

FINANCIAL DISCLOSURE REPORT

Calendar Year 2002

1. Person Reporting (Last name, First name, Middle initial) Kelley, Walter D., Jr.	2. Court or Organization USDC - E.D. Va	3. Date of Report 10/29/2003
4. Title (Article III Judges indicate active or senior status; magistrate judges indicate full- or part-time) U.S. District Judge-Nominee	5. ReportType (check appropriate type) ☒ Nomination Date 10/31/03 ☐ Initial ☐ Annual ☐ Final	6. Reporting Period 1/1/2002 to 9/30/2003
7. Chambers or Office Address 150 W. Main Street, Suite 1600 Norfolk, VA 23510	8. On the basis of the information contained in this Report and any modifications pertaining thereto, it is, in my opinion, in compliance with applicable laws and regulations. Reviewing Officer _____ Date _____	

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

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

☐ NONE - (No reportable positions.)

POSITION	NAME OF ORGANIZATION/ENTITY
1. Partner	Troutman Sanders LLP
2. General Partner	Limited Partnership #1
3. Manager	LLC #1
4. Manager	LLC #2
5. Manager	LLC #3
6. Trustee	Trust #1
7. Trustee	Trust #2
8. Trustee	Trust #3
9. Trustee	Trust #4
10. Trustee	Trust #5

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

☐ NONE - (No reportable agreements.)

DATE	PARTIES AND TERMS
1. 1982	Willcox & Savage, P.C. 401(k) Plan, self directed (to be rolled over to independent plan).
2. 2001	Troutman Sanders LLP 401(k) Plan, no control (to be rolled over to independent plan)
3. 2003	Troutman Sanders LLP 401(a) Plan, no control (to be rolled over to independent plan)
4. 2001	Troutman Sanders LLP (return of partnership capital)

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

☐ NONE (No reportable non-investment income.)

<u>DATE</u>		<u>SOURCE AND TYPE</u>	<u>GROSS INCOME</u> (yours, not spouse's)
1.	2001	Willcox & Savage, P.C. (salary)	\$48,423.00
2.	2001-03	Troutman Sanders LLP (Partnership distributions)	\$710,515.72
3.	2003	Regent University (teaching)	1.00
4.	2002-03	Jennifer Kelley Designs (clothes sales/sole proprietor)	

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	Kelley, Walter D., Jr.	10/29/2003

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

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

☐ NONE - (No such reportable reimbursements.)

<u>SOURCE</u>	<u>DESCRIPTION</u>
1. Exempt	

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

☐ NONE - (No such reportable gifts.)

<u>SOURCE</u>	<u>DESCRIPTION</u>	<u>VALUE</u>
1. Exempt		

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

☐ NONE - (No reportable liabilities.)

<u>CREDITOR</u>	<u>DESCRIPTION</u>	<u>VALUE CODE</u>
1. Fidelity Investments	Margin Loan	K
2. Capital One	Credit Card	J
3. Merrill Lynch	Margin Loan	L
4. American Express	Credit Card	J
5. SouthTrust Bank	Personal Line of Credit	K

II. 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)
NONE (No reportable income, assets, or transactions)									
LIMITED PARTNERSHIP #1									
-- First Industrial Realty Trust (REIT)	D	Dividend	L	T					
-- Allied Capital Corp. Common Stock	D	Dividend			Exempt				
-- Dominion Resources, Inc. Common Stock	D	Dividend	K	T					
-- Horizon Group PPTYS (REIT)	A	Dividend	J	T					
-- Mills Corp. Common Stock	B	Dividend	K	T					
-- Growth Fund of America	A	Dividend	J	T					
-- Note Receivable (from American Recovery Services, LLC))	A	Interest	L	U					
-- Note Receivable (KMK Factoring, LLC)	A	Interest	K	T					
1. LIMITED LIABILITY COMPANY #1									
1. -- SouthTrust Bank Account	A	Interest	J	T					
2. -- Accounts Receivable		None	M	U					
3. -- Note Receivable (William C. McKnew)	A	Interest	M	U					
4. LIMITED LIABILITY COMPANY #2									
5. -- SouthTrust Bank Account	A	Interest	J	T					
5. -- Note Receivable (American Recovery Services, LLC)	A	Interest	J	U					
7. LIMITED LIABILITY COMPANY #3									
3. -- SouthTrust Bank Account	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		
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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9. -- Note Receivable (KMK Factoring, LLC)	A	Interest	J	T					
10. TRUST #1									
11. -- SouthTrust Bank Account		None	J	T					
12. -- Prudential Whole Life Policy	D	Dividend	M	T					
13. -- Mass Mutual Whole Life Policy	D	Dividend	M	T					
14. Merrill Lynch TRUST #2									
15. -- ML Cash Reserves	A	Interest	K	T					
16. -- GMAC Bond	B	Interest	K	T					
17. -- Ford Motor Bond	B	Interest	K	T					
18. -- Virginia Beach Development Authority Industrial Bond	B	Interest	J	T					
19. -- Virginia Beach Development Authority Health Care Bond	C	Interest	L	T					
20. -- Richmond Metropolitan Authority Expressway Bond	B	Interest	K	T					
21. -- Norfolk IDA Bond	B	Interest	K	T					
22. -- Metropolitan Washington, D.C. Airports Bond	A	Interest			Exempt				
23. -- Henrico Co. Municipal Bond	B	Interest	L	T					
24. -- Newport News Municipal Bond	C	Interest	L	T					
25. -- Virginia State Public Bldg. Bond	C	Interest	M	T					
26. -- Virginia Public School Authority Bond	B	Interest	L	T					

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7. -- VHDA Multi Family Housing Bond	B	Interest	K	T					
8. -- Fairfax County Public Improvement Bond	B	Interest	K	T					
9. -- Virginia State HDA Commonwealth Bond	D	Interest			Exempt				
0. -- Virginia State Public Building Authority Bond	B	Interest	K	T					
1. -- Richmond Municipal Bond	C	Interest	M	T					
2. -- Virginia Port. Authority Bond	C	Interest	L	T					
3. -- AMB Prop Corp. (REIT)	B	Dividend	K	T					
4. -- Hospitality PPTY's Trust (REIT)	C	Dividend	K	T					
5. -- Pepco Holdings Inc. Common Stock	A	Dividend	K	T					
6. -- Pub. Svc. Enterprise Group Common Stock	B	Dividend	K	T					
7. -- SouthTrust Corp. Common Stock	B	Dividend	L	T					
8. -- Amcap Bldr. Fund	C	Interest	L	T					
9. -- American High Income Municipal Fund	E	Interest	N	T					
0. -- American New Perspective Fund	A	Dividend			Exempt				
1. TRUST #3									
2. -- ML Cash Reserves	A	Interest	J	T					
3. -- Amcap World Growth Fund	C	Dividend	M	T					
4. -- American Euro Pacific Growth Fund	A	Dividend	L	T					

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5. -- American SmallCap Fund	A	Dividend	M	T					
6. -- American Fundamental Income Fund	B	Dividend	L	T					
7. -- American New Perspective Fund	C	Dividend	N	T					
8. TRUST #4									
9. -- Putnam Int'l Growth Fund	J	Dividend			Exempt				
0. -- Putnam Int'l New Opportunities Fund		None			Exempt				
1. -- Putnam Int'l Voyager Fund	A	Dividend			Exempt				
2. -- Putnam Growth Opps. Fund		None			Exempt				
3. -- Putnam Mid Cap Value Fund	A	Dividend	K	T					
4. -- Putnam Int'l Equity Fund		None	K	T					
5. -- Putnam Growth Opps. Fund		None	J	T					
6. -- Putnam Income Fund	A	Dividend	J	T					
7. -- Putnam Asia Pacific Fund		None			Exempt				
8. TRUST #5									
9. -- ML Cash Reserves	A	Interest	K	T					
0. -- Hanover Co. Water & Sewer Bonds	B	Interest	K	T					
1. -- VHDA/Commonwealth Mortgage Bond	D	Interest	M	T					
2. -- Fairfax Co. Bond	B	Interest	K	T					

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						(2) Date: Month - Day	(3) Value Code 2 (J-P)	(4) Gain Code 1 (A- H)	(5) Identity of buyer/seller (if private transaction)
3. — Manassas Virginia Municipal Bond	D	Interest	M	T					
4. — Loudon Co. Virginia Sanitation & Sewer Bond	B	Interest	K	T					
5. — Virginia State Public School Authority Bond	D	Interest	M	T					
6. — VHDA/Commonwealth Mortgage Bond	B	Interest	K	T					
7. — VHDA Bond	C	Interest			Exempt				
8. — Fairfax Co. Economic Development Bond	C	Interest	L	T					
9. — American New Perspective Fund	A	Dividend			Exempt				
0. — Arlington County Public Improvement Bond	C	Interest	K	T					
1. — American Capital Fund Income Bldr.	C	Interest	L	T					
2. — ML Basic Value Fund	A	Dividend	J	T					
3. — American Capital World Fund	A	Dividend			Exempt				
4. — American High Income Municipal Bond Fund	C	Dividend	L	T					
5. — Richmond, Virginia Public Improvement Bond	B	Interest			Exempt				
5. — Trigon Health Care Inc. Common Stock	A	Dividend			Exempt				
7. IRA #1									
8. — ML Cash Reserves	A	Interest	J	T					
9. — American Euro Pacific Growth Fund	A	Dividend	J	T					
9. — American Small Cap World Fund		None	J	T					

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1. -- Growth Fund of America	A	Dividend	J	T					
2. -- ML Focus Value Fund		None	J	T					
3. -- ML Basic Value Fund		None	J	T					
4. IRA #2									
5. -- ML Cash Reserves		None	J	T					
6. -- ML Basic Value Fund		None	J	T					
7. -- ML Eurofund		None	J	T					
8. -- ML Fundamental Growth Fund		None	J	T					
9. -- ML Int'l Equity Fund		None	J	T					
00. -- Mercury Small Cap Fund		None			Exempt				
01. -- ML Large Cap Core Fund		None	J	T					
02. -- ML Pacific Fund		None	J	T					
03. -- ML Small Cap Growth Fund		None	J	T					
04. -- ML Small Cap Value Fund		None	J	T					
05. -- ML Bond Fund High Income	A	Dividend	J	T					
06. -- ML Bond Fund Core Bond	A	Interest	J	T					
07. 401(k) #1									
08. -- AES Corp. Common Stock		None	L	T					

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Kelley, Walter D., Jr.

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10/29/2003

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09. -- American Tower Sys. Common Stock		None	M	T					
10. -- Cincinnati Bell, Inc. Common Stock		None	K	T					
11. -- Clear Channel Communications Common Stock		None			Exempt				
12. -- Commerce Group Inc. Common Stock	A	Dividend			Exempt				
13. -- CNA Surety Common Stock	A	Dividend			Exempt				
14. -- Crown Holdings Common Stock		None	K	T					
15. -- Fairfax Financial Holdings Common Stock	A	Dividend	K	T					
16. -- Gladstone Commercial Corporation Common Stock	A	Dividend	K	T					
17. -- International Speedway Corp. Common Stock	A	Dividend			Exempt				
18. -- IPC Holdings, Ltd. Common Stock	A	Dividend	K	T					
19. -- Journal Register Company Common Stock		None	K	T					
20. -- Lamar Advertising Common Stock		None			Exempt				
21. -- MGI Pharma Inc. Common Stock		None	L	T					
22. -- Markel Corporation Common Stock		None	K	T					
23. -- Massey Energy Common Stock	A	Dividend	L	T					
24. -- Mellon Financial Corp. Common Stock	B	Dividend			Exempt				
25. -- Micros Systems Common Stock		None	L	T					
26. -- Niagara Mohawk Power Company Common Stock		None			Exempt				

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27. -- NTELOS Common Stock		None			Exempt				
28. -- Penn-America Group Inc. Common Stock	A	Dividend			Exempt				
29. -- Pico Holdings Inc. Common Stock		None			Exempt				
30. -- PMA Capital Corp. Common Stock	A	Dividend	K	T					
31. -- Pioneer Natural Resources Co. Common Stock		None	K	T					
32. -- Precision Auto Care Inc. Common Stock		None	J	T					
33. -- Repton Electronics Common Stock		None			Exempt				
34. -- Southtrust Corp. Common Stock	B	Dividend	L	T					
35. -- Trigon Health Care Inc. Common Stock		None			Exempt				
36. -- Viacom Inc. Common Stock		None			Exempt				
37. -- Waste Management, Inc. Common Stock	A	Dividend	K	T					
38. -- Wells Fargo Co. Common Stock	A	Dividend	K	T					
39. -- Cardinal Financial Convertible Preferred Stock	A	Dividend	J	T					
40. -- Fidelity Cash Reserves (fdxxx)	A	Interest	K	T					
41. -- Host Marriot Cv. Pfd. Stock	B	Dividend	K	T					
42. 401(k) #2									
43. -- Wachovia Money Mkt. Fund	A	Interest	K	T					
44. 401(k) #3									

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

VI. 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- m)	(5) Identity of buyer/seller (if private transaction)
45. — Vanguard Wellesley Income Fund	A	Dividend	J	T					
46. — Vanguard 500 Index Fund	A	Dividend	J	T					
47. — Vanguard Small-Cap Index Fund	A	Dividend	J	T					
48. 401(a)									
49. — Wachovia Money Mkt. Fund	A	Interest	J	T					
50. Brokerage #1									
51. — American Tower Corp. Common Stock		None	J	T					
52. — AES Corp. Common Stock		None			Exempt				
53. — Cincinnati Bell Common Stock		None	J	T					
54. — Commerce Group Inc. Common Stock	A	Dividend			Exempt				
55. — Crown Holdings, Inc. Common Stock		None	J	T					
56. — Markel Corp. Common Stock		None	J	T					
57. — Massey Energy Common Stock	A	Dividend	J	T					
58. — Mellon Financial Corp. Common Stock	A	Dividend			Exempt				
59. — Mercantile Bank Shares Corporation Common Stock	A	Dividend	J	T					
60. — MGI Pharma, Inc. Common Stock		None	J	T					
61. — Micros Systems, Inc. Common Stock		None	J	T					
62. — NTELOS Common Stock		None			Exempt				

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		

Name of Person Reporting

Kelley, Walter D., Jr.

Date of Report

10/29/2003

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)
163. -- Pan America Group Inc. Common Stock	A	Dividend			Exempt				
164. -- Pico Holdings Inc. Common Stock		None			Exempt				
165. -- Pioneer Natural Res. Common Stock		None	J	T					
166. -- PMA Capital Common Stock	A	Dividend	J	T					
167. -- Waste Management Common Stock	A	Dividend	J	T					
168. -- The Phoenix Companies, Inc. Common Stock	A	Dividend	J	T					

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

FINANCIAL DISCLOSURE REPORT

Name of Person Reporting

Kelley, Walter D., Jr.

Date of Report

10/29/2003

VIII. ADDITIONAL INFORMATION OR EXPLANATIONS

(Indicate part of Report.)

FINANCIAL DISCLOSURE REPORT

Name of Person Reporting

Kelley, Walter D., Jr.

Date of Report

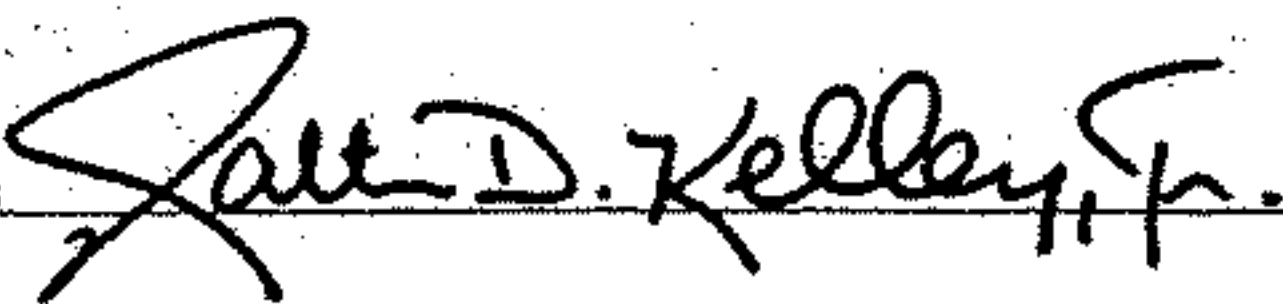
10/29/2003

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

10/29/03

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