

FINANCIAL DISCLOSURE REPORT FOR CALENDAR YEAR 2011

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 09/27/2012
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 01/01/2011 to 12/31/2011
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. Insert signature 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.		
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. 11/19/11	IRA #1 Distribution	\$22,243.00
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.	
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.)*SOURCEDESCRIPTIONVALUE

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.)*CREDITORDESCRIPTIONVALUE 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. IRA #1	D	Int./Div.	N	T					
2. -- Air Liquid					Buy	03/17/11	J		
3.					Sold	12/01/11	J	A	
4. -- Air Products & Chemicals Inc.					Sold	12/01/11	J	A	
5. -- Altria Group					Sold	12/01/11	J	A	
6. -- Amgen Inc.					Sold	12/01/11	J	A	
7. -- Anadarko Petroleum Corp.					Sold	12/01/11	J	B	
8. -- Anheuser-Busch Inbev Spons					Buy (add'l)	07/15/11	J		
9.					Sold	12/01/11	J	A	
10. -- Apache Corp					Buy (add'l)	06/17/11	J		
11.					Sold	12/01/11	J		
12. -- Artisan Mid Cap Value Fund					Buy	12/01/11	J		
13. -- AT&T Inc.					Sold	12/01/11	J		
14. -- Autodesk Inc.					Sold	12/01/11	J		
15. -- Aviva Plc Adr					Buy	05/18/11	J		
16.					Sold	12/01/11	J		
17. -- Bed Bath & Beyond					Sold	12/01/11	J	B	

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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☐ 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 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. -- Berkshire Hathaway					Sold	12/01/11	J	A	
19. -- Biogen Idec					Sold (part)	08/23/11	J	C	
20.					Sold	12/01/11	J	D	
21. -- Blackrock Equity Dividend Fund CL Institutional					Buy	12/01/11	K		
22. -- Blackrock Inflation Protected Bond					Buy	12/01/11	J		
23. -- BP Plc Spons					Buy	06/17/11	J		
24. -- Broadcom Corp					Sold	12/01/11	J	A	
25. -- Cablevision Systems Corp.					Sold	12/01/11	J	A	
26. -- Cambiar Opportunity Fund					Buy	12/01/11	K		
27. -- Cameron International Corp					Sold	12/01/11	J	A	
28. -- Century Tel Inc.					Sold	05/17/11	J	A	
29. -- Chevron Corp					Buy	08/02/11	J		
30.					Buy (add'l)	11/10/11	J		
31.					Sold	12/01/11	J		
32. -- Chubb Corp.					Sold	07/01/11	J	A	
33. -- Cisco Systems					Sold	12/01/11	J	A	
34. -- Citrix Systems Inc.					Sold	12/01/11	J	A	

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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	
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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. -- Columbia Select Large Cap Fund					Buy	12/01/11	K		
36. -- Comcast					Sold	12/01/11	J	A	
37. -- Compagnie Financiere					Sold	01/26/11	J	A	
38. -- Conoco Phillips					Sold	12/01/11	J	A	
39. -- Covidien					Sold	12/01/11	J	A	
40. -- CVS Caremark Corp					Sold	12/01/11	J	A	
41. -- Walt Disney Co.					Sold	12/01/11	J	A	
42. -- Dish Network Corp.					Sold	12/01/11	J	A	
43. -- DirectTV					Sold (part)	02/10/11	J	B	
44.					Sold (part)	03/30/11	J	A	
45.					Sold	12/01/11	J	B	
46. -- Dreyfus Liquid Assets									
47. -- EMC Corp					Buy	10/18/11	J		
48.					Sold	12/01/11	J		
49. -- EOG Resources					Buy	10/04/11	J		
50.					Sold	12/01/11	J	A	
51. -- Eaton Corp					Buy	06/07/11	J		

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52.					Buy (add'l)	06/17/11	J		
53.					Sold	12/01/11	J	A	
54. -- Eaton Vance Commodity Strategy Fund					Buy	12/01/11	J		
55. -- Ebay Inc.					Sold	12/01/11	J		
56. -- El Paso Corp.					Sold (part)	10/19/11	J	A	
57.					Sold	12/01/11	J	B	
58. -- EMC Corp					Buy	10/18/11	J		
59.					Sold	12/01/11	J		
60. -- Europacific Growth Fund					Buy	12/01/11	J		
61. -- Exxon Mobil Corp.					Sold	12/01/11	J	A	
62. -- Fluor Corp.					Sold	12/01/11	J	A	
63. -- Forest Laboratories					Sold	12/01/11	J		
64. -- Freeport McMoran Copper & Gold					Sold	12/01/11	J	B	
65. -- General Electric Co.					Sold (part)	10/04/11	J		
66.					Sold	12/01/11	J	A	
67. -- Genzyme Corp.					Sold	02/17/11	J	A	
68. -- Goldman Sachs Absolute Return					Buy	12/01/11	K		

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69. -- Goldman Sachs Trust					Buy	12/01/11	J		
70. -- Google					Sold	12/01/11	J	A	
71. -- Halliburton Co.					Buy (add'l)	08/23/11	J		
72.					Sold	12/01/11	J	A	
73. -- Home Depot Inc.					Sold	12/01/11	J	A	
74. -- Honeywell Intl Inc.					Sold	12/01/11	J	A	
75. -- ING Global Real Estate Fund					Buy	12/01/11	J		
76. -- Intel Corp.					Sold	01/06/11	J		
77. -- IQ Alpha Hedge Strategy Fund					Buy	12/01/11	K		
78. -- International Business Machines Corp.					Sold	12/01/11	J	C	
79. -- Intuit Inc					Buy	08/22/11	J		
80.					Sold	12/01/11	J	A	
81. -- Johnson & Johnson					Sold	12/01/11	J	A	
82. -- KDDI Corp - JPY					Buy	10/25/11	J		
83.					Sold	12/01/11	J		
84. -- Kimberly Clark Corp.					Sold	12/01/11	J	A	
85. -- L3 Communications					Sold	12/01/11	J		

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86. -- Lazard Developing Markets Equity					Buy	12/01/11	K		
87. -- Liberty Media Corp Liberty Cap					Sold	12/01/11	J	C	
88. -- Liberty Media Hldg Corp					Sold (part)	03/30/11	J		
89.					Sold	12/01/11	J		
90. -- Liberty Media Hldg Corp Cap					Sold (part)	02/04/11	J	B	
91.					Sold (part)	03/30/11	J	B	
92.					Sold	03/31/11	J	B	
93. -- Loews Corp.					Sold	12/01/11	J	A	
94. -- Loomis Bond Fund Inst'l					Buy	12/01/11	L		
95. -- Lorillard Inc.					Sold	12/01/11	J	A	
96. -- Marsh & McLennan					Sold	12/01/11	J	A	
97. -- McDonalds Corp					Sold	12/01/11	J	B	
98. -- Merck & Co.					Buy (add'l)	04/26/11	J		
99.					Sold	12/01/11	J	A	
100. -- Metlife Inc					Buy	03/02/11	J		
101.					Sold	12/01/11	J	A	
102. -- Microsoft Corp.					Buy (add'l)	07/14/11	J		

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103.					Sold	12/01/11	J		
104. -- Motorola Solutions Inc					Buy	01/12/11	J		
105.					Sold	12/01/11	J	A	
106. -- National Oilwell Varco Inc.					Sold	12/01/11	J	A	
107. -- Neuberger Berman Large Cap Disciplined Growth Fund					Buy	12/01/11	K		
108. -- News Corp					Sold	12/01/11	J		
109. -- Nike Inc					Buy	06/07/11	J		
110.					Sold	12/01/11	J	A	
111. -- Noble Corporation					Sold	12/01/11	J	A	
112. -- Nvidia Corp.					Sold	08/12/11	J	A	
113. -- Oracle Corp					Sold	12/01/11	J	A	
114. -- Pall Corp.					Sold	12/01/11	J	B	
115. -- Pepsico Inc.					Sold	12/01/11	J	A	
116. -- Petrofac Ltd					Buy	05/10/11	J		
117. -- Pfizer Inc.					Sold	12/01/11	J		
118. -- Philip Morris Int'l					Sold	12/01/11	J	C	
119. -- Pimco Emerging Local Bond Fund					Buy	12/01/11	K		

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120. -- Pimco Total Return Fund					Buy	12/01/11	L		
121. -- Procter & Gamble					Sold (part)	01/06/11	J	A	
122.					Sold	12/01/11	J	A	
123. -- Progressive Corp					Sold	12/01/11	J	A	
124. -- Prudential Jennison Mid Cap Growth Fund					Buy	12/01/11	J		
125. -- Qualcomm Inc					Buy	08/23/11	J		
126.					Sold	12/01/11	J	A	
127. -- Raytheon Company					Sold	12/01/11	J	A	
128. -- Roche Hldg Ltd					Sold	12/01/11	J	A	
129. -- Rolls Royce Holdings					Sold	12/01/11	J	B	
130. -- Royal Dutch Shell Plc					Sold	12/01/11	J	A	
131. -- Royce Premier Fund					Buy	12/01/11	J		
132. -- Ryanair Hldgs Plc					Buy	03/18/11	J		
133.					Sold (part)	07/01/11	J	A	
134.					Buy (add'l)	07/25/11	J		
135.					Sold	12/01/11	J	A	
136. -- Rydex SGI Managed Futures Strategy Fund					Buy	12/01/11	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	
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.

Date of Report

09/27/2012

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. -- SAP AG Spons					Buy	09/06/11	J		
138.					Sold	12/01/11	J	A	
139. -- Sandisk Corp.					Sold (part)	03/30/11	J		
140.					Sold (part)	03/31/11	J		
141.					Sold	12/01/11	J	B	
142. -- Sanofi-Aventis					Buy (add'l)	04/25/11	J		
143.					Sold	12/01/11	J		
144. -- Schlumberger Ltd					Buy (add'l)	11/08/11	J		
145.					Sold	12/01/11	J		
146. -- Schwab Charles					Sold	12/01/11	J		
147. -- Seagate Technology					Sold	12/01/11	J		
148. -- Sempra Energy					Sold	12/01/11	J	A	
149. -- Siemens AG Spons					Buy	03/30/11	J		
150.					Sold	12/01/11	J		
151. -- Sony Finl Hldgs Inc					Buy	03/31/11	J		
152.					Sold	12/01/11	J		
153. -- Suncor Energy Inc					Sold	12/01/11	J	A	

1. Income Gain Codes: (See Columns B1 and D4)	A = \$1,000 or less F = \$50,001 - \$100,000 J = \$15,000 or less N = \$250,001 - \$500,000 P3 = \$25,000,001 - \$50,000,000	B = \$1,001 - \$2,500 G = \$100,001 - \$1,000,000 K = \$15,001 - \$50,000 O = \$500,001 - \$1,000,000	C = \$2,501 - \$5,000 H1 = \$1,000,001 - \$5,000,000 L = \$50,001 - \$100,000 P1 = \$1,000,001 - \$5,000,000 P4 = More than \$50,000,000	D = \$5,001 - \$15,000 H2 = More than \$5,000,000 M = \$100,001 - \$250,000 P2 = \$5,000,001 - \$25,000,000	E = \$15,001 - \$50,000
2. Value Codes (See Columns C1 and D3)	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.

Date of Report

09/27/2012

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. -- TCW Small Cap Growth Fund					Buy	12/01/11	J		
155. -- TE Connectivity Ltd					Buy	07/01/11	J		
156.					Sold	12/01/11	J	A	
157. -- Target Corp.					Sold	12/01/11	J		
158. -- Technip					Sold	12/01/11	J	A	
159. -- Templeton Global Fond Fund					Buy	12/01/11	K		
160. -- Tesco Plc Spons					Buy	08/08/11	J		
161.					Sold	12/01/11	J	A	
162. -- Texas Instruments					Sold	12/01/11	J		
163. -- Thornburg International Value Fund					Buy	12/01/11	J		
164. -- Time Warner Inc.					Sold	12/01/11	J		
165. -- Toyota Motor Corp.					Buy (add'l)	05/03/11	J		
166.					Sold	12/01/11	J		
167. -- Total SA					Sold	11/10/11	J		
168. -- Travelers Companies					Sold	12/01/11	J	A	
169. -- Tyco International					Sold	12/01/11	J	A	
170. -- UPS					Buy	03/16/11	J		

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

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Name of Person Reporting

Payne, Robert E.

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09/27/2012

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.					Sold	12/01/11	J	A	
172. -- Unilever PLC					Sold	12/01/11	J	A	
173. -- UnitedHealth					Sold (part)	03/30/11	J		
174.					Sold	12/01/11	J	B	
175. -- US Bancorp Del					Buy	01/06/11	J		
176.					Buy (add'l)	07/05/11	J		
177.					Buy (add'l)	08/02/11	J		
178.					Sold	12/01/11	J		
179. -- Verizon Communications					Buy	03/31/11	J		
180.					Sold	12/01/11	J	A	
181. -- Vinci S.A.					Sold (part)	02/14/11	J	A	
182. -- Virtus Emerging Markets					Buy	12/01/11	K		
183. -- Visa Inc.					Buy (add'l)	03/07/11	J		
184.					Sold	12/01/11	J	A	
185. -- Walmart Stores					Sold	07/15/11	J	A	
186. -- Weatherford International					Sold	12/01/11	J		
187. -- Wellpoint Inc.					Sold	12/01/11	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.)

☐ 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)
188. -- Wells Fargo & Co.					Sold	12/01/11	J		
189. -- Wells Fargo Advantage High Income Fund					Buy	12/01/11	J		
190. -- Western Asset Core Plus Bond Fund					Buy	12/01/11	L		
191. -- Xerox Corp					Buy	02/28/11	J		
192.					Buy (add'l)	07/01/11	J		
193.					Sold	12/01/11	J		
194. -- Yue Yuen					Sold	12/01/11	J	A	
195. -- Zurich Financial					Sold	12/01/11	J	A	
196.									
197. IRA #2:	B	Int./Div.		T					IRA Closed
198. -- Allstate Corp.					Sold	03/31/11	J		
199. -- Citibank NA Bank Deposit Program						12/01/11			Moved cash to IRA #1
200. -- Kayne Anderson Energy Total					Sold	12/01/11	K		
201. -- Kayne Anderson MLP Investment					Sold	12/01/11	K		
202. -- Wells Fargo & Co.					Sold	12/01/11	J		
203. -- Western Asset Money Market Fund					Sold	11/15/11	K		IRA distribution
204.									

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

Payne, Robert E.

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09/27/2012

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.									
206. IRA #3:	B	Int/Div.	L	T					
207. -- American Century International Bond Fund					Buy (add'l)	01/14/11	J		
208.					Buy (add'l)	10/7/11	J		
209. -- American Funds Europacific Growth Fund									
210. -- American Funds Growth Fund of America									
211. -- Baron Growth Fund					Buy	01/14/11	J		
212. -- Davis NY Venture Fund					Buy	01/14/11	J		
213. -- Delaware International Value Equity Fund									
214. -- Dreyfus Emerging Markets Fund					Buy (add'l)	01/14/11	J		
215.					Buy (add'l)	04/15/11	J		
216. -- Lazard Emerging Mkts Equity Fund					Buy (add'l)	01/14/11	J		
217.					Buy (add'l)	04/15/11	J		
218. -- Legg Mason Growth Trust									
219. -- Royce Premier Fund					Buy (add'l)	01/14/11	J		
220. -- T. Rowe Price Equity Income Fund					Buy	01/14/11	J		
221. -- Western Asset Core Plus Portfolio					Buy (add'l)	10/07/11	J		

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 (See Columns C1 and D3)	F ~\$50,001 - \$100,000 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.

Date of Report

09/27/2012

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)
222. -- Western Asset Government Money Market Fund									
223.									
224. Brokerage Account #1:									
225. -- Citibank NA Bank Deposit Program	A	Interest	J	T					
226. -- Citibank NA South Dakota Bank Deposit Program	A	Interest	J	T					Moved to Citibank NA L225
227. -- Legg Mason Western Asset Managed Municipals Fund	A	Int./Div.	J	T					
228.									

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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09/27/2012

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

1. The following item was reported in error as being sold on December 31, 2010 in the 2010 annual report:

Page/Line of 2010 Report:

15/201 - Dreyfus Emerging Markets Fund

and

15/202

The erroneous sale was inadvertently listed twice on the 2010 Report

Accordingly, the purchase on 1/14/11 is noted as "buy add'l" instead of "buy" on 16/214 of 2011 annual report

2. The following item was reported in error as being sold on June 4, 2010 in the 2010 annual report

Page/Line of 2010 Report:

16/205 - Royce Premier Fund

Accordingly, the purchase on January 14, 2011 is noted as "buy add'l" instead of "buy" on 16/219 of 2011 annual report

3. The following item has been left blank in column D(1) because there was not an appropriate code for the type of transaction

17/226 - Citibank NA South Dakota Bank Deposit Program

There was a bank consolidation on June 17, 2011 and Citibank NA South Dakota Bank Deposit Program consolidated with Citibank NA Bank Deposit Program (17/225) and all cash was moved into Citibank NA Bank Deposit Program (17/225)

4. Part VII, page 5, line 27 "Cameron International Corp." and page 8, line 74 "Honeywell Int'l Inc." - these entries should have been reflected with an (X)

5. Part VII, page 9, line 87 "Liberty Media Corp Liberty Cap," line 88 "Liberty Media Holdg Corp." and line 90 "Liberty Media Hldg Corp. Cap" - reflect a name change - it was reported in 2010 report, Part VII, page 9, line 102 "Liberty Media Starz"

6. Part VII, page 9, line 93 "Loews Corp." is reflected in 2010 report at Part VII, page 10, line 104;

line 95 "Lorillard Inc." is reflected in 2010 report at Part VII, page 10, line 105

line 96 "Marsh & McLennan" is reflected in 2010 report at Part VII, page 10, line 106

7. Part VII, page 11, line 129 "Rolls Royce Holdings" reflects a name change - it was reported in 2010 report, Part VII, page 11, line 135 "Rolls Royce Group"

8. In the 2010 report at Part VII, page 4, lines 6, 7, 9, and 10,
page 5, lines 20-24 and 28-30,
page 6, lines 36, 41, 46, 48 and 51,
page 7, lines 56 and 58,
page 8, lines 69-71, 73, 74, 79, 82 and 84,
page 9, lines 86, 88, 89, 93, 94, 100 and 102,
page 10, lines 103-106, 110, 111, 115 and 116,
page 11, lines 123, 131-133 and 135,
page 12, lines 147-150,
page 13, lines 157, 159-161, 165, 167 and 170,
page 14, lines 174 and 179

Each of these entries should have been reflected in the 2011 report with a (Y)

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Name of Person Reporting

Payne, Robert E.

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09/27/2012

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