

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) McKeown, Mary M.	2. Court or Organization Ninth Circuit Court of Appeals	3. Date of Report 06/12/2013
4. Title (Article III judges indicate active or senior status; magistrate judges indicate full- or part-time) U.S. Circuit Judge - Active	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 U. S. Court of Appeals 401 West A Street Suite 2000 San Diego CA 92101		
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.	Trustee	International Association of Women Judges
2.	Board of Visitors	Georgetown University Law Center
3.	Board of Directors	Association of Business Trial Lawyers - San Diego
4.	Board of Directors	Federal Judges Association
5.	Board of Directors	La Jolla Music Society

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. Spg/Sum 12	Univ of San Diego Law School - Teaching	\$15,000.00
2. 7/12	Thomas Jefferson School of Law - Teaching	\$3,000.00
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. 2012	University of California San Diego - Salary
2. 2012	Self-employed Consultant
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. The American Law Institute	01/25-26/2012	Philadelphia, PA	Council Meeting	Transportation, Lodging, Meals
2. Federal Judges Association	02/23-25/2012	Indianapolis, IN	Board Meeting	Transportation, Lodging, Meals
3. Georgetown Law Center	03/29-31/2012	Charleston, SC	Board of Visitors Meeting	Transportation, Lodging, Meals
4. Lewis and Clark Law School	04/02/2012	Portland, OR	Keynote Speaker	Transportation, Lodging, Meals
5. Association of Business Trial Lawyers	04/20-22/2012	Half Moon Bay, CA	Joint Board Meeting	Lodging, Meals
6. Federal Judges Association	05/08-10/2012	Washington, DC	Board Meeting	Transportation, Lodging, Meals

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7.	Loyola Marymount University Law School	05/20/2012	Los Angeles, CA	Graduation Speaker	Transportation, Lodging
8.	University of Washington	06/21-26/2012	Nanjing and Beijing, China	IP Conference - Speaker	Transportation, Lodging, Meals
9.	Thomas Jefferson School of Law	07/08-11/2012	Nice, France	Teaching	Transportation, Lodging, Meals
10.	University of San Diego	07/16/2012-08/01/2012	Paris, France	Teaching	Transportation, Lodging, Meals
11.	Association of Business Trial Lawyers	09/20-24/2012	Kauai, HI	Annual Seminar - Speaker	Transportation, Lodging, Meals
12.	The American Law Institute	10/17-19/2012	New York, NY	Council Meeting	Transportation
13.	National Association of Women Judges	11/8-9/2012	Miami, FL	Conference Speaker	Transportation
14.	Federal Judges Association	11/11/2012-11/13/2012	Washington, DC	Meeting	Transportation, Lodging
15.	Waseda University	12/5/2012-12/9/2012	Tokyo, Japan	IP Conference - Keynote Speaker	Transportation, Lodging, Meals
16.	American Society of International Law	12/12/2012	Washington, DC	Judicial Advisory Board Meeting	Lodging
17.	American Bar Association	12/13/2012	Washington, DC	ROLI Board Meeting	Transportation, Meals

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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.	SUNTRUST MORTGAGE, INC./ CHASE HOME	RESIDENTIAL/RENTAL PROPERTY - SAN FRANCISCO CA	N
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. BANK OF AMERICA #2	A	Interest	M	T					
2. BOEING	A	Dividend	J	T					
3. SCHWAB ACCT #4									
4. ---AIM VI TECH FUND		None	J	T					
5. ---ALGER LARGE CAP GROWTH		None	J	T					
6. ---AMER CENTURY VP INTL		None	J	T					
7. ---BARON GROWTH OPPORT FND		None	K	T					
8. ---SCHWAB S&P 500 INDEX FUND		None	K	T					
9. TULLY'S COFFEE	A	Dividend	J	T					
10. TRUST #1									
11. ---FIDELITY BLUE CHIP	A	Dividend	L	T					
12. ---FIDELITY DISCOVER FUND	A	Dividend	J	T					
13. ---FIDELITY GROWTH & INC	A	Dividend	K	T					
14. 403b #1- FIDELITY INVESTMENTS									
15. ---UC SAVINGS FUNDS	A	Dividend	J	T					
16. ---FIDELITY CONTRA	A	Dividend	M	T					
17. ---FIDELITY EURO CAP APPREC	B	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
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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18.									
19. ---FIDELITY SELECT TECH/PURITAN	A	Dividend	K	T					
20. --FIDELITY SELECT INDUS EQUIP		None	J	T					
21. --FIDELITY SELECT INDUSTRIALS		None	K	T					
22. --FIDELITY SMALL CAP DISCOVERY		None	K	T					
23. FIDELITY ANNUITY #2									
24. ---FIDELITY VIP CONTRA		None	K	T	Sold (part)	12/31/12	K	A	
25. ---FIDELITY VIP EQUITY INCOME	A	Dividend	J	T	Sold (part)	12/31/12	J	A	
26. NORTHERN TRUST #1									
27. ---NORTHERN TRUST CHK	A	Interest	K	T					
28. NORTHERN TRUST #2									
29. ---NORTHERN TRUST MMF	A	Int./Div.	M	T					
30. NORTHERN TRUST #3									
31. ---NORTHERN TRUST CHK	A	Interest	J	T					
32. NORTHERN TRUST #4									
33. ---NORTHERN TRUST CHK	A	Interest	L	T					
34. NORTHERN TRUST #5									

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35. ---ABBOTT LAB (ABT)	A	Dividend	J	T	Sold (part)	12/12/12	J	A	
36. ---ALTERA CORP (ALTR)	A	Dividend			Sold	6/22/12	J	A	
37. ---AMAZON (AMZN)		None			Sold	6/22/12	J	A	
38. ---AMER EX (AXP)	A	Dividend	J	T	Sold (part)	12/12/12	J	A	
39. --AMER WTR WKS (AWK)	A	Dividend	J	T	Buy	6/22/12	J		
40.					Sold (part)	12/12/12	J	A	
41. ---AMGEN INC (AMGN)	A	Dividend	J	T	Buy	6/22/12	J		
42.					Sold (part)	12/12/12	J	A	
43. ---APPLE (APPL)	A	Dividend	K	T	Sold (part)	12/12/12	J	C	
44. ---AUTODESK INC (ADSK)			J	T	Buy	6/22/12	J		
45. ---AUTOMATIC DATA PROC (ADP)	A	Dividend	J	T	Buy	6/22/12	J		
46.					Sold (part)	12/12/12	J	A	
47. ---BHP BILLITON (BHP)	A	Dividend	J	T	Sold (part)	12/12/12	J	A	
48. ---BRISTOL MEYERS SQUIBB CO COM (BMY)	A	Dividend	J	T	Sold (part)	12/12/12	J	A	
49. ---CISCO SYSTEMS (CSCO)	A	Dividend			Sold	6/22/12	J	A	
50. ---CITRIX SYS (CTXS)		None	J	T	Sold (part)	12/12/12	J	A	
51. ---CONOCOPHIL (COP)	A	Dividend	J	T	Sold (part)	12/12/12	J	A	

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52. ---COSTCO (COST)	A	Dividend	J	T	Sold (part)	06/22/12	J	A	
53. ---COVIDIEN (COV)	A	Dividend	J	T	Buy	6/22/12	J		
54.					Sold (part)	12/12/12	J	A	
55. ---CUMMINS INC (CMI)	A	Dividend			Sold	6/22/12	J	A	
56. ---CVS CAREMARK (CVS)	A	Dividend	J	T	Buy	6/22/12	J		
57.					Sold (part)	12/12/12	J	A	
58. ---DANAHER CORP (DHR)	A	Dividend	J	T	Sold (part)	12/12/12	J	A	
59. ---DOMINION (D)	A	Dividend	J	T	Sold (part)	6/22/12	J	A	
60.					Sold (part)	12/12/12	J	A	
61. ---DUPONT (DD)	A	Dividend	J	T	Sold (part)	6/22/12	J	A	
62.					Sold (part)	12/12/12	J	A	
63. ---EATON CORP COM (ETN)	A	Dividend	J	T	Sold (part)	12/12/12	J	A	
64. ---EMC CORP (EMC)		None	J	T	Sold (part)	12/12/12	J	A	
65. ---EMERSON ELECT (EMR)	A	Dividend			Sold	6/22/12	J	A	
66. ---EXPRESS SCRIPTS HLDG (ESRX)			J	T	Buy	6/22/12	J		
67.					Sold (part)	12/12/12	J	A	
68. ---FRKLN RES (BEN)	A	Dividend	J	T	Sold (part)	12/12/12	J	A	

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69. ---GOOGLE (GOOG)		None	J	T					
70. ---GRAINGER (GWW)	A	Dividend	J	T	Sold (part)	6/22/12	J	A	
71. ---HJ HEINZ (HNZ)	A	Dividend	J	T	Sold (part)	12/12/12	J	A	
72. ---HOME DEPOT (HD)	A	Dividend	J	T	Buy	6/22/12	J		
73.					Sold (part)	12/12/12	J	A	
74. ---INTEL CORP (INTC)	A	Dividend	J	T	Buy	6/22/12	J		
75.					Sold (part)	12/12/12	J	A	
76. ---JOHNSON & JOHNSON (JNJ)	A	Dividend	J	T	Sold (part)	12/12/12	J	A	
77. ---JOHNSON CTL INC (JCI)	A	Dividend	J	T	Sold (part)	12/12/12	J	A	
78. ---JUNIPER NETWORKS (JNPR)		None			Sold	6/22/12	J	A	
79. ---MCDONALDS (MCD)	A	Dividend	J	T	Buy	6/22/12	J		
80.					Sold (part)	12/12/12	J	A	
81. ---MCKESSON CORP (MCK)	A	Dividend			Sold	6/22/12	J	B	
82. ---MFB NORTH FDS CALIF INTER TAX EXPT (NCITX)	C	Int./Div.	M	T	Sold (part)	5/25/12	J	A	
83.	B	Distribution							
84. ---MFB NORTH FDS MUN MM FD (NOMXX)	A	Dividend	L	T					
85. ---MFB NORTH FDS MUNI MM FD (NORXX)			M	T	Buy	5/25/12	M		

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86. ---MFB NORTH MULTI-MGR MID CAP (NMMCX)					Sold	5/25/12	K	A	
87. ---MFB NORTH MULTI-MGR SMALL CAP (NMMSX)					Sold	5/25/12	K	A	
88. ---MFB NORTH FDS CA TAX EXPT (NCATX)	C	Int./Div.	L	T	Sold (part)	5/25/12	K	C	
89.	B	Distribution			Sold (part)	12/12/12	K	D	
90. ---MFB NORTH HI YIELD FXD INC (NHFIX)	D	Dividend	L	T	Buy (add'l)	5/25/12	K		
91.					Sold (part)	12/12/12	K	A	
92. ---MFB NORTH STK INDEX (NOSIX)	A	Dividend	K	T	Buy (add'l)	6/22/12	K		
93. ---MFB NORTH MM GLOBAL RE (NMMGX)	A	Dividend	K	T	Buy (add'l)	5/25/12	K		
94.	B	Distribution			Sold (part)	12/12/12	J	C	
95. ---MFB NORTH INTL EQTY INDEX (NOINX)	B	Dividend	L	T					
96. ---MFC FLEXSHRS 5 YR (TDTF)	A	Dividend	J	T	Buy	9/25/12	J		
97. ---MFC FLEXSHRS 3 YR (TDTT)	A	Dividend	J	T	Buy	9/25/12	J		
98. ---MFC ISHARE TR BARCLAYS TIPS (TIP)	A	Dividend			Sold	08/31/12	K	B	
99. ---MFC SPDR GOLD TR (GLD)		None	K	T	Buy (add'l)	5/25/12	J		
100.					Sold (part)	12/12/12	J	C	
101. ---MFC ISHARE TR CORE S&P (UR)	A	Dividend	K	T	Buy	5/25/12	K		
102.					Sold (part)	12/12/12	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

McKeown, Mary M.

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06/12/2013

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 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)
103. ---MFC SECTOR SPDR BEN INT-HLTH (XLV)	A	Dividend	J	T	Sold (part)	6/22/12	J	B	
104.					Sold (part)	12/12/12	J	A	
105. ---MFC SLT SECTOR SPDR CONSUMER STAPLES (XLP)	A	Dividend	J	T	Sold (part)	6/22/12	J	A	
106. ---MFC SLT SECTOR SPDR ENERGY (XLE)	A	Dividend	J	T	Sold (part)	6/22/12	J	A	
107.					Sold (part)	12/12/12	J	A	
108. ---MFC SLT SECTOR SPDR FINANCIAL (XLF)	A	Dividend	J	T	Buy (add'l)	6/22/12	J		
109.					Sold (part)	12/12/12	J	A	
110. ---MFC SLECT SECTOR SPDR TECH (XLK)	A	Dividend	J	T	Sold (part)	6/22/12	J	A	
111.					Sold (part)	12/12/12	J	A	
112. ---MFC FLEXSHARES MORNINGSTAR GLOBAL NAT RES FD (GUNR)	A	Dividend	J	T	Sold (part)	12/12/12	J	A	
113. --MFC VANGUARD MSCI EMERGING MKTS (VWO)	A	Dividend	K	T					
114. --MFC SELECT SECTOR SPDR TR CNSMR DIS COM (XLY)	A	Dividend	J	T	Sold (part)	6/22/12	J	B	
115.					Sold (part)	12/12/12	J	A	
116. ---NATL OIL WELL VARCO (NOV)	A	Dividend	J	T	Sold (part)	12/12/12	J	A	
117. ---NIKE INC CL B (NKE)	A	Dividend	J	T	Sold (part)	12/12/12	J	A	
118. ---NOBLE ENERGY INC ((NBL)	A	Dividend	J	T	Sold (part)	12/12/12	J	A	
119. ---NORFOLK SOUTH (NSC)	A	Dividend	J	T	Buy	6/22/12	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

McKeown, Mary M.

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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)
120.					Sold (part)	12/12/12	J	A	
121. ---NOVARTIS AG (NVS)	A	Dividend			Sold	6/22/12	J	A	
122. ---NUCOR CORP (NUE)	A	Dividend	J	T	Buy	6/22/12	J		
123.					Sold (part)	12/12/12	J	A	
124. ---OMNICOM GRP (OMC)	A	Dividend	J	T	Sold (part)	12/12/12	J	A	
125. ---ORACLE (ORCL)	A	Dividend	J	T	Sold (part)	12/12/12	J	A	
126. ---PAYCHEX INC COM (PAYX)	A	Dividend			Sold	06/22/12	J	A	
127. ---PEPSICO INC (PEP)	A	Dividend	J	T	Sold (part)	12/12/12	J	A	
128. ---PHILLIPS 66 (PSX)					Spinoff (from line 51)	5/4/12	J		
129.					Sold	6/8/12	J	A	
130. ---PRECISION CASTPARTS (PCP)	A	Dividend	J	T	Buy	6/22/12	J		
131. ---PRINCIPAL FINL GRP (PFG)	A	Dividend	J	T	Sold (part)	12/12/12	J	A	
132. ---PROCTOR & GAMBLE (PG)	A	Dividend	J	T	Sold (part)	12/12/12	J	A	
133. ---QUALCOMM (QCOM)	A	Dividend	J	T	Buy (add'l)	6/22/12	J		
134.					Sold (part)	12/12/12	J	A	
135. ---SALESFORCE COM (CRM)		None			Sold	6/22/12	J	B	
136. ---SCHLUMBERGER LTD (SLB)	A	Dividend	J	T	Sold (part)	12/12/12	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
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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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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)
137. ---SLT SECTOR SPDR CONSMR DISCRET (XLY)	A	Dividend	J	T					
138. ---SLT SECTOR SPDR TR INDL (XLI)	A	Dividend	J	T	Sold (part)	12/12/12	J	A	
139. ---SIMON PROP GRP (SPG)	A	Dividend	J	T	Sold (part)	12/12/12	J	A	
140. ---SPECTRA ENERGY (SE)	A	Dividend	J	T	Sold (part)	12/12/12	J	A	
141. ---SPDR S&P MIDCAP (MDY)	A	Dividend	J	T	Buy	5/25/12	K		
142.					Sold (part)	12/12/12	J	A	
143. --STARWOOD HOTELS & RESORTS WORLDWIDE (HOT)	A	Dividend			Sold	06/22/12	J	A	
144. ---TRAVELERS COS	A	Dividend			Sold	6/22/12	J	A	
145. ---UNITED TECH (UTX)	A	Dividend	J	T	Sold (part)	12/12/12	J	A	
146. --VF CORP COM (VFC)	A	Dividend	J	T	Sold (part)	12/12/12	J	A	
147. ---WHOLE FOODS MKT (WFM)	A	Dividend	J	T	Sold (part)	6/22/12	J	A	
148.					Sold (part)	12/13/12	J	A	
149. NORTHERN TRUST #6									
150. ---ABBOTT LAB (ABT)	A	Dividend	J	T					
151. ---ALTERA CORP (ALTR)	A	Dividend			Sold	6/22/12	J	A	
152. ---AMAZON (AMZN)		None			Sold	6/22/12	J	B	
153. ---AMER EX (AXP)	A	Dividend	J	T	Sold (part)	6/22/12	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
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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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☐ 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. ---AMER WTR WKS (AWK)	A	Dividend	J	T	Buy	6/22/12	J		
155. ---AMGEN INC (AMGN)	A	Dividend	J	T	Buy	6/22/12	J		
156. ---APPLE INC (AAPL)	A	Dividend	K	T					
157. ---AUTODESK INC (ADSK)			J	T	Buy	6/22/12	J		
158. ---AUTOMATIC DATA PROC (ADP)	A	Dividend	J	T	Buy	6/22/12	J		
159. ---BHP BILLITON (BHP)	A	Dividend	J	T					
160. --BRISTOL MEYES SQUIBB CO COM (BM&)	A	Dividend	J	T					
161. ---CISCO SYS (CSCO)	A	Dividend			Sold	6/22/12	J	A	
162. ---CITRIX SYS (CTXS)		None	J	T	Sold (part)	6/22/12	J	A	
163. ---CONOCOPHILLIPS (COP)	A	Dividend	J	T					
164. ---COSTCO WHOLESALE (COST)	A	Dividend	J	T					
165. ---COVIDIEN (COV)	A	Dividend	J	T	Buy	6/22/12	J		
166. ---CUMMINS (CMI)	A	Dividend			Sold	6/22/12	J	A	
167. ---CVS CAREMARK (CVS)	A	Dividend	J	T	Buy	6/22/12	J		
168. ---DANAHER CORP (DHR)	A	Dividend	J	T					
169. ---DOMINION RES (D)	A	Dividend	J	T					
170. ---DUPONT (DD)	A	Dividend	J	T	Sold (part)	6/22/12	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
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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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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)
171. --EATON CORP COM (ETN)	A	Dividend	J	T	Sold (part)	6/22/12	J	A	
172. ---EMC CORP (EMC)	A	Dividend	J	T					
173. ---EMERSON ELECT CO. (EMR)	A	Dividend			Sold	6/22/12	J	A	
174. ---EXPRESS SCRIPTS HLDG (ESRX)			J	T	Buy	6/22/12	J		
175. ---FRNKLN RES (BEN)	A	Dividend	J	T					
176. ---GOOGLE (GOOG)		None	J	T					
177. ---GRAINGER W W (GWW)	A	Dividend	J	T	Sold (part)	6/22/12	J	A	
178. ---H J HEINZ	A	Dividend	J	T					
179. ---HOME DEPOT (HD)	A	Dividend	J	T	Buy	6/22/12	J		
180. ----ITEL CORP (INTC)	A	Dividend	J	T	Buy	6/22/12	J		
181. ---JOHNSON & JOHNSON (JNJ)	A	Dividend	J	T					
182. ---JOHNSON CTL INC (JCI)	A	Dividend	J	T					
183. ---JUNIPER NETWORKS (JNPR)		None			Sold	6/22/12	J	A	
184. ---MCDONALDS (MCD)	A	Dividend	J	T	Buy	6/22/12	J		
185. ---MCKESSON CORP (MCK)	A	Dividend			Sold	6/22/12	J	C	
186. ---MFB NORTH EMERG MKTS (NOEMX)					Sold	5/25/12	L	A	
187. ---MFB NORTH FDS FX INC (NOFIX)	D	Dividend	M	T	Sold (part)	5/25/12	K	B	

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	
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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. ---MFB NORTH FDS GLOBAL RE INDEX (NGREX)	B	Dividend	K	T	Buy (add'l)	6/22/12	J		
189. ---MFB NORTH HI YLD FXD INC (NHFIX)	D	Dividend	M	T					
190. ---MFB NORTH ITL EQTY INDEX (NOINX)					Sold	5/25/12	K	A	
191. ---MFB NORTH MM ITL EQUITY (NMIEX)					Sold	5/25/12	M	A	
192. ---MFB NORTH MM MID CAP (NMMCX)					Sold	5/25/12	K	A	
193. ---MFB NORTH MM SMALL CAP (NMMSX)					Sold	5/25/12	K	A	
194. ---MFB NORTH MONEY MKT FND (NORXX)	A	Dividend	L	T					
195. ---MFB NORTHERN FUNDS LARGE CAP VALUE (NOLVX)	A	Dividend			Sold	5/25/12	K	A	
196. ---MFC FLEXSHARES 3 YR (TDTF)	A	Dividend	K	T	Buy	9/25/12	K		
197. ---MFC FLEXSHARES 5 YR (TDTT)	A	Dividend	K	T	Buy	9/25/12	K		
198. ---MFC ISHARES BARCLAYS TIPS (TIP)	A	Dividend			Sold	8/31/12	K	C	
199. ---MFC ISHARES CORE S&P (UR)	A	Dividend	L	T	Buy	5/25/12	K		
200. ---MFC ISHARES RUSSELL 1000 (IWD)	A	Dividend	K	T	Buy	5/25/12	J		
201. ---MFC SCTR SPDR BEN INT-HLTH CARE (XLV)	A	Dividend	J	T	Sold (part)	6/22/12	J	B	
202. ---MFC SLCT SCTR SPDR CONSUMER STAPLES (XLP)	A	Dividend	J	T					
203. ---MFC SELECT SECT SPDR ENERGY (XLE)	A	Dividend	K	T	Sold (part)	6/22/12	J	A	
204. ---MFC SELECT SECT SPDR FINL (XLF)	A	Dividend	K	T	Buy (add'l)	6/22/12	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 \$5,000,000	M = \$100,001 - \$250,000 P2 = \$5,000,001 - \$25,000,000	
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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)
205. ---MFC SPDR GOLD TR (GLD)		None	M	T					
206. ---MFC SELECT SECTOR SPDR TECH (XLK)	A	Dividend	J	T	Sold (part)	6/22/12	J	A	
207. ---MFC SELECT SECTOR CNSMR DISC COM (XLY)	A	Dividend	J	T	Sold (part)	6/22/12	J	B	
208. ---MFC VANGUARD EMERG (VWO)	C	Dividend	M	T	Buy	5/25/12	M		
209. ---MFC VANGUARD ITL EQ (VEU)	D	Dividend	M	T	Buy	5/25/12	M		
210. ---MFO CREDIT SUISSE COMMODITY RTN (CRSOX)	B	Dividend							
211. ---MFO PIMCO FDS PAC (PCRIX)	A	Dividend	K	T					
212. ---MICROSOFT CORP (MSFT)	A	Dividend			Sold	6/22/12	J	B	
213. ---NATL OIL WELL VARCO (NOV)	A	Dividend	J	T					
214. ---NIKE INC CL B (NKE)	A	Dividend	J	T					
215. ---NOBLE ENERGY (NBL)	A	Dividend	J	T					
216. ---NORFOLK SOUTH (NSC)	A	Dividend	J	T	Buy	6/22/12	J		
217. ---NOVARTIS AG (NVS)	A	Dividend			Sold	6/22/12	J	A	
218. ---NUCOR CORP (NUE)	A	Dividend	J	T	Buy	6/22/12	J		
219. ---OMNICOM GRP (OMC)	A	Dividend	J	T					
220. ---ORACLE CORP	A	Dividend	J	T					
221. ---PAYCHEX INC COM (PAYX)	A	Distribution			Sold	6/22/12	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 \$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

McKeown, Mary M.

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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 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)

222. ---PEPSI CO INC (PEP)	A	Dividend	J	T					
223. ---PHILLIPS 66 (PSX)					Spinoff (from line 163)	5/4/12	J		
224.					Sold	6/13/12	J	A	
225. ---PRECISION CASTPARTS (PCP)	A	Dividend	J	T	Buy	6/22/12	J		
226. ---PRINCIPAL FIN GRP (PFG)	A	Dividend	J	T					
227. ---PROCTOR & GAMBLE (PG)	A	Dividend	J	T					
228. ---QUALCOMM INC COM (QCOM)	A	Dividend	J	T	Buy (add'l)	6/22/12	J		
229. ---SALESFORCE COM (CRM)		None			Sold	6/22/12	J	B	
230. ---SCHLUMBERGER LTD (SLB)	A	Dividend	J	T					
231. ---SELECT SECT SPDR INDL (XLI)	A	Dividend	J	T	Sold (part)	6/22/12	J	A	
232. ---SIMON PROP GRP (SPG)	A	Dividend	J	T					
233. ---SPDR S&P MIDCAP (MDY)	A	Dividend	K	T	Buy	5/25/12	K		
234.					Buy (add'l)	6/22/12	J		
235. ---SPECTRA ENERGY (SE)	A	Dividend	J	T	Sold (part)	6/22/12	J	A	
236. ---STARWOOD HOTELS & RESORTS WORLDWIDE INC COM (HOT)		None			Sold	6/22/12	J	A	
237. ---TRAVELERS COS	A	Dividend			Sold	6/22/12	J	B	
238. ---UNITED TECH CORP (UTX)	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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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)

239. ---VF CORP (VFC)	A	Dividend	J	T	Sold (part)	6/22/12	J	A	
240. ---WHOLE FOODS MKT (WFMI)	A	Dividend	J	T	Sold (part)	6/22/12	J	A	
241. NORTHERN TRUST #7									
242. ---TEMPLETON FOREIGN CL A (TEMTX)	B	Dividend	L	T	Buy (add'l)	12/24/12	J		
243. NORTHERN TRUST #8									
244. ---AMERICAN BALANCED CL A (ABALX)	A	Dividend	K	T	Buy (add'l)	3/19/12	J		
245.					Buy (add'l)	6/13/12	J		
246.					Buy (add'l)	9/12/12	J		
247.					Buy (add'l)	12/21/12	J		
248. NORTHERN TRUST #9	A	Dividend	J	T					
249. NORTHERN TRUST #10	A	Dividend	M	T					
250. CONDO(50%) SAN FRANCISCO CA	D	Rent	O	W					
251.									
252.									
253.									
254.									
255.									

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)

256.									
257.									
258.									
259.									
260.									
261.									
262.									
263.									
264.									
265.									
266.									

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

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Name of Person Reporting

McKeown, Mary M.

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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/ **Mary M. McKeown**

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