

FINANCIAL DISCLOSURE REPORT FOR CALENDAR YEAR 2013

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	3. Date of Report 08/05/2014
4. Title (Article III judges indicate active or senior status; magistrate judges indicate full- or part-time) Senior Article III Judge	5a. Report Type (check appropriate type) ☐ Nomination ☐ Date ☐ Initial ☒ Annual ☐ Final 5b. ☐ Amended Report	6. Reporting Period 01/01/2013 to 12/31/2013
7. Chambers or Office Address United States District Court 701 E. Broad Street, Suite 7310 Richmond, Virginia 23219		
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.)

POSITION

NAME OF ORGANIZATION/ENTITY

1.		
2.		
3.		
4.		
5.		

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

☒ NONE (No reportable agreements.)

DATE

PARTIES AND TERMS

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. 10/31/2013	IRA #1 Distribution	\$23,153.23
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. 10/31/2013	IRA #2 DISTRIBUTION
2.	
3.	
4.	

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

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

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

	<u>SOURCE</u>	<u>DESCRIPTION</u>	<u>VALUE</u>
1.			
2.			
3.			
4.			
5.			

VI. LIABILITIES. *(Includes those of spouse and dependent children; see pp. 32-33 of filing instructions.)*NONE *(No reportable liabilities.)*

	<u>CREDITOR</u>	<u>DESCRIPTION</u>	<u>VALUE CODE</u>
1.	WELLS FARGO	CREDIT CARD	J
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. IRA #1	E	Int./Div.	O	T					
2. --Allianceber Sm. Cap					Buy	05/06/13	J		
3. -- American Europacific Growth Fund					Sold	05/06/13	K	B	
4. -- Artisan Mid Cap Value Fund					Sold (part)	09/13/13	J	A	
5.					Buy (add'l)	11/18/13	J		
6. -- Blackrock Equity Dividend Fund CL Institutional					Buy (add'l)	03/08/13	J		
7.					Buy (add'l)	09/13/13	J		
8.					Sold (part)	10/25/13	J	A	
9.					Buy (add'l)	11/08/13	J		
10. --Blackrock High Yield Bond Fund					Buy	05/06/13	J		
11.					Buy (add'l)	11/08/13	J		
12. -- Blackrock Inflation Protected Bond					Sold	03/08/13	J	A	
13. --Calamos Market Neutral					Buy	05/06/13	K		
14. -- Cambiar Opportunity Fund					Buy (add'l)	03/08/13	J		
15.					Sold (part)	05/06/13	J	A	
16.					Sold	05/06/13	K	C	
17. -- Columbia Select Large Cap Fund					Sold (part)	09/13/13	J	C	

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

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	(1) Amount Code I (A-H)	(2) Type (e.g., div., rent, or int.)	(1) Value Code 2 (J-P)	(2) Value Method Code 3 (Q-W)	(1) Type (e.g., buy, sell, redemption)	(2) Date mm/dd/yy	(3) Value Code 2 (J-P)	(4) Gain Code 1 (A-H)	(5) Identity of buyer/seller (if private transaction)

18.					Sold (part)	10/25/13	J	A	
19.					Buy (add'l)	11/08/13	J		
20. -- Eaton Vance Commodity Strategy Fund					Sold	05/06/13	K		
21. Fundvantage Tr. Polen					Buy	05/06/13	K		
22.					Sold (part)	09/13/13	J		
23.					Sold (part)	10/25/13	J		
24.					Buy (add'l)	11/08/13	J		
25. -- Goldman Sachs Absolute Return					Sold (part)	03/08/13	J	A	
26.					Sold (part)	05/06/13	J		
27.					Sold	05/06/13	K	A	
28. -- Goldman Sachs High Yield					Sold (part)	03/08/13	J	A	
29.					Sold	05/06/13	J	A	
30. -- Guggenheim Managed Futures					Sold (part)	03/08/13	K		
31.					Sold (part)	05/06/13	J		
32. -- ING Global Real Estate Fund					Buy (add'l)	03/08/13	J		
33.					Sold (part)	10/25/13	J	A	
34. -- Invesco Premier Inst. (Money Market Fund = cash)					Buy	03/08/13	K		

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	
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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) 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)

35.					Sold (part)	09/13/13	J		
36.					Sold (part)	11/08/13	J		
37. -- IQ Alpha Hedge Strategy Fund					Sold (part)	03/08/13	J	A	
38.					Sold (part)	10/25/13	J	A	
39. -- IShares Barclay Shf. Treas.					Sold	03/08/13	K		
40. -- Lazard Developing Markets Equity					Sold (part)	03/08/13	J	A	
41.					Buy (add'l)	09/13/13	J		
42.					Sold	11/08/13	J	A	
43. -- Loomis Bond Fund Inst'l					Sold (part)	03/08/13	K	C	
44.					Sold	11/08/13	J	A	
45. -- MS Liquid Asset Fund									
46. -- Neuberger Berman Large Cap Discipline Growth Fund					Buy (add'l)	01/03/13	J		
47.					Sold	05/06/13	K	C	
48. -- Oakmark I					Buy	05/06/13	K		
49.					Buy (add'l)	09/13/13	J		
50.					Sold (part)	10/25/13	J	A	
51.					Buy (add'l)	11/08/13	J		

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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 \$5,000,000	M = \$100,001 - \$250,000 P2 = \$5,000,001 - \$25,000,000	
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52. -- Oppenheimer Int'l Growth Fund					Buy	05/06/13	K		
53.					Buy (add'l)	09/13/13	J		
54.					Sold (part)	10/25/13	J	A	
55.					Buy (add'l)	11/08/13	J		
56. -- Pimco Commodity Real Return P Fund					Buy	05/06/13	K		
57.					Buy (add'l)	09/13/13	J		
58. -- Pimco Emerging Local Bond Fund					Sold (part)	03/08/13	J	A	
59.					Buy (add'l)	09/13/13	J		
60.					Sold	11/08/13	J		
61. -- Pimco Total Return Fund					Buy (add'l)	01/03/13	J		
62.					Sold (part)	03/08/13	K		
63.					Buy (add'l)	09/13/13	J		
64.					Sold (part)	11/08/13	J		
65. -- Prudential Jennison Mid Cap Growth Fund					Buy (add'l)	03/08/13	J		
66.					Sold (part)	09/13/13	J		
67. -- Ramius Trading Strat. Mngd Futures					Buy	05/06/13	J		
68. -- Royce Premier Fund					Sold (part)	09/13/13	J	A	

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69. -- TCW Small Cap Growth Fund					Sold	05/06/13	J	B	
70. -- Templeton Global Bond Fund					Sold (part)	03/08/13	K	B	
71. -- Thornburg International Value Fund					Sold	05/06/13	K	B	
72. -- Vanguard Short Term Bond					Buy	03/08/13	L		
73.					Sold	05/06/13	L		
74. -- Virtus Foreign Opp. I					Buy	05/06/13	K		
75.					Buy (add'l)	09/13/13	J		
76.					Sold (part)	10/25/13	J		
77.					Buy (add'l)	11/08/13	J		
78. -- Virtus Insight Emerging Markets					Sold (part)	03/08/13	J	A	
79.					Sold (part)	11/08/13	J	A	
80. -- Virtus MultiSector Short Term Bond					Buy	05/06/13	L		
81.					Buy (add'l)	09/13/13	J		
82.					Sold (part)	10/25/13	J		
83. -- Wells Fargo Advantage High Income Fund					Sold (part)	03/08/13	J	A	
84.					Sold	05/06/13	J	A	
85. -- Western Asset Core Plus Bond Fund					Sold (part)	03/08/13	K	A	

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86.					Sold (part)	11/08/13	J	A	
87.									
88. IRA #2 (S):	C	Int./Div.	M	T					
89. -- Allianceber Small Growth Cap					Buy	05/22/13	J		
90. -- American Century Int'l Bond Fund					Sold	05/22/13	J		
91. -- American Europacific Growth Fund					Sold (part)	03/08/13	J	A	
92.					Sold	05/22/13	J	B	
93. -- American Growth Fund of America					Sold	05/22/13	J	C	
94. -- Artisan Midcap Value					Buy (add'l)	11/18/13	J		
95. -- Aston/Montag & Caldwell Growth					Sold (part)	03/08/13	J	A	
96. -- Baron Growth Fund					Sold	05/22/13	J	B	
97. -- Blackrock Equity Div. A					Buy	05/22/13	J		
98.					Buy (add'l)	09/13/13	J		
99. -- Blackrock Inflation Protection Bond					Sold (part)	03/08/13	J		
100.					Buy (add'l)	09/13/13	J		
101. -- Blackrock Low Div. Bond					Buy	03/08/13	J		
102.					Sold	05/22/13	J	A	

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103. -- Columbia Select LG CP Growth					Buy	05/22/13	J		
104.					Buy (add'l)	09/13/13	J	A	
105. -- Davis NY Venture Fund					Sold	05/22/13	J	B	
106. -- Delaware International Value Equity Fund					Sold	05/22/13	J	A	
107. -- Dreyfus Emerging Markets Fund					Sold	05/22/13	J	A	
108. -- EV Income Fund of Boston					Sold (part)	03/08/13	J	A	
109.					Buy (add'l)	11/08/13	J		
110. -- Invesco Developing Markets A					Buy	05/22/13	J		
111.					Sold (part)	11/08/13	J		
112. -- Ivy Midcap Growth									
113. -- Lazard Emerging Markets Fund					Sold (part)	03/08/13	J		
114.					Sold (part)	11/08/13	J		
115. -- Oakmark I					Buy	05/22/13	J		
116.					Buy (add'l)	09/13/13	J		
117. -- Oppenheimer Int'l Growth Fund					Buy	05/22/13	J		
118.					Buy (add'l)	11/08/13	J		
119. -- Pimco Emerging Markets Bond Fund					Sold (part)	03/08/13	J	A	

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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)
120.					Sold	11/08/13	J	A	
121. -- Pimco Foreign Bond					Buy	05/22/13	J		
122. -- Pimco Low Duration A					Buy	05/22/13	J		
123. -- Royce Premier Fund					Buy (add'l)	03/08/13	J		
124.					Buy (add'l)	11/08/13	J		
125. -- T. Rowe Price Equity Income Fund					Sold	05/22/13	J	A	
126. -- Virtus Foreign Opp. A					Buy	05/22/13	J		
127.					Buy (add'l)	09/13/13	J		
128.					Buy (add'l)	11/08/13	J		
129. -- Virtus MultiSect Short Term Bond					Buy	05/22/13	J		
130. -- Western Asset Core Plus Portfolio					Buy (add'l)	03/08/13	J		
131.					Sold (part)	11/08/13	J		
132. -- Western Asset Government Money Market Fund									
133.									
134. BROKERAGE ACCOUNT #1									
135. -- AMC Networks Inc (X)	A	Dividend	J	T					
136. -- Anadarko Pete (APC)	A	Dividend	J	T	Buy	03/06/13	J		

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

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Payne, Robert E.

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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. -- Autodesk Inc.	A	Dividend	J	T	Buy	03/06/13	J		
138. -- Biogen	A	Dividend	J	T	Buy	03/06/13	J		
139.					Buy (add'l)	08/06/13	J		
140. -- Blackrock Equity Dividend	A	Dividend	M	T	Buy	04/30/13	L		
141.					Buy (add'l)	05/07/13			
142.					Buy (add'l)	06/07/13			
143.					Buy (add'l)	07/08/13			
144.					Buy (add'l)	08/06/13			
145.					Sold	12/09/13	J	A	
146. -- Bristol Myers Squibb	A	Dividend			Buy	03/06/13	J		
147.					Buy (add'l)	04/08/13	J		
148.					Sold	04/30/13	J	A	
149. -- Broadcom Corp	A	Dividend	J	T	Buy	03/06/13	J		
150. -- Cablevision Systems Corp	A	Dividend	J	T	Buy	03/06/13	J		
151. -- Chevron Corp	A	Dividend			Buy	03/06/13	J		
152.					Sold	04/30/13	J	A	
153. -- Citrix Systems Inc. (X)	A	Dividend	J	T			J		

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

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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. -- Comcast Corp	A	Dividend	J	T	Buy	03/06/13	J		
155. -- Covidien PLC	A	Distribution	J	T	Buy	03/06/13	J		
156. -- Cree Research Inc	A	Dividend	J	T	Buy	03/06/13	J		
157. -- DirectTV Com	A	Dividend	J	T	Buy	03/06/13	J		
158. -- Dolby Cla (X)					Buy	03/06/13	J		
159.					Sold (part)	04/30/13	J	A	
160. -- Exxon Mobil Corp	A	Dividend			Buy	03/06/13	J		
161.					Sold	04/30/13	J		
162. -- Fluor Corp	A	Dividend	J	T	Buy	03/06/13	J		
163. -- Forest Laboratories Inc	A	Dividend	J	T	Buy	03/06/13	J		
164. -- Freeport McMoran CP&GLD (X)	A	Dividend	J	T			J		
165. -- General Elecetric Co.	A	Dividend			Buy	03/06/13	J		
166.					Sold	04/30/13	J		
167. -- Immunogen Inc. (X)	A	Dividend	J	T			J		
168. -- Isis Pharm Inc.	A	Dividend	J	T	Buy	03/06/13	J		
169. -- JP Morgan Chase & Co	A	Dividend			Buy	03/06/13	J		
170.					Sold	04/30/13	J		

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

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Name of Person Reporting

Payne, Robert E.

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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)
171. -- L-3 Communications Hldg. Inc	A	Dividend	J	T	Buy	03/06/13	J		
172. -- Liberty Interactive Co	A	Dividend	J	T	Buy	03/06/13	J		
173. -- Liberty Media Corp (X)	A	Dividend	J	T			J		
174. -- National Oilwell Varco Inc.	A	Dividend	J	T	Buy	03/06/13	J		
175. -- Nucor Corp	A	Dividend	J	T	Buy	03/06/13	J		
176. -- Pall Corp	A	Dividend	J	T	Buy	03/06/13	J		
177. -- Pentair Ltd (X)	A	Dividend	J	T			J		
178. -- Sandisk Corp	A	Dividend	J	T	Buy	03/06/13	J		
179. -- Seagate Technology, Inc.	A	Dividend	J	T	Buy	03/06/13	J		
180.					Buy (add'l)	08/06/13	J		
181. -- Starz Series A (X)	A	Dividend	J	T			J		
182. -- TE Connectivity Ltd	A	Dividend	J	T	Buy	03/06/13	J		
183. -- The ADT Corporation Com (ADT) (X)	A	Dividend	J	T			J		
184. -- Tyco Int'l Ltd	A	Dividend	J	T	Buy	03/06/13	J		
185. -- UnitedHealth Gp Inc	A	Dividend	J	T	Buy	03/06/13	J		
186. -- United Technologies Corp	A	Dividend			Buy	03/06/13	J		
187.					Sold	04/30/13	J	A	

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

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Name of Person Reporting

Payne, Robert E.

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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.)

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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) 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. -- Verizon Communications	A	Dividend			Buy	03/06/13	J		
189.					Sold	04/30/13	J	A	
190. -- Vertex Pharmaceuticals (X)	A	Dividend	J	T			J		
191. -- Weatherford Int'l Ltd	A	Dividend	J	T	Buy	03/06/13	J		
192. -- Wells Fargo & Co	A	Dividend	J	T	Buy	03/06/13	J	A	
193.									
194.									
195. BROKERAGE ACCOUNT #2									
196. -- MorganStanley - Cash	A	Interest	J	T					
197. -- Western Asset Managed Municipal	A	Dividend	J	T					
198.									
199.									
200.									
201. -- Mallen Research Ltd Partnership		None	J	W					
202.									

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

1. Part VII, page 5, line 28 - "Goldman Sachs High Yield" is a name change. In the 2012 annual report, Part VII, page 4, lines 17 - asset was named "Goldman Sachs Trust"
2. Part VII, page 8, line 78 - this asset was listed in the 2012 annual report, Part VII, page 6, line 45 as "Virtus Emerging Markets" - the word "Insight" was inadvertently omitted in the name in the 2012 annual report.
3. Part VII, page 11, line 134 - "Brokerage Account #1." Note: in the 2012 annual report, Part VII, page 8, line 74 - "Citibank NA - Cash" was noted as an asset. This cash was used in 2013 to purchase the new stocks listed in the Brokerage Account #1. Therefore, "Citibank NA - Cash" is not reported in the 2013 annual report.
4. In the 2012 annual report, page 4, line 8 - "BP Plc Spons (Y)" was erroneously reported. This asset was bought and sold in 2011 (with a Value Code J). Therefore, this asset is not in the 2013 report.

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Name of Person Reporting

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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/ Robert E. Payne

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
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Washington, D.C. 20544