

FINANCIAL DISCLOSURE REPORT

FOR CALENDAR YEAR 2004

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 United States District Court Eastern District of Virginia, Richmond Division		3. Date of Report 08/12/05
4. Title (Article III judges indicate active or senior status; magistrate judges indicate full- or part-time) Article III Judge - Active		5. Report Type (check appropriate type) ____ Nomination, Date _____ ____ Initial ☒ Annual ____ Final		6. Reporting Period 01/01/04 to 12/31/04
7. Chambers or Office Address 1000 E. Main Street, Suite 345 Richmond, Virginia 23219		8. On the basis of the information contained in this Report and any modifications pertaining thereto, it is, in my opinion, in compliance with applicable laws and regulations. Reviewing Officer _____ Date _____		

IMPORTANT NOTES: The instructions accompanying this form must be followed. Complete all parts, checking the NONE box for each part where you have no reportable information. Sign on last page.

I. POSITIONS. (Reporting individual only; see pp. 9-13 of Instructions.)

POSITION

NAME OF ORGANIZATION/ENTITY

☒ X

NONE (No reportable positions.)

1
2
3

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

DATE

PARTIES AND TERMS

☒ X

NONE (No reportable agreements.)

1
2

III. NON-INVESTMENT INCOME. (Reporting individual and spouse; see pp. 17-24 of Instructions.)

DATE

SOURCE AND TYPE

GROSS INCOME

A. Filer's Non-Investment Income

☐

NONE (No reportable non-investment income.)

1
2
3

2004	Northwestern Mutual Ins. - Interest on policy	\$ 20,250
2004	Prudential Ins. - Interest on policy	\$ 6,150
		\$

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.)

1

2004	[REDACTED] Trusts	
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IV. REIMBURSEMENTS transportation, lodging, food, entertainment.
(Includes those to spouse and dependent children. See pp. 25-27 of Instructions.)SOURCEDESCRIPTION**NONE** (No such reportable reimbursements.)

Pittsburgh Intellectual Property Law Assoc.

Speaker at the Associations Annual Dinner - airfare to and from Pittsburgh, PA; lodging; meals; taxis; airport parking - Approximately \$1,200

V. GIFTS. (Includes those to spouse and dependent children. See pp. 28-31 of Instructions.)SOURCEDESCRIPTIONVALUE☒**NONE** (No such reportable gifts.)

\$

\$

\$

\$

VI. LIABILITIES. (Includes those of spouse and dependent children See pp. 32-33 of Instructions.)CREDITORDESCRIPTIONVALUE CODE*☒**NONE** (No reportable liabilities.)

Value Codes: J=\$15,000 or less

K=\$15,001-\$50,000

L=\$50,001-\$100,000

M=\$100,001-\$250,000

N=\$250,001-\$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=\$50,000,001 or more

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VII. Page 1 INVESTMENTS and TRUSTS -- income, value, transactions (Includes those of spouse and dependent children. See pp. 34-57 of Instructions.)

A. Description of Assets (including trust assets) <i>Place "(X)" after each asset exempt from prior disclosure.</i>	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			
	Amt. Code1 (A-H)	Type (e.g., div., rent or int.)	Value Code2 (J-P)	Value Method Code3 (Q-W)	Type (e.g., buy, sell, merger, redemption)	(2) Date: Month- Day	(3) Value Code2 (J-P)	(4) Gain Code1 (A-H)	(5) Identity of buyer/seller (if private transaction)
☐ NONE (No reportable income,									
Smith Barney Mgd. Mun. Fund	A	Int	J	T					
Smith Barney IRA Rollover Mgd. Acct-48	NA*	NA*	N	T	See Attachment			VIIA	
Smith Barney IRA Rollover Mgd Acct-49	NA*	NA*	M	T	See Attachment			VIIB	
Ninth & Cary Assoc.	A/D	Other	NA	NA	See Attachment			VIIC	
American Funds IRA	NA*	NA*	L	T	See Attachment			VIID	
American Funds IRA	NA*	NA*	L	T	See Attachment			VIID	
*An IRA does not generate income even if the stocks within the IRA are sold at a gain or pay dividend. There is, therefore, no income to report in the IRA. Nor is a gain or a dividend tax deferred income. However, Attachment VIIB sets forth under the heading "B" entries reflecting dividends and interest paid within the IRA and under the heading "D" entries reflecting gains within the IRA.									

Income/Gain Codes: A=\$1,000 or less (See Col. B1, D4)	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
Value Codes: J=\$15,000 or less (See Col. C1, D3)	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	
Value Method Codes: Q=Appraisal (See Col. C2)	U=Book value	R=Cost (real estate only) V=Other	S=Assessment W=Estimated	T=Cash/Market	

ATTACHMENT VII A

This is a Smith Barney Rollover IRA account (SEM) (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.

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VII. Page 2 INVESTMENTS and TRUSTS -- income, value, transactions (Includes those of spouse and dependent children. See pp. 34-57 of Instructions.)

A. Description of Assets (including trust assets) <i>Place "(X)" after each asset exempt from prior disclosure.</i>	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			
	Amt. Code1 (A-H)	Type (e.g., div., rent or int.)	Value Code2 (J-P)	Value Method Code (Q-W)	Type (e.g., buy, sell, merger, redemption)	(2) Date: Month- Day	(3) Value Code2 (J-P)	(4) Gain Code1 (A-H)	(5) Identity of buyer/seller (if private transaction)
☐ NONE - (No reportable income, assets, or transactions) ALL STOCKS COMMON									
					STOCKS HELD AS OF 12/31/04				
18 Abbott Labs.	A	Div	J	T					
19 Am. Intl. Gp	A	Div	J	T					
20 Amgen Inc.	NA	NA	J	T					
21 Auto. Data Proc. Inc.	A	Div	K	T					
22 Bk. New York	A	Div	J	T					
23 Carnival Corp	A	Div	K	T					
24 Chevron/Texaco Corp	A	Div	J	T					
25 Colgate Palmolive Co.	NA	NA	J	T	Buy	3/2	J	NA	
26 Colgate Palmolive Co.	NA	NA	J	T	Buy	3/11	J	NA	
27 Comcast Corp	NA	NA	J	T					
28 Dell Inc.	NA	NA	J	T					
29 Engineered Supp. Sys. Co.	NA	NA	J	T	Buy	3/2	J	NA	
30 Engineered Supp. Sys. Co.	NA	NA	J	T	Buy	3/11	J	NA	
31 General Elec. Co.	A	Div	K	T					
32 Home Depot Inc.	A	Div	J	T					
34 IAC Interactive Corp.	NA	NA	J	T					

1	Income/Gain Codes: (See Col. B1, 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 Col. C1, 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 Col. C2)	Q=Appraisal U=Book value	R=Cost (real estate only) V=Other	S=Assessment W=Estimated	T=Cash/Market	

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A. Description of Assets (including trust assets) <i>Place "(X)" after each asset exempt from prior disclosure.</i>	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			
	Amt. Code1 (A-H)	Type (e.g., div., rent or int.)	Value Code2 (J-P)	Value Method Code (Q-W)	Type (e.g., buy, sell, merger, redemption)	(2) Date: Month- Day	(3) Value Code2 (J-P)	(4) Gain Code1 (A-H)	(5) Identity of buyer/seller (if private transaction)
☐ NONE (No reportable income, assets, or transactions)									
ALL STOCKS COMMON					STOCKS HELD AS OF	12/31/04			
Intel Corp.	A	Div	J	T					
Johnson & Johnson	A	Div	J	T					
Juniper Networks Inc.	NA	NA	J	T	Buy	11/10	J	NA	
Eli Lilly & Co.	A	Div	J	T					
WTS Lucent Tech.	NA	NA	J	Other					
Medtronic Inc.	A	Div	J	T					
Microsoft Corp.	NA	NA	J	T					
Omnicom Grp Inc.	A	Div	J	T					
Oracle Corp	NA	NA	J	T					
Pfizer Inc.	A	Div	J	T					
St. Paul Travellers Cos.	A	Div.	J	T					
St. Paul Travellers Cos.	A	Div	J	T	Buy	3/3	J	NA	
Sysco Corp	A	Div	J	T					
Texas Inst. Inc.	NA	NA	J	T					
Time Warner Inc.	NA	NA	J	T					
Viacom, Inc.	A	Div	J	T					

1	Income/Gain Codes: A=\$1,000 or less (See Col. B1, D4)	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: J=\$15,000 or less (See Col. C1, D3)	K=\$15,001-\$50,000 N=\$250,001-\$500,000 P3=\$25,000,001-\$50,000,000	L=\$50,001-\$100,000 O=\$500,001-\$1,000,000 P4=More than \$50,000,000	M=\$100,001-\$250,000 P2=\$5,000,001-\$25,000,000	
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	(1)	(2)	(1)	(2)	(1)	If not exempt from disclosure			
	Amt. Code1 (A-H)	Type (e.g., div., rent or int.)	Value Code2 (J-P)	Value Method Code (Q-W)	Type (e.g., buy, sell, merger, redemption)	(2) Date: Month- Day	(3) Value Code2 (J-P)	(4) Gain Code1 (A-H)	(5) Identity of buyer/seller (if private transaction)
☐ NONE (No reportable income, assets, or transactions)									
0 ALL STOCKS COMMON.					STOCKS	HELD	AS	OF	12/31/04
51 Walgreen Co.	A	Div	J	T					
52 Weyerhaeuser Co.	NA	NA	J	J					
3 ALL STOCKS COMMON					STOCKS	SOLD	IN	2004	
4 Elec. Data Sys. Corp.	NA	NA	NA	NA	Sell	2/26	J	A	
5 Elec. Data Sys. Corp.	NA	NA	NA	NA	Sell	2/24	J	A	
6 Elec. Data Sys. Corp.	NA	NA	NA	NA	Sell	2/27	J	A	
7 Bank One Corp.	NA	NA	NA	NA	Sell	1/15	J	C	
8 Engineered Supp. Sys.	NA	NA	NA	NA	Sell	8/18	J	NA	
9 Hospira Inc.	NA	NA	NA	NA	Sell	6/24	J	A	
60 Merck & Co.	A	Div	NA	NA	Sell	11/2	J	A	
61									
2									
3									
4									
5									
6									
7									
8									
9									
Income/Gain Codes: (See Col. B1, 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
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Value Method Codes: (See Col. 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 Smith Barney Rollover IRA account (SBAM) (49). In December 1998, the manager of the account was changed, hence the change in designation from "GSB" (the manager since 1992) to SBAM (the new manager effective December 1998). The 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 for 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.

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☐ NONE (No reportable income,									
ALL STOCKS COMMON					STOCKS	HELD	AS	OF 12/31/04	
2 Nabors Ind. Ltd.	NA	NA	J	T	Buy	11/30	J	NA	
3 Noble Corp.	NA	NA	J	T	Buy	11/30	J	NA	
4 AT&T Corp.	A	Div	J	T	Buy	7/30	J	NA	
5 Alcoa, Inc.	A	Div	J	T					
6 Am. Exp. Co.	A	Div	J	T					
7 Am. Int'l Gp. Inc.	NA	NA	J	T					
8 Am. Int'l Gp. Inc.	NA	NA	J	T	Buy	11/29	J	A	
9 Avery Dennison	A	Div	J	T					
10 BP PLC	A	Div	J	T					
11 Bank New York	NA	NA	J	T					
12 Comcast Corp.	NA	NA	J	T					
13 Comcast Corp.	NA	NA	J	T	Buy	4/5	J	NA	
14 Converse Tech. Inc.	NA	NA	J	T					
15 Glaxosmithkline PLC	A	Div	J	T	Buy	2/18	J	NA	
16 Goldman Sachs Gp. Inc.	A	Div	J	T					
17 Hewlett Packard Co.	A	Div	J	T					

1	Income/Gain Codes: A=\$1,000 or less (See Col. B1, D4)	B=\$1,001-\$2,500 F=\$50,001-\$100,000	C=\$2,501-\$5,000 G=\$100,001-\$1,000,000	D=\$5,001-\$15,000 H1=\$1,000,001-\$5,000,000	E=\$15,001-\$50,000 H2=More than \$5,000,000
2	Value Codes: J=\$15,000 or less (See Col. C1, D3)	K=\$15,001-\$50,000 N=\$250,001-\$500,000 P3=\$25,000,001-\$50,000,000	L=\$50,001-\$100,000 O=\$500,001-\$1,000,000 P4=More than \$50,000,000	M=\$100,001-\$250,000 P1=\$1,000,001-\$5,000,000	P2=\$5,000,001-\$25,000,000
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☐ NONE (No reportable income, assets, or transactions)									
18 ALL STOCKS COMMON					STOCKS				HELD AS OF 12/31/04
19 Honeywell Intl Inc.	A	Div	J	T					
20 Intl. Bus. Mach. Corp	NA	NA	J						
21 Intl. Bus. Mach. Corp	NA	NA	J	T	Buy	7/12	J	A	
22 Intl Paper Co.	A	Div	J	T					
23 JP Morgan Chase & Co	A	Div	J	T					
24 JP Morgan Chase & Co	NA	NA	J	T	Buy	10/19	J	NA	
25 Johnson & Johnson	A	Div	J	T					
26 Keyspan Corp.	A	Div	J	T					
27 Kimberly Clark Corp	A	Div	J	T					
28 Kroger Co.	NA	NA	J	T	Buy	3/18	J	NA	
29 Kroger Co.	NA	NA	J	T	Buy	8/4	J	NA	
30 Lexmark Intl Gp.	NA	NA	J	T	Buy	10/26	J	NA	
31 Liberty Media Corp	NA	NA	J	T					
32 Merrill Lynch & Co.	A	Div	J	T					
33 Microsoft Corp.	A	Div	J	T					

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3	A. Description of Assets (including trust assets)	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		
		Amt. Code1 (A-H)	Type (e.g., div., rent or int.)	Value Code2 (J-P)	Value Method Code (Q-W)	Type (e.g., buy, sell, merger, redemption)	(2) Date: Month-Day	(3) Value Code2 (J-P)	(4) Gain Code1 (A-H)
	Place "(X)" after each asset exempt from prior disclosure.								(5) Identity of buyer/seller (if private transaction)
	☐ NONE (No reportable income, assets, or transactions)								
34	ALL STOCKS COMMON.					STOCKS	HELD	AS OF	12/31/04
35	Morgan Stanley	NA	NA	J	T				
36	Newell Rubbermaid	A	Div	J	T				
37	News Corp.	NA	NA	J	T				
38	Nokia Corp.	NA	NA	J	T	Buy	7/15	J	NA
39	JC Penney Co. Inc.	A	Div	J	T	Buy	11/10	J	NA
40	Raytheon Co.	A	Div	J	T	Buy	11/3	J	NA
41	Pfizer Inc.	A	Div	J	T				
42	Pfizer Inc.	NA	NA	J	T	Buy	12/16	J	NA
43	Royal Dutch Petro	A	Div	J	T				
44	SBC Comm.	A	Div.	J	T				
45	St. Paul Travellers Cos.	A	Div	J	T				
46	Schering Plough Corp.	NA	NA	J	T				
47	Solelectron Corp.	NA	NA	J	T				
48	Time Warner Inc.	NA	NA	J	T				
49	Total SA Spons ADR	A	Div	J	T				

1	Income/Gain Codes: A=\$1,000 or less (See Col. B1, D4)	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: J=\$15,000 or less (See Col. C1, D3)	N=\$250,001-\$500,000	K=\$15,001-\$50,000	O=\$500,001-\$1,000,000	L=\$50,001-\$100,000	P1=\$1,000,001-\$5,000,000	M=\$100,001-\$250,000	P2=\$5,000,001-\$25,000,000	
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VII. Page 4 INVESTMENTS and TRUSTS -- income, value, transactions (Includes those of spouse and dependent children. See pp. 34-57 of Instructions.)

A. Description of Assets (including trust assets) <i>Place "(X)" after each asset exempt from prior disclosure.</i>	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			
	Amt. Code1 (A-H)	Type (e.g., div., rent or int.)	Value Code2 (J-P)	Value Method Code (Q-W)	Type (e.g., buy, sell, merger, redemption)	(2) Date: Month- Day	(3) Value Code2 (J-P)	(4) Gain Code1 (A-H)	(5) Identity of buyer/seller (if private transaction)
☐ NONE (No reportable income, assets, or transactions)									
10 ALL STOCKS COMMON					STOCKS	HELD	AS OF		12/31/04
51 Verizon Comm.	NA	NA	J	T					
52 Washington Mutual Inc.	A	Div	J	T					
53 Wyeth	A	Div	J	T					
54 Wyeth	A	Div	J	T	Buy	3/31	J	T	
55									
56 ALL STOCKS COMMON					STOCKS	SOLD	IN	2004	
57 Alcoa Inc.	A	Div	J	T	Sell	2/17	J	A	
58 Alcoa Inc.	A	Div	J	T	Sell	9/29	J	A	
59 Ameren Corp (ATT Wireless)	NA	NA	J	T	Sell	2/5	J	B	
60 Ameren Corp (ATT Wireless)	NA	NA	J	T	Sell	10/15	J	A	
61 Bank New York	A	Div	J	T	Sell	2/21	J	B	
62 Bank New York	A	Div	J	T	Sell	7/1	J	A	
63 Bank New York	A	Div	J	T	Sell	10/19	J	A	
64 BP PLC	A	Div	J	T	Sell	11/4	J	A	
65 Capital One	A	Div	J	T	Sell	5/28	J	A	

1	Income/Gain Codes: A=\$1,000 or less (See Col. B1, D4)	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: J=\$15,000 or less (See Col. C1, D3)	K=\$15,001-\$50,000 N=\$250,001-\$500,000 P3=\$25,000,001-\$50,000,000	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: Q=Appraisal (See Col. C2)	R=Cost (real estate only) V=Other	S=Assessment W=Estimated	T=Cash/Market	

FINANCIAL DISCLOSURE REPORT

Name of Person Reporting

Payne, Robert E.

Date of Report

08/12/05

VII. Page 5 INVESTMENTS and TRUSTS -- income, value, transactions *(Includes those of spouse and dependent children. See pp. 34-57 of Instructions.)*

A. Description of Assets (including trust assets) <i>Place "(X)" after each asset exempt from prior disclosure.</i>	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			
	Amt. Code1 (A-H)	Type (e.g., div., rent or int.)	Value Code2 (J-P)	Value Method Code (Q-W)	Type (e.g., buy, sell, merger, redemption)	(2) Date: Month- Day	(3) Value Code2 (J-P)	(4) Gain Code1 (A-H)	(5) Identity of buyer/seller (if private transaction)
☐ NONE (No repo table income, assets, or transactions)									
ALL STOCKS COMMON					STOCKS	SOLD	IN	2004	
67 Chevron/Texaco	A	Div	J	T	Sell	2/17	J	NA	
68 Chevron/Texaco	A	Div	J	T	Sell	10/22	J	A	
Chevron/Texaco	A	Div	J	T	Sell	10/21	J	A	
Fed. Dept Store	A	Div	J	T	Sell	3/18	J	B	
Fleetboston Finl	A	Div	J	T	Sell	2/9	J	A	
Hartford Finl Svc. Gp.	A	Div	J	T	Sell	12/4	J	A	
HCA Inc	A	Div	J	T	Sell	8/18	J	NA	
HCA Inc	A	Div	J	T	Sell	11/3	J	NA	
HCA Inc.	A	Div	J	T	Sell	11/5	J	NA	
HCA Inc	A	Div	J	T	Sell	11/2	J	NA	

1	Income/Gain Codes: (See Col. B1, 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 Col. C1, 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 Col. C2)	Q=Appraisal U=Book value	R=Cost (real estate only) V=Other	S=Assessment W=Estimated	T=Cash/Market	

FINANCIAL DISCLOSURE REPORT

Name of Person Reporting

Payne, Robert E.

Date of Report

08/12/05

VII. Page 2 INVESTMENTS and TRUSTS – income, value, transactions (Includes those of spouse and dependent children. See pp. 34-57 of Instructions.)

A. Description of Assets (including trust assets)	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			
	Amt. Code1 (A-H)	Type (e.g., div., rent or int.)	Value Code2 (J-P)	Value Method Code (Q-W)	Type (e.g., buy, sell, merger, redemption)	(2) Date: Month-Day	(3) Value Code2 (J-P)	(4) Gain Code1 (A-H)	(5) Identity of buyer/seller (if private transaction)
☐ NONE (No reportable income, assets, or transactions)									
8 ALL STOCKS COMMON					STOCKS	SOLD	IN	2004	
9 Hewlett Packard Inc.	A	Div	J	T	Sell	11/3	J	NA	
20 Home Depot Inc	A	Div	J	T	Sell	3/18	J	B	
21 JP Morgan Chase	A	Div	J	T	Sell	7/12	J	NA	
22 JP Morgan Chase	A	Div	J	T	Sell	2/9	J	NA	
Kimberly Clark Corp	A	Div	J	T	Sell	1/13	J	A	
24 Kimberly Clark Corp	A	Div	J	T	Sell	10/19	J	A	
25 Kraft Foods Inc.	A	Div	J	T	Sell	5/14	J	A	
26 Kraft Foods Inc.	A	Div	J	T	Sell	5/25	J	A	
27 Liberty Media Intl	NA	NA	J	T	Sell	6/16	J	A	
28 Liberty Media Intl	NA	NA	J	T	Sell	7/12	J	A	
29 McDonalds Corp	A	Div	J	T	Sell	3/8	J	A	
30 McDonalds Corp	A	Div	J	T	Sell	3/18	J	B	
21 MGM Mirage	NA	NA	J	T	Sell	1/20	J	C	
Morgan Stanley Corp	A	Div	J	T	Sell	2/9	J	NA	
33 Neenah Paper Inc.	NA	NA	J	T	Sell	12/2	J	A	**Spin-off

(p. 7)

1	Income/Gain Codes: A=\$1,000 or less (See Col. B1, D4)	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: J=\$15,000 or less (See Col. C1, D3)	K=\$15,001-\$50,000 N=\$250,001-\$500,000 P3=\$25,000,001-\$50,000,000	L=\$50,001-\$100,000 O=\$500,001-\$1,000,000 P4=More than \$50,000,000	M=\$100,001-\$250,000 P2=\$5,000,001-\$25,000,000	
3	Value Method Codes: Q=Appraisal (See Col. C2)	R=Cost (real estate only) U=Book value V=Other	S=Assessment W=Estimated	T=Cash/Market	

FINANCIAL DISCLOSURE REPORT

Name of Person Reporting

Payne, Robert E.

Date of Report

08/12/05

VII. Page 3 INVESTMENTS and TRUSTS -- income, value, transactions (Includes those of spouse and dependent children. See pp. 34-57 of Instructions.)

A. Description of Assets (including trust assets) <i>Place "(X)" after each asset exempt from prior disclosure.</i>	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			
	Amt. Code1 (A-H)	Type (e.g., div., rent or int.)	Value Code2 (J-P)	Value Method Code (Q-W)	Type (e.g., buy, sell, merger, redemption)	(2) Date Month- Day	(3) Value Code2 (J-P)	(4) Gain Code1 (A-H)	(5) Identity of buyer/seller (if private transaction)
☐ NONE (No reportable income, assets, or transactions)									
34 ALL STOCKS COMMON.					STOCKS	SOLD	IN 2004		
35 Neenah Paper Inc.	NA	NA	J	T	Sell	12/9	J	A	Spin-off**
36 Nisource Inc.	NA	NA	J	T	Sell	11/12	J	A	Spin-off**
37 Pfizer Inc.	A	Div	J	T	Sell	12/17	J	NA	
38 Progress Energy Inc.	A	Div	J	T	Sell	8/5	J	A	
39 Safeway Inc.	A	Div	J	T	Sell	7/12	J	A	
40 Safeway Inc.	A	Div	J	T	Sell	12/20	J	NA	
41 Schering Plough	NA	NA	J	T	Sell	7/12	J	NA	
42 Soletron Corp.	NA	NA	J	T	Sell	9/21	J	A	
43 Sun Microsystems, Inc.	A	Div	J	T	Sell	10/15	J	A	
44 Transocean Inc.	A	Div.	J	T	Sell	1/12	J	NA	
45 Transocean Inc.	A	Div	J	T	Sell	2/20	J	NA	
46									
47									
48 **Neenah Paper was a spin-off from Kimberly Clark Corp. rev'd and sold at same time.									
49									
50									

1	Income/Gain Codes: A=\$1,000 or less (See Col. B1, D4)	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: J=\$15,000 or less (See Col. C1, D3)	K=\$15,001-\$50,000 O=\$500,001-\$1,000,000 P3=\$25,000,001-\$50,000,000	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: Q=Appraisal (See Col. C2)	R=Cost (real estate only) U=Book value V=Other	S=Assessment W=Estimated	T=Cash/Market	

ATTACHMENT VII C

In 1987, while a member of McGuire, Woods, Battle & Boothe (the "Law Firm"), I, like all other equity partners then in the Law Firm, became a limited partner in Ninth & Cary Associates Limited Partnership ("NCA"), a Virginia limited partnership. NCA is a limited partner in One James Center Associates, a Virginia limited partnership that owns 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. I am entitled, however, to a share of the proceeds receivable by NCA from One James Center Associates upon the occurrence of certain transactions such as refinancing or sale of the real estate owned by One James Center Associates. In 2004, I received passive income from NCA of \$6329.00 and net income of \$11.00. My share (which in 2004 was 1.337%) is, in large part, determined by prior years' service at the Law Firm as an equity partner. That share is expected to decrease over time because of my withdrawal from the Law Firm. It is not possible to affix a value to this inchoate interest in NCA.

ATTACHMENT VII D

As reported in Section VII, Lines 8 and 9, [REDACTED] I each have an IRA with The American Funds, Mutual funds over which we have no say and the holdings of which we do not know.

FINANCIAL DISCLOSURE REPORT

Name of Person Reporting

Payne, Robert E.

Date of Report

08/12/05

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

I certify that all information given above (including information pertaining to my spouse and minor or dependent children, if any) is accurate, true, and complete to the best of my knowledge and belief, and that any information not reported was withheld because it met applicable statutory provisions permitting non-disclosure.

I further certify that earned income from outside employment and honoraria and the acceptance of gifts which have been reported are in compliance with the provisions of 5 U.S.C. app., § 501 et. seq., 5 U.S.C. § 7353 and Judicial Conference regulations.

Signature

Date

August 12, 2005

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