

FINANCIAL DISCLOSURE REPORT FOR CALENDAR YEAR 2012

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) NOEL, FRANKLIN L.	2. Court or Organization U. S. DISTRICT COURT	3. Date of Report 05/03/2013
4. Title (Article III judges indicate active or senior status; magistrate judges indicate full- or part-time) U. S. MAGISTRATE JUDGE (FULL)	5a. Report Type (check appropriate type) ☐ Nomination ☐ Date ☐ Initial ☒ Annual ☐ Final 5b. ☐ Amended Report	6. Reporting Period 01/01/2012 to 12/31/2012
7. Chambers or Office Address 9W UNITED STATES COURTHOUSE 300 SOUTH 4TH STREET MINNEAPOLIS, MINNESOTA 55415		
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.		

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

☐ NONE (No reportable positions.)

<u>POSITION</u>	<u>NAME OF ORGANIZATION/ENTITY</u>
1. Adjunct Professor	University of Minnesota Law School
2.	
3.	
4.	
5.	

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

☒ NONE (No reportable agreements.)

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

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III. NON-INVESTMENT INCOME. *(Reporting individual and spouse; see pp. 17-24 of filing instructions.)***A. Filer's Non-Investment Income**☐ NONE *(No reportable non-investment income.)*

<u>DATE</u>	<u>SOURCE AND TYPE</u>	<u>INCOME</u> (yours, not spouse's)
1. 1-4/12	University of Minnesota Law School; wages	\$4,000.00
2.		
3.		
4.		

B. Spouse's Non-Investment Income - *If you were married during any portion of the reporting year, complete this section.**(Dollar amount not required except for honoraria.)*☐ NONE *(No reportable non-investment income.)*

<u>DATE</u>	<u>SOURCE AND TYPE</u>
1. 1-12/2012	Marketing Minds, salary; supplemental distribution
2. 1-12/2012	General Mills, Inc. Pension Benefits
3.	
4.	

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

<u>SOURCE</u>	<u>DATES</u>	<u>LOCATION</u>	<u>PURPOSE</u>	<u>ITEMS PAID OR PROVIDED</u>
1.				
2.				
3.				
4.				
5.				

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V. GIFTS. *(Includes those to spouse and dependent children; see pp. 28-31 of filing instructions.)*

☒ NONE *(No reportable gifts.)*

SOURCE	DESCRIPTION	VALUE
1.		
2.		
3.		
4.		
5.		

VI. LIABILITIES. *(Includes those of spouse and dependent children; see pp. 32-33 of filing instructions.)*

☒ NONE *(No reportable liabilities.)*

CREDITOR	DESCRIPTION	VALUE CODE
1.		
2.		
3.		
4.		
5.		

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

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

A. Description of Assets (including trust assets) Place "(X)" after each asset exempt from prior disclosure	B. Income during reporting period		C. Gross value at end of reporting period		D. Transactions during reporting period				
	(1) Amount Code 1 (A-H)	(2) Type (e.g., div., rent, or int.)	(1) Value Code 2 (J-P)	(2) Value Method Code 3 (Q-W)	(1) Type (e.g., buy, sell, redemption)	(2) Date mm/dd/yy	(3) Value Code 2 (J-P)	(4) Gain Code 1 (A-H)	(5) Identity of buyer/seller (if private transaction)
1. Wells Fargo Brokerage Account #1									
2. -- Apple, Inc (AAPL)		None	K	T					
3. --CNA Financial Group (CNA)	A	Dividend	J	T					
4. --Cost Plus, Inc (CPWM)		None			Sold	07/12/12	K	D	
5. --E.I. dePont de Nemours (DD)	A	Dividend	J	T					
6. --Fresh DelMonte Produce (FDP)	A	Dividend	J	T					
7. --Flextronics International, Ltd. (FLEX)		None	J	T					
8. --Gannett Co., Inc. (GCI)	A	Dividend	K	T					
9. --General Electric Co. (GE)	A	Dividend	J	T					
10. --Goldcorp Inc. (GG)	A	Dividend	J	T					
11. --Home Depot, Inc. (HD)	A	Dividend	J	T					
12. --Handleman, Co. (HDLM)		None	J	T					
13. --Humana, Inc. (HUM)	A	Dividend	J	T					
14. --Imation Corp. (IMN)		None	J	T					
15. --ION Geophysical Corp. (IO)		None	J	T					
16. --Japan Smaller Cap Fund (JOF)	A	Dividend	J	T					
17. --Southwest Airlines (LUV)	A	Dividend	J	T					

1. Income Gain Codes:	A = \$1,000 or less (See Columns B1 and 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	F = \$50,001 - \$100,000 (See Columns C1 and D3)	J = \$15,001 - \$50,000 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	Q = Appraisal (See Column C2)	R = Cost (Real Estate Only) V = Other	S = Assessment W = Estimated	T = Cash Market	

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18. --Newmont Mining Corp. (NEM)	A	Dividend	J	T					
19. --Newport Corporation (NEWP)		None	J	T					
20. --Newell Rubbermaid, Inc. (NWL)	A	Dividend	J	T					
21. --Planar Systems, Inc. (PLNR)		None	J	T					
22. --Regis Corporation (RGS)	A	Dividend	J	T					
23. --Shaw Group, Inc. (SHAW)		None	J	T					
24. --Sony Corporation (ADR) (SNE)	A	Dividend	J	T					
25. --Sunrise Senior Living, Inc. (SRZ)		None	J	T					
26. --Steris Corporation (STE)	A	Dividend	J	T					
27. --Superior Industries Int'l, Inc. (SUP)	A	Dividend	J	T					
28. --Tecumseh Products Company (TECUA)		None	J	T					
29. --Talbots, Inc. (TLB)		None			Sold	08/29/12	J	A	
30. --U.S. Bancorp (USB)	A	Dividend	J	T					
31. --Wausau Paper Corp. (WPP)	A	Dividend	J	T					
32. --Zygo Corporation (ZIGO)		None	J	T					
33. --Wells Fargo Money Market FD	A	Interest	K	T					
34. Wells Fargo Brokerage Account #2									

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

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35. --Amerisource Bergen Corp. (ABC)	A	Dividend	K	T					
36. --ACE Limited (ACE)	A	Dividend	K	T					
37. --Aviat Networks, Inc. (AVNW)		None	J	T					
38. --Baxter International, Inc. (BAX)	A	Dividend	J	T					
39. --ConAgra Foods, Inc. (CAG)	A	Dividend	J	T					
40. --Center Point Energy, Inc. (CNP)	A	Dividend	K	T					
41. --CONSOL Energy, Inc. (CNX)	A	Dividend	K	T					
42. --CONOCOPhillips (COP)	B	Dividend	K	T					
43. --Phillips 66 (psx)	A	Dividend	J	T	Spinoff (from line 42)	05/08/12	J		
44. --Dean Foods Company (DF)		None	J	T					
45. --Devon Energy Corporation (DVN)	A	Dividend	K	T					
46. --Embraer, SA (ADR) (ERJ)	A	Dividend	J	T					
47. --Harris Corporation (HRS)	A	Dividend	K	T					
48. --Lorillard, Inc. (LO)	B	Dividend	K	T					
49. --Mueller Industries, Inc. (MLI)	A	Dividend	J	T					
50. --Nokia Corporation (ADR) (NOK)	A	Dividend	J	T					
51. --Stanley Black & Decker, Inc. (SWK)	A	Dividend	J	T					

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52. --Wells Fargo accounts WF money market FD	A	Interest	N	T					
53. Wells Fargo IRA Account #1									
54. --AOL, Inc. (AOL)		None	J	T					
55. --Citigroup, Inc. (C)	A	Dividend	J	T					
56. --Cisco Systems, Inc. (CSCO)	A	Dividend	J	T					
57. --Diageo, plc (ADR) (DEO)	A	Dividend	K	T					
58. --Dodge & Cox Int'l Stock Fund (DODFX)	B	Dividend	K	T					
59. --Wells Fargo Adv. (formerly Evergreen) Int'l Eq Fund WFEAX	A	Dividend	K	T					
60. --International Business Machine Corp. (IBM)	A	Dividend	K	T					
61. --Intel Corporation (INTC)	A	Dividend	K	T					
62. --Nu Skin Enterprises, Inc. (NUS)	A	Dividend	K	T					
63. --New York Community Bancorp, Inc. (NYB)	B	Dividend	K	T					
64. --Mutual Quest Fund Class A (TEQIX)		None	K	T					
65. --Time Warner Cable, Inc. (TWC)	A	Dividend	J	T					
66. --Time Warner, Inc. (TWX)	A	Dividend	J	T					
67. --Pimco All Asset Fund (PAUCX)	B	Dividend	L	T	Buy	10/10/12	L		
68. --cash	A	Interest	M	T					

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69. Wells Fargo IRA Account #2									
70. --Becton, Dickinson and Co. (BDX)	A	Dividend	K	T					
71. --ConocoPhillips (COP)	A	Dividend	K	T					
72. --Phillips 66 (PSX)	A	Dividend	J	T	Spinoff (from line 71)	05/08/12	J		
73. --Mutual Quest Fund Z (MQIFX)		None	L	T					
74. --Novartis, AG (ADR) (NVS)	B	Dividend	K	T					
75. --Proctor & Gamble Company (PG)	A	Dividend	K	T					
76. --The Travelers Companies, Inc. (TRV)	A	Dividend	K	T					
77. --Pimco Inc. Fund (PONCX)	A	Dividend	L	T	Buy	10/10/12	L		
78. --cash	A	Interest	N	T					
79. Wells Fargo IRA Account #3									
80. --AOL, Inc. (AOL)		None	J	T					
81. --SPDR ETF fka Diamond Trust Series Mutual Fund (DIA)	B	Dividend	K	T					
82. -- S&P 500 Dep. Recp't Unit Ser I (SPY)	A	Dividend	K	T					
83. --Time Warner (Cable) (TWC)	A	Dividend	J	T					
84. --Time Warner (TWX)	A	Dividend	J	T					
85. --cash	A	Interest	K	T					

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86. Wells Fargo IRA Account #4--WF Adv Large Cap Fund (STRFX)(X)		None	J	T					
87. Wells Fargo Bank Cash Accounts	C	Interest	P1	T					
88. Schwab Brokerage Account #1									
89. --BP Pic (ADR) (BP)	B	Dividend	K	T					
90. --DaimlerChrysler (CX formerly DDAIF)	A	Dividend	J	T					
91. --Darden Restaurants, Inc. (DRI)	A	Dividend	J	T					
92. --Dow Chemical Company (DOW)	A	Dividend	K	T					
93. --El Paso Corporation (EP)					Merged (with line 123)	05/31/12	J	B	
94. --Energen Corporation (EGN)	A	Dividend	J	T					
95. --Exxon Mobil Corporation (XOM)	A	Dividend	K	T					
96. --Frontier Communications Corp. (FTR)	A	Dividend	J	T					
97. --General Electric Company (GE)	A	Dividend	K	T					
98. --General Mills, Inc. (GIS)	B	Dividend	K	T					
99. --Honeywell International, Inc. (HON)	B	Dividend	L	T					
100. --Iberdrola SA (IBDRY)	A	Dividend	J	T					
101. --JM Smucker Company (SJM)	A	Dividend	J	T					
102. --Johnson & Johnson (JNJ)	B	Dividend	K	T					

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103. --Kellogg Company (K)	B	Dividend	K	T					
104. --KeyCorp. (KEY)	A	Dividend	J	T					
105. --MBIA, Inc. (MBI)		None	J	T					
106. --Norfolk Southern Corporation (NSC)	A	Dividend	J	T					
107. --Piper Jaffray Companies (PJC)		None	J	T					
108. --Power Shares QQQ trust, Ser. 1 (QQQ)	A	Dividend	J	T					
109. --Proctor & Gamle Company (PG)	A	Dividend	K	T					
110. --SPDR S&P 500 (ETF) (SPY)	A	Dividend	J	T					
111. --SPDR ETF fka Diamond Trust Series Mutual Fund (DIA)	A	Dividend	J	T					
112. --SuperValu, Inc. (SVU)	A	Dividend	J	T					
113. --Surmodics, Inc. (SRDX)		None	J	T					
114. --Target Corporation (TGT)	A	Dividend	K	T					
115. --Textron, Inc. (TXT)	A	Dividend	J	T					
116. --US Bancorp (USB)	A	Dividend	K	T					
117. --Verizon Communications, Inc. (VZ)	A	Dividend	J	T					
118. --Washington Real Estate Investment T (WRE)	A	Dividend	J	T					
119. --Pimco High Yield Institutional shares (PHIYX)	C	Dividend	K	T					

1. Income Gain Codes: (See Columns B1 and D4)	A ~\$1,000 or less F ~\$50,001 - \$100,000	B ~\$1,001 - \$2,500 G ~\$100,001 - \$1,000,000	C ~\$2,501 - \$5,000 H1 ~\$1,000,001 - \$5,000,000	D ~\$5,001 - \$15,000 H2 ~More than \$5,000,000	E ~\$15,001 - \$50,000
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3. Value Method Codes (See Column C2)	Q ~Appraisal U ~Book Value	R ~Cost (Real Estate Only) V ~Other	S ~Assessment W ~Estimated	T ~Cash Market	

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Name of Person Reporting

NOEL, FRANKLIN L.

Date of Report

05/03/2013

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

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

A. Description of Assets (including trust assets) Place "(X)" after each asset exempt from prior disclosure	B. Income during reporting period		C. Gross value at end of reporting period		D. Transactions during reporting period				
	(1) Amount Code 1 (A-H)	(2) Type (e.g., div., rent, or int.)	(1) Value Code 2 (J-P)	(2) Value Method Code 3 (Q-W)	(1) Type (e.g., buy, sell, redemption)	(2) Date mm/dd/yy	(3) Value Code 2 (J-P)	(4) Gain Code 1 (A-H)	(5) Identity of buyer/seller (if private transaction)
120. --Schwab S&P 500 Index Fund (SWPPX)	A	Dividend	J	T					
121. --US Treasury due 8/15/23	A	Interest	J	T					
122. --Schwab cash reserves (SWSXX)	A	Interest	N	T					
123. --Kinder/Morgan (KMI)	A	Dividend	J	T					
124. SCHWAB 401(k) account									
125. --Becton Dickinson (BDX)	A	Dividend	K	T					
126. --International Business Machines (IBM)	A	Dividend	K	T					
127. --New York Community Bancorp, Inc. (NYB)	A	Dividend	J	T					
128. --NuSkin Enterprises (NUS)	A	Dividend	K	T					
129. Charles Schwab Bank	A	Interest	K	T					
130. Morgan Stanley Brokerage Account									
131. --Citibank NA	A	Interest	N	T					
132. --AT&T (T)	A	Dividend	J	T					
133. --Alcatel Lucent (ALU)		None	J	T					
134. --Boeing (BA)	B	Dividend	L	T					
135. --Comcast Corp. (CMCSA)	A	Dividend	J	T					
136. --Constellation Energy (CEG)					Merged (with line 137)	03/16/12	J	A	

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

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Name of Person Reporting

NOEL, FRANKLIN L.

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

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

A. Description of Assets (including trust assets) Place "(X)" after each asset exempt from prior disclosure	B. Income during reporting period		C. Gross value at end of reporting period		D. Transactions during reporting period				
	(1) Amount Code 1 (A-H)	(2) Type (e.g., div., rent, or int.)	(1) Value Code 2 (J-P)	(2) Value Method Code 3 (Q-W)	(1) Type (e.g., buy, sell, redemption)	(2) Date mm/dd/yy	(3) Value Code 2 (J-P)	(4) Gain Code 1 (A-H)	(5) Identity of buyer/seller (if private transaction)
137. --EXELON Corp (EXC)	A	Dividend	J	T					
138. --Dow Chemical (DOW)	A	Dividend	J	T					
139. --Edison International (EIX)	A	Dividend	J	T					
140. --El Paso Corp. (EP)					Merged (with line 141)	06/01/12	J	A	
141. --Kinder/Morgan, Inc. (KMI)	A	Dividend	J	T					
142. --Energen Corp. (EGN)	A	Dividend	K	T					
143. --IBERDROLA (IBDRY)	A	Dividend	J	T					
144. --LSI Corp. (LSI)		None	J	T					
145. --National Fuel Gas (NFG)	A	Dividend	J	T					
146. --PG&E (PCG)	A	Dividend	J	T					
147. --PNC Financial Services (PNC)	A	Dividend	J	T					
148. --Praxair, Inc. (PX)	A	Dividend	J	T					
149. --CenturyLink (CTL) surv. co. of Qwest(former Qwest Comm.Q)	A	Dividend	J	T					
150. --Contra Seahawk (formerly Seahawk Drilling)		None	J	T					
151. --Sempra Energy (SRE)	A	Dividend	K	T					
152. --USEC, Inc. (USU)		None	J	T					
153. --Verizon (VZ)	A	Dividend	J	T					

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

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NOEL, FRANKLIN L.

Date of Report

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

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

A. Description of Assets (including trust assets) Place "(X)" after each asset exempt from prior disclosure	B. Income during reporting period		C. Gross value at end of reporting period		D. Transactions during reporting period				
	(1) Amount Code 1 (A-H)	(2) Type (e.g., div., rent, or int.)	(1) Value Code 2 (J-P)	(2) Value Method Code 3 (Q-W)	(1) Type (e.g., buy, sell, redemption)	(2) Date mm/dd/yy	(3) Value Code 2 (J-P)	(4) Gain Code 1 (A-H)	(5) Identity of buyer/seller (if private transaction)
154. --Vodafone Group (VOD)	A	Dividend	J	T					
155. --Westar Energy, Inc. (WR)	A	Dividend	J	T					
156. --Bobson Capital Corp. (MCI)formerly Mass Mutual Corp Inv.	B	Dividend	J	T					
157. --Mutual Quest (MQIFX)	A	Dividend	J	T					
158. --Mutual Global Disc. (MDISX)	A	Dividend	K	T					
159. American Century Mutual Funds (Am. Century)									
160. --Growth (TWCGX)	A	Dividend	K	T					
161. --Ultra (TWCUX)	A	Dividend	K	T					
162. --Balanced (TWBIX)	A	Dividend	L	T					
163. Federated Mutual Fund (Federated)	B	Distribution	M	T					
164. Vanguard									
165. --Balanced Index Fund Investors Shares (VBINX)	A	Dividend	J	T					
166. --Tax Exempt Money Market Fund (VMSXX)	A	Dividend	J	T					
167. --Odyssey Marine Expl. (OMEX)		None	J	T					
168. --Prime Money Market Fund (VMMXX)	A	Dividend	N	T					
169. --Windsor Fund Investor Shares (VWNDX)	A	Dividend	K	T					
170. Heartland Value Fund (HRTVX)	C	Distribution	L	T					

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

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Name of Person Reporting

NOEL, FRANKLIN L.

Date of Report

05/03/2013

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

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

A. Description of Assets (including trust assets) Place "(X)" after each asset exempt from prior disclosure	B. Income during reporting period		C. Gross value at end of reporting period		D. Transactions during reporting period				
	(1) Amount Code 1 (A-H)	(2) Type (e.g., div., rent, or int.)	(1) Value Code 2 (J-P)	(2) Value Method Code 3 (Q-W)	(1) Type (e.g., buy, sell, redemption)	(2) Date mm/dd/yy	(3) Value Code 2 (J-P)	(4) Gain Code 1 (A-H)	(5) Identity of buyer/seller (if private transaction)
171. Manulife Financial Corp.(MFC) f/k/a BNY Mellon	B	Dividend	K	T					
172. General Mills 401(k)									
173. --General Mills (GIS)	B	Dividend	L	T					
174. --F five		None	K	T					
175. --Mutual Funds	D	Dividend	O	T					
176. Aware Board Non-Qualified Fund Blue Cross Blue Shield									
177. --FID Growth Co., (FGCKX)		None	M		Buy	03/02/12	K		
178. --SPTN 500 Index (FUSVX)		None	K		Buy	03/21/12	K		
179. --Times Sq SMCAP (TSCPX) (X)		None	K						
180. --Pim Total Rtn (PTTRX) (X)	A	Dividend	M						
181. --TMTL Global Bond (TPINX) (X)	A	Dividend	K						
182. --Fidelity Cash Res (FDRXX) (X)		None	L						
183. --Fid Sel Tech (FSPTX)		None	K		Buy	03/02/12	J		
184. --Pim Real Return (PRRIX)	C	Dividend	L	T	Buy	03/02/12	K		
185. Oklahoma Royalty Interest: Yazo County	A	Royalty	J	T					
186. Oklahoma Royalty Interest: Marshall County	A	Royalty	J	T					
187. Oklahoma Royalty Interest: Noble County	A	Royalty	J	T					

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

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Name of Person Reporting

NOEL, FRANKLIN L.

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05/03/2013

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

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	(1) Amount Code 1 (A-H)	(2) Type (e.g., div., rent, or int.)	(1) Value Code 2 (J-P)	(2) Value Method Code 3 (Q-W)	(1) Type (e.g., buy, sell, redemption)	(2) Date mm/dd/yy	(3) Value Code 2 (J-P)	(4) Gain Code 1 (A-H)	(5) Identity of buyer/seller (if private transaction)
188. Oklahoma Royalty Interest: Pottowatomic County	A	Royalty	J	T					
189. Oklahoma Royalty Interest: Payne County	A	Royalty	J	T					
190. Oklahoma Royalty Interest: Oklahoma County	A	Royalty	J	T					
191. Oklahoma Royalty Interest: Caddo County	A	Royalty	J	T					
192. Kansas Royalty Interest: Barton County	A	Royalty	J	T					
193. Louisiana Royalty Interest: Webster County (X)	C	Royalty	J	T					
194. US Savings Bonds		None	J	T					
195. Mutual Qualified (MQIFX)	A	Dividend	K	T					
196. Mutual Discovery (MDISX)	A	Dividend	K	T					
197. Vanguard Growth Index (VIGRX)	A	Dividend	J	T					
198. Wells Fargo (UTMA)									
199. -- ST Bond (SSTBX)	A	Dividend	J	T					
200. -- AT&T (T)	A	Dividend	J	T					
201. -- Comcast (CMCSA)	A	Dividend	J	T					
202. -- WFAV. MM/cash	A	Interest	J	T					
203. -- Fidelity Cash Reserves (FDRXX)	A	Dividend	J	T	Sold (part)	01/20/12	K	A	
204.					Sold (part)	09/04/12	K	A	

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 = \$250,001 - \$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 = 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

NOEL, FRANKLIN L.

Date of Report

05/03/2013

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

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

A. Description of Assets (including trust assets) Place "(X)" after each asset exempt from prior disclosure	B. Income during reporting period		C. Gross value at end of reporting period		D. Transactions during reporting period				
	(1) Amount Code 1 (A-H)	(2) Type (e.g., div., rent, or int.)	(1) Value Code 2 (J-P)	(2) Value Method Code 3 (Q-W)	(1) Type (e.g., buy, sell, redemption)	(2) Date mm/dd/yy	(3) Value Code 2 (J-P)	(4) Gain Code 1 (A-H)	(5) Identity of buyer/seller (if private transaction)
205.					Sold (part)	12/31/12	K	A	

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 = \$250,001 - \$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 = 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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NOEL, FRANKLIN L.

Date of Report

05/03/2013

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

I have entirely reformat the order of the assets listed in Part VII of this year's Report. Over the past 20 + years, the number of assets that must be reported has grown to nearly 200. Most of the assets came through a series of inheritances from relatives who each had separate and some multiple investment accounts. As new assets were acquired, I would usually simply add them to the end of the list from the prior year's report, without regard to the account in which the asset was located. We have now consolidated all of the assets into a more manageable number of institutions which each provide regular statements in similar and more user friendly formats. I have reformat the order of the assets to correspond to the statements we now receive from the more limited number of institutions.

Further information:

A. Line ## 1, 34, 53, 69, 79, 88, 124, 130, 159, 164, 172, 176, 198 are headers only. Column A describes the accounts in which the assets that follow are located. No information is provided in any column for these line items.

B. Through error and oversight the following line item was not reported on last year's Report. I have designated it with an (X) to indicate that there is no transaction data associated with this line item in 2012: 86. Please let me know if further explanation is needed.

C. Line #87. In accordance with the instructions at p. 37 of the Filing Instructions dated February 2012, I have aggregated several separate checking and savings accounts at Wells Fargo Bank.

D. Lines 176 to 184. This asset is a Nonqualified Deferred Compensation Plan. In years past I have always reported the aggregate value in the Plan. This year I have listed by name and ticker symbol the individual funds in which the assets of this Nonqualified Deferred Compensation Plan has invested its assets.

E. Line #193. In 2012 the personal representative of estate discovered a previously unknown royalty interest in an oil and gas lease in Webster County, Louisiana. died in 2005. Royalty income was received in 2012 for at least 5 years worth of production, which accounts for the Code C in Column B(1) for income. I would expect that the income in future years will be more in line with the other oil and gas leases listed in this Report. I have designated this item with an (X) to indicate there is no transaction data associated with this line item in 2012.

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Name of Person Reporting

NOEL, FRANKLIN L.

Date of Report

05/03/2013

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: **s/ FRANKLIN L. NOEL**

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

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