M = \$100,001-\$250,000	
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	(1)	(2)	(1)	(2)	(1)	If not exempt from disclosure			
	Amount Code 1 (A-H)	Type (e.g. div. rent. or int.)	Value Code 2 (J-P)	Value Method Code 3 (Q-W)	Type (e.g. buy, sell, merger, 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)
145.					Buy	3/24	J		
146. (S-2) Autodesk			J	T					
147. (S-2) Baker Hughes	A	Dividend	J	T	Buy	2/09	J		
148. (S-2) Bank New York Inc.	A	Dividend			Tender	5/02	J		Sale of RTS on
149.					Sold	7/08	J		
150. (S-2) Bed, Bath & Beyond		None	J	T	Buy	1/18	J		
151. (S-2) Berkshire Hathaway Inc. Class B		None	J	T					
152. (S-2) Biogen Idec Inc.		None	J	T	Buy	3/22	J		
153. (S-2) Boeing Co.	A	Dividend	J	T	Buy	10/05	J		
154. (S-2) Boston Scientific Corp		None	J	T	Buy	4/19	J		
155.					Sold	6/30	J		
156. (S-2) BP PLC SPONS ADR	A	Dividend	J	T					
157. (S-2) Cablevision NY Group CLA		None	J	T					
158. (S-2) Caterpillar Inc.	A	Dividend	J	T	Buy	1/25	J		
159.					Buy	1/26	J		
160.					Sold	1/25	J	A	
161.					Stock Split	7/14			See Section VII (I)
162. (S-2) CCE Spincor Inc		None	J	T	Spinoff	4/25			Spinoff on

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(See Columns B1 and D4)	F = \$50,001-\$100,000	G = \$100,001-\$1,000,000	H1 = \$1,000,001-\$5,000,000	H2 = More than \$5,000,000	
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VII. INVESTMENTS and TRUSTS -- income, value, transactions (includes those of the spouse and dependent children. See pp. 34-57 of filing instructions.)

A. Description of Assets (including trust assets) Place "(X)" after each asset exempt from prior disclosure	B. Income during reporting period		C. Gross value at end of reporting period		D. Transactions during reporting period				
	(1) Amount Code 1 (A -H)	(2) Type (e.g. div. rent. or int.)	(1) Value Code 2 (J-P)	(2) Value Method Code 3 (Q-W)	(1) Type (e.g. buy, sell, merger, redemption)	If not exempt from disclosure			
						(2) Date: Month - Day	(3) Value Code 2 (J-P)	(4) Gain Code 1 (A-H)	(5) Identity of buyer/seller (if private transaction)
163. ****SEE SECTION VIII (N) FOR EXPLANATION****					Spinoff	12/22	J		on [REDACTED]
164.					Cash in Lieu	11/02	J		Cash in lieu of [REDACTED]
165.					Cash in Lieu	12/28	J	A	Cash in Lieu [REDACTED]
166.					Spinoff	12/22			
167.					Cash in Lieu	12/28			Cash in lieu of [REDACTED]
168. (S-2) Chevron Corp [REDACTED]	A	Dividend	J	T	Buy [REDACTED]	1/19	J		
169. (S-2) Chiron Corp Delaware [REDACTED]		None	J	T					
170. (S-2) Chubb Corp. [REDACTED]	A	Dividend	J	T					
171. (S-2) Cisco Systems [REDACTED]		None	J	T	Buy [REDACTED]	3/24	J		
172.					Buy [REDACTED]	10/04	J		
173. (S-2) Clear Channel Communications [REDACTED]	A	Dividend	J	T	Buy [REDACTED]	4/25	J		
174.					Buy [REDACTED]	11/02	J		
175. (S-2) Coca-Cola Co. [REDACTED]	A	Dividend	J	T					
176. (S-2) Comcast Corp CLA [REDACTED]		None	J	T					
177. (S-2) Comcast Corp CLA SPL [REDACTED]		None	J	T					
178. (S-2) Cree Inc. [REDACTED]		None	J	T					
179. (S-2) Dell Inc. [REDACTED]		None	J	T					
180. (S-2) Discovery Holding Co. CL A [REDACTED]		None	J	T	Spin off	7/21			See Scetion VIII [REDACTED]

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2. Value Codes:	J = \$15,000 or less	K = \$15,001-\$50,000	L = \$50,001-\$100,000	M = \$100,001-\$250,000	
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	(1)	(2)	(1)	(2)	(1)	If not exempt from disclosure			
	Amount Code 1 (A -H)	Type (e.g. div. rent: or int.)	Value Code 2 (J-P)	Value Method Code 3 (Q-W)	Type (e.g. buy, sell, merger, 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)
181. (S-2) Dow Chemical	A	Dividend	J	T	Buy	4/18	J		
182. (S-2) Dreyfus Liquid Assets Inc.	A	Dividend	J	T					See Section VIII (B)
183. (S-2) El Du Pont De Nemours & Co	A	Dividend	J	T	Buy	2/10	J		
184.			J	T	Buy	8/05	J		
185. (S-2) Electronic Arts	A	Dividend	J	T	Buy	9/14	J		
186. (S-2) Electronics for Imaging		None			Sold	9/13	J	A	
187. (S-2) Emerson Electric Co.	A	Dividend	J	T					
188. (S-2) Englehard Corp	A	Dividend	J	T	Sold	8/11	J		
189. (S-2) Expedia Inc		None	J	T	Spin off	8/04			See Section VIII (P)
190. (S-2) Exxon Mobile Corp.	A	Dividend	J	T	Sold	9/15	J	A	
191. (S-2) Forest Laboratories Inc.		None	J	T					
192. (S-2) Genentech Inc.		None	J	T	Sold	9/14	J	A	
193. (S-2) General Electric Co.	A	Dividend	J	T					
194. (S-2) Genzyme Corp General Division		None	J	T					
195. (S-2) Gillette Co.	A	Dividend	J	T					See Section VIII (K)
196. (S-2) Glaxosmithkline PLC SP ADR	A	Dividend	J	T					
197. (S-2) Global SanteFe Corp	A	Dividend	J	T					
198. (S-2) Hasbro Inc.	A	Dividend	J	T					

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199. (S-2) Home Depot Inc. [REDACTED]	A	Dividend	J	T					
200. (S-2) Honeywell Intl, Inc [REDACTED]	A	Dividend	J	T					
201. (S-2) Ikon Office Solutions, Inc. [REDACTED]	A	None			Sold [REDACTED]	2/16	J	A	
202. (S-2) Imclone Sys Inc. [REDACTED]		None	J	T	Buy [REDACTED]	5/24	J		
203. (S-2) Interpublic Group of Cos Inc. [REDACTED]	A	Dividend	J	T	Buy [REDACTED]	7/29	J		
204.					Buy [REDACTED]	4/27	J		
205. (S-2) Intel Corp [REDACTED]	A	Dividend	J	T					
206. (S-2) IAC Interactive Corp [REDACTED]		None	J	T	Rev split	8/08	J		220 shares to 110 shares
207. (S-2) International Business Machines Corp [REDACTED]	A	Dividend	J	T	Buy [REDACTED]	2/18	J		
208. (S-2) Interpublic Group of Cos Inc. [REDACTED]			J	T	Buy [REDACTED]	4/27	J		
209.					Buy [REDACTED]	7/29	J		
210. (S-2) JP Morgan Chase & Co. [REDACTED]	A	Dividend	J	T	Sold [REDACTED]	3/23	J	A	
211.					Sold [REDACTED]	3/23	J		
212. (S-2) Johnson & Johnson [REDACTED]	A	Dividend	J	T					
213. (S-2) L3 Communication Holdings Inc. [REDACTED]	A	Dividend	J	T					
214. (S-2) Lehman Brothers Holdings Inc. [REDACTED]	A	Dividend	J	T					
215. (S-2) Liberty Global Inc. Class A [REDACTED]		None	J	T	Merger	6/15			See Sections VIII (C & O)
216. (S-2) Liberty Global Inc. Ser C [REDACTED]			J	T	Spin off	9/07	J		See Section VIII (O)

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	Amount Code 1 (A -H)	Type (e.g. div. rent. or int.)	Value Code 2 (J-P)	Value Method Code 3 (Q-W)	Type (e.g. buy, sell, merger, 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)
217. (S-2) Liberty Media Corp. A [REDACTED]		None	J	T					
218. (S-2) Liberty Media Intl Class A [REDACTED]		None			Merger	6/15			See Section VIII C
219. (S-2) Lucent Technologies Inc. [REDACTED]		None	J	T	Buy [REDACTED]	1/26	J		
220. (S-2) Mattel Inc. DE [REDACTED]	A	Dividend	J	T					
221. (S-2) MBNA Corp [REDACTED]	A	Dividend	J	T	Buy [REDACTED]	3/24	J		
222.					Buy [REDACTED]	3/29	J		
223. (S-2) McKesson Corporation [REDACTED]		None			Sold [REDACTED]	4/15	J	A	
224. (S-2) MGIC Invst Corp WIS [REDACTED]	A	Dividend	J	T			J	A	
225. (S-2) Merrill Lynch & Co. Inc. [REDACTED]	A	Dividend	J	T	Buy [REDACTED]	7/11	J		
226. (S-2) Micron Technology [REDACTED]		None	J	T					
227. (S-2) Microsoft Corp. [REDACTED]	A	Dividend	J	T	Buy [REDACTED]	1/26	J		
228. (S-2) Millennium Pharmaceuticals Inc. [REDACTED]		None	J	T					
229. (S-2) Morgan Stanley [REDACTED]	A	Dividend			Buy [REDACTED]	3/24	J		
230.					Sold [REDACTED]	7/08	J		
231. (S-2) Motorola Inc. DE [REDACTED]	A	Dividend	J	T	Sold [REDACTED]	9/28	J	A	
232. (S-2) Murphy Oil Corp [REDACTED]	A	Dividend	J	T	Stock Split	6/06	J		See Section VIII (D)
233. (S-2) Newmont Mining Corp. [REDACTED]	A	Dividend			Buy [REDACTED]	2/09	J	A	
234.					Sold [REDACTED]	4/25	J		

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

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WILLIAMS, KAREN J

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

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)	(2)	(1)	(2)	(1)	If not exempt from disclosure			
	Amount Code 1 (A-H)	Type (e.g. div. rent. or int.)	Value Code 2 (J-P)	Value Method Code 3 (Q-W)	Type (e.g. buy, sell, merger, 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)
235. (S-2) News Corp Class B New [REDACTED]	A	Dividend	J	T	Buy [REDACTED]	11/18	J		
236. (S-2) Nippon Tel & Tel Spon ADR [REDACTED]		None			Sold [REDACTED]	1/31	J		
237. (S-2) Nokia Copr Sponsored ADR [REDACTED]		None	J	T	Sold [REDACTED]	1/10	J		
238. (S-2) Novartis AG ADR [REDACTED]	A	Dividend	J	T	Buy [REDACTED]	3/09	J		
239.					Buy [REDACTED]	10/06	J		
240. (S-2) Novellus Sys Inc. [REDACTED]		None	J	T	Buy [REDACTED]	10/28	J		
241. (S-2) Pall Corp [REDACTED]	A	Dividend	J	T					
242. (S-2) Pearson PLC Sponsored ADR [REDACTED]	B	Dividend	J	T	Buy [REDACTED]	7/20	J		
243. (S-2) Pepisco Inc. [REDACTED]	A	Dividend	J	T	Sold [REDACTED]	8/02	J	A	
244.					Sold [REDACTED]	9/29	J	A	
245.					Sold [REDACTED]	9/30	J	A	
246. (S-2) Pfizer Inc [REDACTED]	A	Dividend	J	T					
247. (S-2) PMI Group Inc. [REDACTED]	A	Dividend	J	T	Buy [REDACTED]	1/13	J		
248.					Buy [REDACTED]	2/24	J		
249.					Buy [REDACTED]	9/27	J		
250.					Buy [REDACTED]	10/06	J		
251. (S-2) Proctor & Gamble [REDACTED]	A	Dividend	J	T	Merger	10/01	J	A	See Section VIII (K)
252. (S-2) Raytheon Company New [REDACTED]	A	Dividend	J	T					

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(See Columns B1 and D4)	F = \$50,001-\$100,000	G = \$100,001-\$1,000,000	H1 = \$1,000,001-\$5,000,000	H2 = More than \$5,000,000	
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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)	(2)	(1)	(2)	(1)	If not exempt from disclosure			
	Amount Code 1 (A -H)	Type (e.g. div. rent. or int.)	Value Code 2 (J-P)	Value Method Code 3 (Q-W)	Type (e.g. buy, sell, merger, 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)
253. (S-2) Realnetworks Inc. [REDACTED]		None			Sold [REDACTED]	5/13	J		
254. (S-2) Safeway Inc. New [REDACTED]	A	Dividend	J	T	Buy [REDACTED]	2/11	J		
255. (S-2) Sandisk Corp [REDACTED]		None	J	T					
256. (S-2) SBC Communications Inc. [REDACTED]	A	Dividend	J	T	Sold [REDACTED]	10/20	J		
257. (S-2) Smurfit Stone Container Corp [REDACTED]		None	J	T	Buy [REDACTED]	9/20	J		
258.					Buy [REDACTED]	10/07	J		
259. (S-2) Solelectron Corp [REDACTED]		None			Sold [REDACTED]	11/04	J		
260. (S-2) Southwest Airlines Co. [REDACTED]	A	Dividend	J	T	Buy [REDACTED]	2/11	J		
261.					Buy [REDACTED]	11/08	J		
262. (S-2) State Street Corp [REDACTED]	A	Dividend	J	T					
263. (S-2) Sungard Data Systems Inc [REDACTED]		None			Sold [REDACTED]	4/27	J	A	
264.					Sold [REDACTED]	4/27	J	A	
265. (S-2) Taiwan Semiconductor Mfg Co. LTD ADR [REDACTED]	A	Dividend	J	T	Dividend [REDACTED]	7/14	J	A	See Section VIII (E)
266.					Cash in lieu [REDACTED]	7/14	J		Cash in lieu [REDACTED]
267. (S-2) Texas Instruments Inc. [REDACTED]	A	Dividend	J	T	Sold [REDACTED]	9/12	J	A	
268.					Sold [REDACTED]	9/29	J	A	
269. (S-2) 3 Com Corp [REDACTED]		None			Sold [REDACTED]	1/13	J		
270. (S-2) Time Warner [REDACTED]	A	Dividend	J	T					

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(See Columns B1 and D4)	F = \$50,001-\$100,000	G = \$100,001-\$1,000,000	H1 = \$1,000,001-\$5,000,000	H2 = More than \$5,000,000	
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(See Columns C1 and D3)	N = \$250,000-\$500,000	O = \$500,001-\$1,000,000	P1 = \$1,000,001-\$5,000,000	P2 = \$5,000,001-\$25,000,000	
	P3 = \$25,000,001-\$50,000,000		P4 = \$More than \$50,000,000		
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VII. INVESTMENTS and TRUSTS -- income, value, transactions (includes those of the spouse and dependent children. See pp. 34-57 of filing instructions.)

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)	(2)	(1)	(2)	(1)	If not exempt from disclosure			
	Amount Code 1 (A -H)	Type (e.g. div. rent. or int.)	Value Code 2 (J-P)	Value Method Code 3 (Q-W)	Type (e.g. buy, sell, merger, 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. (S-2) Tyco Intl Ltd New [REDACTED]	A	Dividend	J	T					
272. (S-2) Unilever PLC SPONS ADR New [REDACTED]	A	Dividend	J	T	Buy [REDACTED]	4/26	J		
273.			J	T	Buy [REDACTED]	8/05	J		
274. (S-2) United Health Group Inc. [REDACTED]	A	Dividend	J	T	Stock Split	5/31			Stock Split on [REDACTED]
275. (S-2) Verizon Communications [REDACTED]	A	Dividend	J	T	Buy [REDACTED]	5/05	J		
276. (S-2) Vodafone [REDACTED]	A	Interest/Div	J	T					
277. (S-2) Walmart Stores, Inc. [REDACTED]		None	J	T	Buy [REDACTED]	10/04	J		
278.					Buy [REDACTED]	10/06	J		
279.					Buy [REDACTED]	10/19	J		
280. (S-2) Walt Disney Co. [REDACTED]	A	Dividend	J	T					
281. (S-2) Weatherford International LTD New [REDACTED] (Bermuda)		None	J	T	Stocksplit	12/01			Split on [REDACTED]
282. (S-2) Weyerhaeuser Co. [REDACTED]	A	Dividend	J	T	Buy [REDACTED]	11/07	J		
283. (S-2) Williams Cos Inc. [REDACTED]	A	Dividend	J	T	Sold [REDACTED]	3/16	J	A	
284. (S-2) Wyeth [REDACTED]	A	Dividend	J	T					
285. (S-2) Wm Wrigley Jr. Co. [REDACTED]	A	Dividend	J	T					
286. (S-2) Yahoo Inc [REDACTED]	A	None	J	T	Buy [REDACTED]	9/13	J		
287. S-3 [REDACTED]									
288. (S-3) Citibank NA Bank Deposit Program	A	Interest	J	T					

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2. Value Codes:	J = \$15,000 or less	K = \$15,001-\$50,000	L = \$50,001-\$100,000	M = \$100,001-\$250,000	
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	(1)	(2)	(1)	(2)	(1)	If not exempt from disclosure			
	Amount Code 1 (A -H)	Type (e.g. div. rent. or int.)	Value Code 2 (J-P)	Value Method Code 3 (Q-W)	Type (e.g. buy, sell, merger, 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)
289. (S-3) Duke Energy Corp [REDACTED]	C	Dividend	L	T					
290. (S-3) Featherlite, Inc [REDACTED]		None	J	T	Stock Split	5/05	J		
291. (S-3) RCG Companies [REDACTED]		None	J	T	Rev Split	7/07	J		See Section VIII (F)
292. (S-3) SCBT Financial Corp dividends B [REDACTED]	B	Dividend	M	T					
293. ACCOUNT T-2 (IRA) [REDACTED]									
294. (T-2) American Capitol Income Builder	A	Dividend	K		Buy	2/03			
295. (T-2) American Investment Co of America	A	Dividend	K		Buy	1/26			
296. (T-2) American Mutual Fund Class A	A	Dividend	K		Buy	1/26			
297. (T-2) American New Perspective Class A	A	Dividend	K		Buy	1/28			
298. (T-2) Amgen [REDACTED]		None			Sold [REDACTED]	1/26	K		
299. (T-2) Birmingham Steel [REDACTED]		None	*	T					* See Section VIII (G)
300. (T-2) CISCO Sys [REDACTED]		None			Sold [REDACTED]	1/26	J		
301. (T-2) Featherlite Inc. [REDACTED]		None	J	T	Stock Split	5/05			
302. (T-2) Honeywell [REDACTED]		None			Sold [REDACTED]	1/27	J		
303. (T-2) International Paper [REDACTED]		None			Sold [REDACTED]	1/27	K		
304. (T-2) Merrill Lynch [REDACTED]		None			Sold [REDACTED]	1/26	K		
305. (T-2) Nokia [REDACTED]		None			Sold [REDACTED]	1/27	J		
306. (T-2) Revlon Consumer Prod Corp 8.625 [REDACTED]	B	Interest	J	T					

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	(1)	(2)	(1)	(2)	(1)	If not exempt from disclosure			
	Amount Code I (A -H)	Type (e.g. div. rent. or int.)	Value Code 2 (J-P)	Value Method Code 3 (Q-W)	Type (e.g. buy, sell, merger, redemption)	(2) Date: Month - Day	(3) Value Code 2 (J-P)	(4) Gain Code 1 (A-H)	(5) Identity of buyer/seller (if private transaction)
307. (T-2) Prime Fund Cap Reserves Class	A	Div/Interest	J	T					
308. (T-2) Time Warner		None			Sold	1/27	J		
309. (T-2) TYCO	A	Dividend			Sold	1/27	J		
310. (T-2) Verizon Communications	A	Dividend	J	T					
311. (T-2) Vodafone	A	Dividend	J	T					
312. ACCOUNT-									
313. (C-1) Amcap Fund Class A	A	Div/Reinvst	K	T					buy
314. (C-1) Citibank NA Bank Deposit Program	A	Interest	J	T					
315. (C-1) Investment Company of America Fd Class A	A	Div/Reinvst	K	T					
316. (C-1) New Perspective Fund Class A	A	Div/Reinvst	J	T					
317. (C-1) Smallcap World Fund Class A	A	Div/Reinvst	K	T					
318. (C-1) South Carolina Bank & Trust Savings	A	Interest	K	T					
319. ACCOUNT									
320. (C-2) AMCAP Fund Class A	A	Div/Reinvst	K	T					
321. (C-2) Citibank NA Bank Deposit Program	A	Interest	J	T					
322. (C-2) Investment Company of America Fd Class A	B	Div/Reinvst	K	T					
323. (C-2) New Perspective Fund Class A	A	Div/Reinvst	J	T					
324. (C-2) Smallcap World Fund Class A	A	Div/Reinvst	K	T					

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	(1)	(2)	(1)	(2)	(1)	If not exempt from disclosure			
	Amount Code 1 (A-H)	Type (e.g. div. rent. or int.)	Value Code 2 (J-P)	Value Method Code 3 (Q-W)	Type (e.g. buy, sell, merger, 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)
325. (C-2) [REDACTED] South Carolina Bank & Trust Savings	A	Interest	J	T					
326. ACCOUNT S-4 [REDACTED]									
327. (S-4) CB&T Cust Simple IRA American Funds	D	Dividends	M	T					
328. ACCOUNT S-5 [REDACTED]									
329. (S-5) Abbott Laboratories [REDACTED]	B	Dividend	K	T					
330. (S-5) American Express Co. [REDACTED]	A	Dividend	L	T					
331. (S-5) Ameriprise Finl Inc. Com [REDACTED]	A	Dividend	J	T	Spin off [REDACTED]	10/01	J		See Section VIII (Q)
332. (S-5) Arthur J. Gallagher & Co. [REDACTED]	B	Dividend	L	T	Buy [REDACTED]	4/26	J		
333. [REDACTED]					Buy [REDACTED]	4/26	J		
334. (S-5) Astrazeneca PLC Spon ADR [REDACTED]	A	Dividend	K	T					
335. (S-5) Automatic Data Processing Inc [REDACTED]	A	Dividend	L	T					
336. (S-5) Bank of America Corp. [REDACTED]	C	Dividend	L	T					
337. (S-5) Bristol Myers Squibb [REDACTED]	A	Dividend	K	T					
338. (S-5) Cendent Corp [REDACTED]	A	Dividend	K	T	Buy [REDACTED]	4/26	K		
339. [REDACTED]					Buy [REDACTED]	6/22	K		
340. (S-5) Chevron Corp New [REDACTED]	B	Dividend	L	T					
341. (S-5) Cisco Sys Inc [REDACTED]			K	T	Buy [REDACTED]	8/19	L		
342. (S-5) Cit Group New Com [REDACTED]	A	Dividend	K	T					

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2. Value Codes:	J = \$15,000 or less	K = \$15,001-\$50,000	L = \$50,001-\$100,000	M = \$100,001-\$250,000	
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	(1)	(2)	(1)	(2)	(1)	If not exempt from disclosure			
	Amount Code 1 (A -H)	Type (e.g. div. rent. or int.)	Value Code 2 (J-P)	Value Method Code 3 (Q-W)	Type (e.g. buy, sell, merger, 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)
343. (S-5) Citigroup Inc. [REDACTED]	B	Dividend	L	T					
344. (S-5) Discovery Holding Co. CLA [REDACTED]		None	J	T					See Section VIII (J)
345. (S-5) Exxon Mobil Corp [REDACTED]	B	Dividend	L	T					
346. (S-5) General Electric NFS [REDACTED]	A	Dividend	J	T					
347. (S-5) Hospira Inc. [REDACTED]		None	J	T					
348. (S-5) Johnson & Johnson [REDACTED]	B	Dividend	L	T					
349. (S-5) KOS Pharmaceuticals Inc. [REDACTED]		None	L	T					
350. (S-5)Liberty Media Corp New Com Ser A [REDACTED]		None	K	T	Buy [REDACTED]	4/26	J		
351. (S-5) Liberty Global Inc. Ser A [REDACTED]		None	J	T	Spin off	7/21	J		See Section VIII (C & O)
352. (S-5) Liberty Global Inc. Com Ser C [REDACTED]		None	J	T	Spin off	7/21	J		
353. (S-5) Lilly Eli & Co. [REDACTED]	A	Dividend	K	T	Buy [REDACTED]	6/22	K		
354. (S-5) Merck Co. Inc.	A	Dividend				1/03	J		See Section VIII (M)
355.						12/14	J		
356. (S-5) Moodys Corp [REDACTED]	A	Dividend	M	T	Stock split	5/19	J		Stock split 2:1
357. (S-5) Nextel Comm Inc Cl A [REDACTED]	A	Dividend	L	T	Merger	8/17	K	B	See Section VIII (H)
358. (S-5) Novo Nordisk A/S ADR [REDACTED]			L	T	Buy [REDACTED]	8/19	J		
359.					Buy [REDACTED]	8/19	K		
360. (S-5)Plum Creek Timber Co. Inc [REDACTED]		None	K	T					

1. Income/Gain Codes:	A = \$1,000 or less	B = \$1,001-\$2,500	C = \$2,501-\$5,000	D = \$5,001-\$15,000	E = \$15,001-\$50,000
(See Columns B1 and D4)	F = \$50,001-\$100,000	G = \$100,001-\$1,000,000	H1 = \$1,000,001-\$5,000,000	H2 = More than \$5,000,000	
2. Value Codes:	J = \$15,000 or less	K = \$15,001-\$50,000	L = \$50,001-\$100,000	M = \$100,001-\$250,000	
(See Columns C1 and D3)	N = \$250,000-\$500,000	O = \$500,001-\$1,000,000	P1 = \$1,000,001-\$5,000,000	P2 = \$5,000,001-\$25,000,000	
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Name of Person Reporting
WILLIAMS, KAREN J

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

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	(1)	(2)	(1)	(2)	(1)	If not exempt from disclosure			
	Amount Code 1 (A -H)	Type (e.g. div. rent. or int.)	Value Code 2 (J-P)	Value Method Code 3 (Q-W)	Type (e.g. buy, sell, merger, 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)
361. (S-5) Prudential Fin Inc. [REDACTED]	A	Dividend	L	T					
362. (S-5) Sara Lee Corp [REDACTED]	B	Dividend	K	T					
363. (S-5) SLM Corp Com [REDACTED]	B	Dividend	L	T					
364. (S-5) State Street Corp [REDACTED]	A	Dividend	L	T					
365. (S-5) T Rowe Price Group Inc [REDACTED]	B	Dividend	L	T					
366. (S-5) Treas Fund - Cap Reserves	A	Dividend	K	T					
367. (S-5) Universal Health Rlty Income TR SBI [REDACTED]	B	Dividend	K	T					
368. (S-5) Vodafone Group PLC New Spons [REDACTED]	A	Dividend	K	T	Buy [REDACTED]	4/26	J		
369.					Buy [REDACTED]	6/22	K		
370. (S-5) York County Sch Dist No. 4 [REDACTED] 5.7	B	Interest	K	T					
371. ACCOUNT S-6 [REDACTED]									
372. S-6 Abbott Laboratories [REDACTED]	A	Dividend	J	T	Buy [REDACTED]	10/21	J		
373. (S-6) Advent Software Inc. [REDACTED]		None	J	T					
374. (S-6) Agilent Technologies Inc. [REDACTED]		None	J	T	Buy [REDACTED]	3/17	J		
375. (S-6) Albertsons Inc Delaware [REDACTED]		None	J	T	Buy [REDACTED]	12/28	J		
376. (S-6) Alcoa Inc [REDACTED]	A	Dividend	J	T	Buy [REDACTED]	5/18	J		
377.					Buy [REDACTED]	10/06	J		
378.					Buy [REDACTED]	10/07	J		

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379. (S-6) Allegheny Technologies [REDACTED]					Sold [REDACTED]	2/16	J	B	
380. (S-6) Amazon Com Inc. [REDACTED]		None	J	T	Buy [REDACTED]	4/27	J		
381.					Buy [REDACTED]	4/28	J		
382. (S-6) Ambac Finl Group Inc. [REDACTED]	A	Dividend	J	T	Sold [REDACTED]	4/22	J	A	
383. (S-6) American Express Co. [REDACTED]	A	Dividend	J	T					
384. (S-6) American Intl Group Inc. [REDACTED]	A	Dividend	K	T	Buy [REDACTED]	3/02	J		
385. (S-6) Ameriprise Financial Inc [REDACTED]	A	Dividend	J	T	Spin off [REDACTED]	9/03	J		See Section VIII (Q)
386. (S-6) Amgen [REDACTED]		None	K	T	Buy [REDACTED]	2/24	J		
387.					Sold [REDACTED]	9/13	J	B	
388. (S-6) Anadarko Petroleum Corp [REDACTED]	A	Dividend	K	T	Buy [REDACTED]	10/14	J		
389. (S-6) Applied Materials Inc. Delaware [REDACTED]	A	Dividend	J	T	Buy [REDACTED]	2/10	J		
390.					Buy [REDACTED]	3/24	J		
391. (S-6) Autodesk Inc. [REDACTED]	A	Dividend	J	T					
392. (S-6) Baker Hughes [REDACTED]	A	Dividend	J	T	Buy [REDACTED]	2/10	J		
393.					Buy [REDACTED]	5/26	J		
394. (S-6) Bank New York, Inc [REDACTED]	A	Dividend			Tender	4/22	J		Sale of RTS on [REDACTED]
395.					Sold [REDACTED]	7/08	J		
396. (S-6) Bed, Bath & Beyond [REDACTED]		None	J	T	Buy [REDACTED]	1/18	J		

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	(1)	(2)	(1)	(2)	(1)	If not exempt from disclosure			
	Amount Code 1 (A -H)	Type (e.g. div. rent. or int.)	Value Code 2 (J-P)	Value Method Code 3 (Q-W)	Type (e.g. buy, sell, merger, 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)
397.					Buy	3/18	J		
398.					Buy	12/22	J		
399. (S-6) Berkshire Hathaway Inc. Class B		None	J	T					
400. (S-6) Biogen Idec Inc.		None	K	T	Buy	3/17	J		
401.					Buy	3/22	J		
402.					Buy	6/28	J		
403. (S-6) Boeing Co.	A	Dividend	J	T	Buy	10/05	J		
404. (S-6) Boston Scientific Corp		None			Buy	4/19	J		
405.					Sold	6/30	J		
406. (S-6) BP PLC Spons ADR	A	Dividend	J	T	Buy	11/02	J		
407. (S-6) Cablevision NY group CLA		None	J	T					
408. (S-6) Caterpillar Inc.	A	Dividend	J	T	Buy	1/25	J		
409.					Buy	1/26	J		
410.					Stock Split	7/14			See Section VIII (I)
411. (S-6) CCE Spino Inc.		None	J	T	Spin off	12/22			Spinoff on
412. *****SEE SECTION VIII (N) FOR EXPLANATION*****					Cash in lieu	12/28	J		Cash in lieu of
413. (S-6) Charming Shoppes Inc		None	J	T					
414. (S-6) Chevron Corp	A	Dividend	J	T	Buy	1/19	J		

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

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	(1)	(2)	(1)	(2)	(1)	If not exempt from disclosure			
	Amount Code 1 (A -H)	Type (e.g. div. rent. or int.)	Value Code 2 (J-P)	Value Method Code 3 (Q-W)	Type (e.g. buy, sell, merger, 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)
415. (S-6) Chiron Corp Delaware [REDACTED]		None	J	T	Buy [REDACTED]	5/27	J		
416. (S-6) Cisco Sys Inc. [REDACTED]		None	K	T	Buy [REDACTED]	3/24	J		
417.					Buy [REDACTED]	8/26	J		
418.					Buy [REDACTED]	10/04	J		
419.					Buy [REDACTED]	10/20	J		
420.					Buy [REDACTED]	12/08	J		
421. (S-6) Chubb Corp. [REDACTED]	A	Dividend	J	T					
422. (S-6) Clear Channel Communications [REDACTED]		None	J	T	Buy [REDACTED]	4/05	J		
423.					Buy [REDACTED]	6/07	J		
424.					Buy [REDACTED]	11/02	J		
425. (S-6) Coca Cola Co. [REDACTED]	A	Dividend	J	T	Buy [REDACTED]	6/29	J		
426. (S-6) Comcast Corp CL A SPL [REDACTED]		None	K	T	Buy [REDACTED]	4/27	J		
427.					Buy [REDACTED]	7/21	J		
428. (S-6) Cree Inc. [REDACTED]		None	J	T	Buy [REDACTED]	1/25	J		
429. (S-6) Dell Inc. [REDACTED]		None	J	T	Buy [REDACTED]	5/09	J		
430.			J	T	Buy [REDACTED]	9/07	J		
431. (S-6) Discovery Holding Co. CL. A [REDACTED]		None	J	T	Spin off [REDACTED]	7/21	J		See Section VIII (J)
432. (S-6) Dow Chemical Co. [REDACTED]	A	Dividend	J	T	Buy [REDACTED]	4/18	J		

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	Amount Code 1 (A-H)	Type (e.g. div. rent. or int.)	Value Code 2 (J-P)	Value Method Code 3 (Q-W)	Type (e.g. buy, sell, merger, 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)
433.					Buy	7/06	J		
434. (S-6) EI Du Pont De Nemours & Co.	A	Dividend	J	T	Buy	2/17	J		
435.					Buy	7/07	J		
436.					Buy	9/07	J		
437. (S-6) Electronic Arts		None	J	T	Buy	9/09	J		
438. (S-6) Electronics for Imaging		None			Sold	9/13	J	A	
439. (S-6) Eli Lilly & Co	A	Dividend	J	T	Buy	10/06	J		
440.					Buy	10/31	J		
441. (S-6) Emerson Electric Co.	A	Dividend	J	T	Buy	2/24	J		
442. (S-6) Engelhard Corp	A	Dividend	J	T					
443. (S-6) Expedia Inc.		None	J	T	Buy	2/09	J		See Section VIII (P)
444. (S-6) Exxon Mobile Corp.	A	Dividend	J	T	Sold	9/15	J	A	
445. (S-6) Forest Laboratories Inc.		None	J	T	Buy	2/10	J		
446.					Buy	4/06	J		
447. (S-6) General Electric Co.	A	Dividend	J	T	Buy	6/24	J		
448.					Buy	1/26	J		
449. (S-6) Genetech Inc.		None	J	T	Buy	2/08	J		
450.					Sold	9/14	J	A	

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451. (S-6) Genzyme Corp General Division [REDACTED]		None	K	T	Buy [REDACTED]	4/04	J		
452. (S-6) Gillette Co. [REDACTED]	A	Dividend			Merger-[REDACTED]	10/01			See Section VIII (K)
453. (S-6) Glaxosmithkline PLC SP ADR [REDACTED]	A	Dividend	J	T	Buy [REDACTED]	1/31	J		
454.					Buy [REDACTED]	8/23	J		
455. (S-6) Global SantaFe Corp. [REDACTED]	A	Dividend	J	T					
456. (S-6) Hasbro Inc. [REDACTED]	A	Dividend	J	T	Buy [REDACTED]	6/03	J		
457.					Buy [REDACTED]	12/19	J		
458. (S-6) Home Depot Inc. [REDACTED]	A	Dividend	K	T	Buy [REDACTED]	4/25	J		
459.					Buy [REDACTED]	5/06	J		
460.					Buy [REDACTED]	10/06	J		
461. (S-6) Honeywell Intl Inc. [REDACTED]	A	Dividend	J	T	Buy [REDACTED]	11/03	J		
462. (S-6) IAC Interactive Corp New [REDACTED]		None	J	T	Buy [REDACTED]	2/09	J		
463.					Rev Split	8/08			Reverse split [REDACTED]
464. (S-6) Ikon Office Solutions Inc. [REDACTED]	A	Dividend			Sold [REDACTED]	11/17	J	A	
465. (S-6) Imclone Sys Inc. [REDACTED]		None	J	T	Buy [REDACTED]	5/24	J		
466.					Buy [REDACTED]	7/27	J		
467. (S-6) Intel Corp. [REDACTED]	A	Dividend	K	T					
468. (S-6) International Business Machines Corp [REDACTED]	A	Dividend	J	T	Buy [REDACTED]	2/18	J		

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469. (S-6) Interpublic group of Cos Inc. [REDACTED]		None	J	T	Buy [REDACTED]	4/06	J		
470.					Buy [REDACTED]	6/29	J		
471.					Buy [REDACTED]	7/27	J		
472.					Buy [REDACTED]	9/26	J		
473.					Buy [REDACTED]	12/01	J		
474. (S-6) JP Morgan Chase & Co [REDACTED]	A	Dividend	J	T	Buy [REDACTED]	1/20	J		
475.					Sold [REDACTED]	3/24	J	A	
476.					Buy [REDACTED]	9/07	J		
477.					Buy [REDACTED]	9/12	J		
478. (S-6) Johnson & Johnson [REDACTED]	A	Dividend	K	T	Buy [REDACTED]	8/15	J		
479. (S-6) Kraft Foods Inc. Class A [REDACTED]	A	Dividend	J	T	Buy [REDACTED]	8/30	J		
480.					Buy [REDACTED]	10/06	J		
481. (S-6) L 3 Communications Hldgs Inc [REDACTED]	A	Dividend	J	T					
482. (S-6) Lear Corp [REDACTED]	A	Dividend	J	T	Buy [REDACTED]	10/06	J		
483.					Buy [REDACTED]	11/02	J		
484. (S-6) Lehman Brothers Holdings Inc. [REDACTED]	A	Dividend	K	T	Buy [REDACTED]	5/11	J		
485. (S-6) Liberty Global Inc. Ser C [REDACTED]		None	J	T	Spin off [REDACTED]	9/07	J		See Section VIII (O)
486. (S-6) Liberty Media Corp A [REDACTED]		None	J	T					

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

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

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)	(2)	(1)	(2)	(1)	If not exempt from disclosure			
	Amount Code 1 (A -H)	Type (e.g. div. rent. or int.)	Value Code 2 (J-P)	Value Method Code 3 (Q-W)	Type (e.g. buy, sell, merger, 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)
487. (S-6) Liberty Global Intl Inc. Class A [REDACTED]		None			Merger	6/15			See Section VIII C
488. (S-6) Lucent Technologies Inc. [REDACTED]		None	J	T	Buy [REDACTED]	1/26	J		
489. (S-6) Mattel Inc. DE [REDACTED]	A	Dividend	J	T					
490. (S-6) MBNA Corp [REDACTED]	A	Dividend	J	T	Buy [REDACTED]	2/16	J		
491.					Buy [REDACTED]	3/24	J		
492.					Buy [REDACTED]	3/30	J		
493.					Buy [REDACTED]	5/09	J		
494. (S-6) McDonalds [REDACTED]	A	Dividend	J	T	Buy [REDACTED]	5/09	J		
495. (S-6) McKesson Corporation [REDACTED]	A	Dividend			Sold [REDACTED]	4/25	J	A	
496. (S-6) Merrill Lynch & Co. [REDACTED]	A	Dividend	K	T	Buy [REDACTED]	5/05	J		
497.					Buy [REDACTED]	7/11	J		
498.					Buy [REDACTED]	9/12	J		
499. (S-6) Micromuse Inc. [REDACTED]		None	J	T	Sold [REDACTED]	7/14	J	A	
500.					Sold [REDACTED]	7/18	J	A	
501. (S-6) Micron Technology, Inc. [REDACTED]		None	J	T	Buy [REDACTED]	4/04	J		
502. (S-6) Microsoft Corp [REDACTED]	A	Dividend	K	T	Buy [REDACTED]	2/28	J		
503. (S-6) Millennium Pharmaceuticals Inc. [REDACTED]		None	J	T	Buy [REDACTED]	11/23	J		
504. (S-6) MGIC Invst Corp Wis [REDACTED]	A	Dividend	J	T					

1. Income/Gain Codes:	A = \$1,000 or less	B = \$1,001-\$2,500	C = \$2,501-\$5,000	D = \$5,001-\$15,000	E = \$15,001-\$50,000
(See Columns B1 and D4)	F = \$50,001-\$100,000	G = \$100,001-\$1,000,000	H1 = \$1,000,001-\$5,000,000	H2 = More than \$5,000,000	
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	P3 = \$25,000,001-\$50,000,000		P4 = \$More than \$50,000,000		
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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, merger, redemption)	If not exempt from disclosure			
						(2) Date: Month - Day	(3) Value Code 2 (J-P)	(4) Gain Code 1 (A-H)	(5) Identity of buyer/seller (if private transaction)
505. (S-6) Molson Coors Brewing Co CL B [REDACTED]	A	Dividend	J	T	Buy [REDACTED]	10/21	J		
506. (S-6) Morgan Stanley [REDACTED]	A	Dividend			Buy [REDACTED]	3/24	J		
507.					Sold [REDACTED]	7/08	J	A	
508. (S-6) Motorola Inc. DE [REDACTED]	A	Dividend	J	T					
509. (S-6) Murphy Oil Corp [REDACTED]	A	Dividend	J	T	Stock Split	6/06			Stock split on [REDACTED]
510.					Buy [REDACTED]	10/12	J		
511. (S-6) Newmont Mining Corp [REDACTED]	A	Dividend			Buy [REDACTED]	2/09	J		
512.					Sold [REDACTED]	7/18	J		
513. (S-6) News Corp Class B New [REDACTED]	A	Dividend	J	T	Buy [REDACTED]	5/11	J		
514.					Buy [REDACTED]	11/18	J		
515. (S-6) Nippon Tel & Tel Spon ADR [REDACTED]	A	Dividend			Sold [REDACTED]	1/31	J		
516. (S-6) Nokia Corp Sponsored ADR [REDACTED]	A	Dividend	J	T	Sold [REDACTED]	1/10	J		
517. (S-6) Novartis AG ADR [REDACTED]		None	J	T	Buy [REDACTED]	3/09	J		
518.					Buy [REDACTED]	3/30	J		
519.					Buy [REDACTED]	10/06	J		
520.					Buy [REDACTED]	12/15	J		
521. (S-6) Novellus Sys Inc. [REDACTED]	A	Dividend	J	T	Buy [REDACTED]	10/06	J		
522.					Buy [REDACTED]	10/20	J		

1. Income/Gain Codes:	A = \$1,000 or less	B = \$1,001-\$2,500	C = \$2,501-\$5,000	D = \$5,001-\$15,000	E = \$15,001-\$50,000
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2. Value Codes:	J = \$15,000 or less	K = \$15,001-\$50,000	L = \$50,001-\$100,000	M = \$100,001-\$250,000	
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VII. INVESTMENTS and TRUSTS -- income, value, transactions (includes those of the spouse and dependent children. See pp. 34-57 of filing instructions.)

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)	(2)	(1)	(2)	(1)	If not exempt from disclosure			
	Amount Code 1 (A-H)	Type (e.g. div. rent. or int.)	Value Code 2 (J-P)	Value Method Code 3 (Q-W)	Type (e.g. buy, sell, merger, 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)
523. (S-6) PMI Group Inc. [REDACTED]	A	Dividend	J	T	Buy [REDACTED]	1/13	J		
524.					Buy [REDACTED]	2/24	J		
525.					Buy [REDACTED]	9/14	J		
526. (S-6) Pall Corp [REDACTED]	A	Dividend	J	T	Buy [REDACTED]	2/17	J		
527. (S-6) Pearson PLC Sponsored ADR [REDACTED]	A	Dividend	J	T	Buy [REDACTED]	4/06	J		
528.					Buy [REDACTED]	7/20	J		
529. (S-6) PepsiCo Inc. [REDACTED]	A	Dividend	J	T	Buy [REDACTED]	2/16	J		
530.					Sold [REDACTED]	9/29	J	A	
531.					Sold [REDACTED]	9/30	J	A	
532. (S-6) Pfizer Inc [REDACTED]	A	Dividend	K	T	Buy [REDACTED]	7/08	J		
533. (S-6) Proctor & Gamble Co [REDACTED]	A	Dividend	J	T	Merger [REDACTED]	10/01		A	See Section VIII (K)
534. (S-6) Raytheon Company New [REDACTED]	A	Dividend	J	T					
535. (S-6) Realnetworks Inc. [REDACTED]		None			Sold [REDACTED]	7/19	J		
536. (S-6) Safeway Inc. New [REDACTED]	A	Dividend	J	T	Buy [REDACTED]	2/15	J		
537.					Buy [REDACTED]	4/06	J		
538. (S-6) Sandisk Corp. [REDACTED]		None	K	T	Buy [REDACTED]	6/07	J		
539. (S-6) SBC Communications Inc. [REDACTED]	A	Dividend			Sold [REDACTED]	10/21	J		
540. (S-6) Smurfit Stone Container Corp [REDACTED]		None	J	T	Buy [REDACTED]	9/29	J		

1. Income/Gain Codes:	A = \$1,000 or less	B = \$1,001-\$2,500	C = \$2,501-\$5,000	D = \$5,001-\$15,000	E = \$15,001-\$50,000
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VII. INVESTMENTS and TRUSTS -- income, value, transactions (includes those of the spouse and dependent children. See pp. 34-57 of filing instructions.)

A. Description of Assets (including trust assets) Place "(X)" after each asset exempt from prior disclosure	B. Income during reporting period		C. Gross value at end of reporting period		D. Transactions during reporting period				
	(1) Amount Code 1 (A -H)	(2) Type (e.g. div. rent. or int.)	(1) Value Code 2 (J-P)	(2) Value Method Code 3 (Q-W)	(1) Type (e.g. buy, sell, merger, redemption)	If not exempt from disclosure			
						(2) Date: Month - Day	(3) Value Code 2 (J-P)	(4) Gain Code 1 (A-H)	(5) Identity of buyer/seller (if private transaction)
541. (S-6) Solelectron Corp [REDACTED]		None			Buy [REDACTED]	2/28	J		
542.					Sold [REDACTED]	12/15	J		
543. (S-6) Southwest Airlines Co. [REDACTED]	A	Dividend	J	T	Buy [REDACTED]	2/11	J		
544.					Buy [REDACTED]	6/24	J		
545.					Buy [REDACTED]	10/07	J		
546. (S-6) State Street Corp [REDACTED]	A	Dividend	J	T					
547. (S-6) Sungard Data Systems Inc. [REDACTED]		None			Sold [REDACTED]	4/22	J	A	
548. (S-6) Taiwan Semiconducto Mfg Co. Ltd ADR [REDACTED]	A	Dividend	J	T	Stock Div	7/12	J	A	See Section VIII (L)
549.					Cash in Lieu	7/14			
550. (S-6) Texas Instruments Inc. [REDACTED]	A	Dividend	K	T	Sold [REDACTED]	9/29	J	A	
551. (S-6) Time Warner [REDACTED]	A	Dividend	K	T	Buy [REDACTED]	2/28	J		
552.					Buy [REDACTED]	11/07	J		
553. (S-6) Tyco Intl LTD New [REDACTED]	A	Dividend	K	T	Buy [REDACTED]	3/30	J		
554.					Buy [REDACTED]	4/22	J		
555.					Buy [REDACTED]	4/27	J		
556.					Buy [REDACTED]	5/03	J		
557.					Buy [REDACTED]	6/22	J		
558. (S-6) 3 Com Corp [REDACTED]		None			Sold [REDACTED]	1/13	J		

1. Income/Gain Codes:	A = \$1,000 or less	B = \$1,001-\$2,500	C = \$2,501-\$5,000	D = \$5,001-\$15,000	E = \$15,001-\$50,000
(See Columns B1 and D4)	F = \$50,001-\$100,000	G = \$100,001-\$1,000,000	H1 = \$1,000,001-\$5,000,000	H2 = More than \$5,000,000	
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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, merger, redemption)	If not exempt from disclosure			
						(2) Date: Month - Day	(3) Value Code 2 (J-P)	(4) Gain Code 1 (A-H)	(5) Identity of buyer/seller (if private transaction)
559. (S-6) Unilever PLC SPONS ADR New [REDACTED]	A	Dividend	J	T	Buy [REDACTED]	3/31	J		
560.					Buy [REDACTED]	4/26	J		
561.					Buy [REDACTED]	5/23	J		
562.					Buy [REDACTED]	8/18	J		
563. (S-6) Unisys Corp [REDACTED]		None			Sold [REDACTED]	1/19	J		
564. (S-6) United Health Group Inc. [REDACTED]	A	Dividend	K	T	Stock Split	5/31	J		Stock Split on [REDACTED]
565. (S-6) Verizon Communications [REDACTED]	A	Dividend	J	T	Buy [REDACTED]	5/05	J		
566. (S-6) Viacom Inc. CL B [REDACTED]	A	Dividend			Buy [REDACTED]	5/09	J		
567.					Sold [REDACTED]	7/18	J		
568. (S-6) Vodafone Group PLC SP ADR [REDACTED]	A	Dividend	J	T	Buy [REDACTED]	10/19	J		
569.					Buy [REDACTED]	11/18	J		
570. (S-6) Walt Disney Co. [REDACTED]	A	Dividend	K	T	Buy [REDACTED]	6/01	J		
571.					Buy [REDACTED]	8/31	J		
572. (S-6) Wal-mart Stores Inc. [REDACTED]	A	Dividend	J	T	Buy [REDACTED]	9/08	J		
573.					Buy [REDACTED]	9/09	J		
574.					Buy [REDACTED]	10/06	J		
575.					Buy [REDACTED]	10/19	J		
576. (S-6) Weatherford Intl Ltd New (Bermuda) [REDACTED]		None	J	T	Stock split	12/01	J		Stock split on [REDACTED]

1. Income/Gain Codes:	A = \$1,000 or less	B = \$1,001-\$2,500	C = \$2,501-\$5,000	D = \$5,001-\$15,000	E = \$15,001-\$50,000
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	(1)	(2)	(1)	(2)	(1)	If not exempt from disclosure			
	Amount Code 1 (A -H)	Type (e.g. div. rent. or int.)	Value Code 2 (J-P)	Value Method Code 3 (Q-W)	Type (e.g. buy, sell, merger, 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)
577. (S-6) Weyerhaeuser Co. [REDACTED]	A	Dividend	J	T	Buy [REDACTED]	11/04	J		
578. (S-6) Williams Cos Inc. [REDACTED]	A	Dividend	J	T	Buy [REDACTED]	10/20	J		
579. (S-6) Wm Wrigley Jr. Co. [REDACTED]	A	Dividend	J	T	Buy [REDACTED]	3/11	J		
580. (S-6) Wyeth [REDACTED]	A	Dividend	J	T					
581. (S-6) SB Money Funds Port CL A	C	Dividend	L	T					
582. (S-6) Yahoo Inc. [REDACTED]		None	J	T	Buy [REDACTED]	9/09	J		
583. ACCOUNT S-7 (529)									
584. (S-7) SC Future Scholar 529 Plan C	A	Interest	J	T					
585. (S-7) SC Future Scholar 529 Plan (D)	A	Interest	J	T					
586. (S-7) SC Future Scholar 529 Plan (MC)	B	Interest	K	T					
587. (S-7) SC Future Scholar 529 Plan (ML)	B	Interest	K	T					
588. (S-7) SC Future Scholar 529 Plan (WA)	A	Interest	J	T	Buy	1/11	J		

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2. Value Codes:	J = \$15,000 or less	K = \$15,001-\$50,000	L = \$50,001-\$100,000	M = \$100,001-\$250,000	
(See Columns C1 and D3)	N = \$250,000-\$500,000	O = \$500,001-\$1,000,000	P1 = \$1,000,001-\$5,000,000	P2 = \$5,000,001-\$25,000,000	
	P3 = \$25,000,001-\$50,000,000		P4 = \$More than \$50,000,000		
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VIII. ADDITIONAL INFORMATION OR EXPLANATIONS

(Indicate part of Report.)

A. (VII-36) Some portions of the total of [REDACTED] of farmland benefit from U.S. Department of Agriculture payments for Direct and Counter Cyclical Payments of \$11,926 and CRP payments of \$13,130.

B. (VII-182) Dreyfus Liquid Assets Inc. is a money market fund to hold cash for short term holdings with interest in periodic automatic investments and redemptions in many funds.

C. (VII-215, 218, 351,487) On 6/15/05 "Liberty Media General Intl Inc. Class A" merged into "Liberty Global Inc. Class A". These assets will be shown on the 2006 Report under "Liberty Global Inc. Class A".

D. (VII-232) The stock split of [REDACTED] brought the total holdings of Murphy Oil Corp to [REDACTED]

E. (VII-265) A dividend of [REDACTED] previously owned and cash in lieu was given on 7/12/05, bringing the total holdings of Tawian Semiconductor to [REDACTED]

F. (VII-291) The name "RGC Companies" listed on the 2004 Report changed on 6/09/05 to "One Travel Holdings". This asset will be shown on the 2006 Report as "One Travel Holdings". Also, there was a reverse split in the stock on 7/07/05 to [REDACTED]

G. (VII- 299) Birmingham Steel. The report for this asset stated that the gross value, C (1) was "not available".

H. (VII-357) On 8/17/05 "Nextel Comm Inc. Cl A" merged with "Sprint" to form "Sprint Nextel Corp Fons Shs." This asset will be shown on the 2006 Report as "Sprint Nextel Corp Fons Shs." The merger resulted in an exchange of [REDACTED] of Nextel Comm Inc. for [REDACTED] of Sprint Nextel Corp and cash in lieu.

I. (VII-410) Caterpillar Inc. On 7/14/05 a stock split on the [REDACTED] in Caterpillar brought the holdings to [REDACTED]. (VII-161) On 7/14/05 a stock split on [REDACTED] in Caterpillar brought the holdings to [REDACTED]

J. (VII-180, 345, 433) Discovery Holding Co. CL A These shares were a spin off from Liberty Media Intl Inc. Corp Class A on 7/21/05.

K. Proctor & Gamble merged with Gillette Co. on 10/01/05. As a result of the merger there was a negative stock split that left fewer shares and paid some small cash in lieu. The asset listed as (VII-195) Gillette Co. [REDACTED] merged to become (VII-251) Proctor & Gamble [REDACTED] The asset listed as (VII-452) Gillette Co. [REDACTED] merged to become (VII-533) Proctor & Gamble [REDACTED] These assets will be listed as Proctor & Gamble [REDACTED] respectively on the 2006 Report.

L. (VII-548) On 7/12/05 Tiawan Semiconductor declared a stock dividend of [REDACTED] previously owned and cash in lieu for a new total of [REDACTED]

M. (VII- 354) All Merck stock was sold on 12/14/04, but a late dividend was paid on 1/03/05.

N. (VII- 161, 412) CCE Spinco Inc., These shares were a spin off from Clear Channel Communications on 12/22/05.

O. (VII- 351,215) Liberty Global Inc. Class A and (VII-216,485) Liberty Global Inc. Ser C. The shares of these assets were a spin off from Liberty Media Corp on 5/11/05.

P. (VII- 189 & 443) Expedia Inc. These shares were a spin off from IAC/Interactive Corp on 8/04/05. In (VII-190) a spin off of [REDACTED] and in (VII-445) a spin off of [REDACTED]

Q. (VII -142, 331, 385) Ameriprise Financial, Inc. These shares were a spin off from Amercian Express on 10/01/05.

FINANCIAL DISCLOSURE REPORT

Name of Person Reporting

WILLIAMS, KAREN J

Date of Report

6/12/2006

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. § 501 et. seq., 5 U.S.C. § 7353, and Judicial Conference regulations.

Signature

Date

June 12, 2006

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