

**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) Baylson, Michael M.	2. Court or Organization U.S.D.C. Eastern Dist. of PA	3. Date of Report 05/15/2013
4. Title (Article III judges indicate active or senior status; magistrate judges indicate full- or part-time) U.S. District Judge - active	5a. Report Type (check appropriate type) <input type="checkbox"/> Nomination <input type="checkbox"/> Date <input type="checkbox"/> Initial <input checked="" type="checkbox"/> Annual <input type="checkbox"/> Final 5b. <input type="checkbox"/> Amended Report	6. Reporting Period 01/01/2012 to 12/31/2012
7. Chambers or Office Address 3810 U.S. Courthouse 601 Market Street Philadelphia, PA 19106		
IMPORTANT NOTES: <i>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>		

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. _____	_____
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. _____	_____

FINANCIAL DISCLOSURE REPORT

Page 2 of 17

Name of Person Reporting

Baylson, Michael M.

Date of Report

05/15/2013

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. 2012	Penn Law School	\$10,000.00
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. 2012	Self-Employed Physician
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.	Duke Law School	11/28/2012 - 11/30/2012	Raleigh, NC	Educational Seminar	Travel Expenses
2.	George Mason	12/02/2012	Miami, FL	Professional Association Activity	Travel Expenses
3.					
4.					
5.					

FINANCIAL DISCLOSURE REPORT

Page 3 of 17

Name of Person Reporting Baylson, Michael M.	Date of Report 05/15/2013
-------------------------------------------------	------------------------------

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	Mortgage	0
2.		
3.		
4.		
5.		

FINANCIAL DISCLOSURE REPORT

Page 4 of 17

Name of Person Reporting

Baylson, Michael M.

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05/15/2013

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)	
	1. Ameritrade JT Ten.									
2. Alcatel-Lucent		None	J	T						
3. Broadwind Energy (Y)										
4. CenturyLink, Inc.	A	Dividend	J	T						
5. Cisco Systems Inc.	A	Dividend	J	T						
6. Citigroup Inc.	A	Dividend	J	T						
7. Columbia Labs		None	J	T	Buy (add'l)	04/23/12	J			
8. Entech Solar (Y)										
9. Entercom Communications Corp.		None	J	T						
10. First Niagara Financial Group, Inc. (Y)										
11. Incyte Corporation		None	J	T	Buy	01/30/12	J			
12. Intel Corp.	A	Dividend	K	T	Sold (part)	07/16/12	J	D		
13.					Sold (part)	07/18/12	J	D		
14.					Sold	09/12/12	K	E		
15. iShares MSCI Brazil Ind	A	Dividend	J	T						
16. LSI Logic (Y)										
17. MF Global Holdings LTD		None	J	T						

1. Income Gain Codes: A=\$1,000 or less B=\$1,001 - \$2,500 C=\$2,501 - \$5,000 D=\$5,001 - \$15,000 E=\$15,001 - \$50,000
 (See Columns B1 and D4) F=\$50,001 - \$100,000 G=\$100,001 - \$1,000,000 H=\$1,000,001 - \$5,000,000 I12=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

FINANCIAL DISCLOSURE REPORT

Page 5 of 17

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	18. Nokia Corp. ADR	A	Dividend	J	T				
19. Nortel		None	J	T					
20. Oncologix Tech Inc.		None	J	T					
21. Opko Health Inc.		None	J	T					
22. Pennsylvania Real Estate Invst	A	Dividend	K	T					
23. Pep Boys	A	Dividend			Sold	01/30/12	J	D	
24. Progenics Pharmaceuticals		None	L	T	Buy (add'l)	11/29/12	J		
25. Prologics	A	Dividend	J	T					
26. Qualcomm Communications	A	Dividend	K	T					
27. RAIT Financial Trust	A	Dividend	J	T					
28. Rentech	A	Dividend	J	T					
29. Resource Capital Corp	A	Dividend	J	T					
30. Safeguard Scientifics Inc.		None	K	T					
31. Solar Enertech Corp. (Y)									
32. Teva Pharmaceutical Industries LTD.	A	Dividend			Sold	04/10/12	J	D	
33. Unisys Corp. (Y)									
34. Wells Fargo JTWROS									

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 = \$5,001 - \$10,000 I = \$10,001 - \$25,000 J = \$25,001 - \$50,000 K = \$50,001 - \$100,000 L = \$100,001 - \$250,000 M = \$250,001 - \$500,000 N = \$500,001 - \$1,000,000 O = \$1,000,001 - \$5,000,000 P = \$5,000,001 - \$25,000,000 Q = \$25,000,001 - \$50,000,000	D = \$5,001 - \$15,000 E = \$15,001 - \$50,000	F = \$50,001 - \$100,000 G = \$100,001 - \$250,000 H = \$250,001 - \$500,000 I = \$500,001 - \$1,000,000 J = \$1,000,001 - \$5,000,000 K = \$5,000,001 - \$25,000,000 L = \$25,000,001 - \$50,000,000	M = \$50,001 - \$100,000 N = \$100,001 - \$250,000 O = \$250,001 - \$500,000 P = \$500,001 - \$1,000,000 Q = \$1,000,001 - \$5,000,000 R = \$5,000,001 - \$25,000,000 S = \$25,000,001 - \$50,000,000	T = More than \$50,000,000
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	R = Cost (Real Estate Only) V = Other	S = Assessment T = Cash Market W = Estimated			
3. Value Method Codes (See Column C2)	Q = Appraisal U = Book Value						

FINANCIAL DISCLOSURE REPORT

Page 6 of 17

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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)	(2)	(1)	(2)	(1)	(2)	(3)	(4)	(5)
	Amount Code 1 (A-H)	Type (e.g., div., rent, or int.)	Value Code 2 (J-P)	Value Method Code 3 (Q-W)	Type (e.g., buy, sell, redemption)	Date mm/dd/yy	Value Code 2 (J-P)	Gain Code 1 (A-H)	Identity of buyer/seller (if private transaction)
35. Fronteir Communications	A	Dividend			Sold	12/13/12	J	A	
36. International Business Machines	C	Dividend	M	T					
37. Verizon Communications	D	Dividend	M	T					
38. Prologics Inc.	A	Dividend			Sold	12/11/12	K	A	
39. Telecomunicacoes Brasileiras sa Telebras PFD (X)		None			Sold	12/14/12	J	A	
40. Bank Deposit Sweeps		None	K	T					
41. WFBNA Collateral Acct									
42. CMF Money Market Portfolio		None	J	T					
43. AT&T Corp.	A	Dividend	J	T					
44. Bank of America	A	Dividend	K	T					
45. BPPlc Sponsored ADR	B	Dividend	K	T					
46. ConocoPhillips	B	Dividend	K	T					
47. Equifax Inc.	A	Dividend			Sold (part)	12/11/12	K	E	
48.					Sold	12/21/12	K	E	
49. Exelon Corp.	C	Dividend	L	T					
50. Fidelity National Information Services	A	Dividend	K	T					
51. General Electric Co.	C	Dividend	M	T					

- | | | | | | |
|--------------------------------------------------|---------------------------------------------------------------------------------------|--------------------------------------------------------|-------------------------------------------------------------------------------------------|--------------------------------------------------------------|-------------------------|
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(See Columns B1 and D4) | A = \$1,000 or less
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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)
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FINANCIAL DISCLOSURE REPORT

Page 7 of 17

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Baylson, Michael M.

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	Amount Code 1 (A-H)	Type (e.g., div., rent, or int.)	Value Code 2 (J-P)	Value Method Code 3 (Q-W)	Type (e.g., buy, sell, redemption)	Date mm/dd/yy	Value Code 2 (J-P)	Gain Code 1 (A-H)	Identity of buyer/seller (if private transaction)
52. J.P. Morgan Chase & Co.	B	Dividend	K	T					
53. Lender Processing Services Group	A	Dividend	J	T					
54. Phillips 66	A	Dividend	J	T					
55. PNC Financial Services Corp	A	Dividend	K	T					
56. NCR Corp. (Y)									
57. PNC Financial Services Group	B	Dividend	K	T					
58. Teradata		None	J	T					
59. Wells Fargo Company	A	Dividend	J	T					
60. Western Digital Corp. Del	A	Dividend	J	T					
61. Franklin Mutual Ser Fund Inc.	A	Dividend	L	T					
62. Munder Funds Inc. Netnet Fund Class C		None			Sold	12/11/12	K	A	
63. Wells Fargo Advantage Emerging Markets Equity		None	K	T					
64.									
65. Command Money Fund	A	Interest	J	T					
66. Alcatel-Lucent		None	J	T					
67. MHM Services Inc.		None			Sold	06/30/12	J		
68.									

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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	

FINANCIAL DISCLOSURE REPORT

Page 8 of 17

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05/15/2013

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69. Frances IRA R/O									
70. Adams Harkness Small Cap Growth		None	K	T	Sold (part)	02/01/12	K	A	
71.					Sold (part)	08/16/12	J	A	
72. Baron Growth	C	Dividend	K	T	Sold (part)	02/01/12	J	C	
73.					Sold (part)	09/07/12	J	B	
74. BlackRock Low Duration	C	Dividend	M	T					
75. DFA Emerging Markets Core Equity	A	Dividend	K	T					
76. DFA Global Real Estate Securities	C	Dividend	K	T	Sold (part)	08/01/12	J	A	
77.					Sold (part)	09/07/12	J	A	
78. DFA Int'l Small Cap Value	B	Dividend	L	T					
79. DFA Int'l Value	C	Dividend	M	T					
80. DFA One Year Fixed Income	B	Dividend	M	T	Sold (part)	06/14/12	K	A	
81. DFA Short Term Govt	C	Dividend	M	T					
82. DFA US Large Cap Value	B	Dividend	L	T	Sold (part)	09/07/12	J	A	
83. DFA US Micro Cap	B	Dividend	K	T	Sold (part)	04/18/12	J	A	
84.					Sold (part)	09/07/12	J	A	
85. DFA US Small Cap Value	C	Dividend	L	T	Sold (part)	02/01/12	J	A	

- | | | | | | |
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FINANCIAL DISCLOSURE REPORT

Page 9 of 17

Name of Person Reporting Baylson, Michael M.	Date of Report 05/15/2013
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86.					Sold (part)	09/07/12	J	A	
87. Dodge and Cox Stock	A	Dividend	K	T	Buy (add'l)	04/18/12	K		
88. E.I.I. Global Property INST	A	Dividend	K	T	Buy	02/01/12	K		
89. First Eagle Overseas	C	Dividend	L	T					
90. Hotchkis & Wiley Large Cap Value	B	Dividend	K	T	Sold (part)	01/11/12	K		
91.					Sold (part)	08/16/12	J		
92. Hotchkis & Wiley Mid Cap Value	A	Dividend	L	T	Sold (part)	02/01/12	K		
93.					Sold (part)	04/18/12	J	A	
94.					Sold (part)	08/01/12	J		
95.					Sold (part)	09/07/12	J	A	
96. Ivy Mid Cap Growth	A	Dividend	K	T	Sold (part)	02/01/12	J	A	
97. Janus Fund	A	Dividend	L	T	Sold (part)	01/11/12	K		
98.					Sold (part)	06/16/12	J		
99. Janus Overseas	B	Dividend	L	T	Sold (part)	04/18/12	J	B	
100. Maingate MLP Fund	C	Dividend	L	T	Buy	02/01/12	L		
101. Metropolitan West Total Return Bond	D	Dividend	M	T					
102. Morgan Stanley Emerging Mkts	A	Dividend	K	T					

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FINANCIAL DISCLOSURE REPORT

Page 10 of 17

Name of Person Reporting Baylson, Michael M.	Date of Report 05/15/2013
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103. Morgan Stanley Intl Eqty Fund	B	Dividend	L	T	Sold (part)	02/01/12	K			
104.					Sold (part)	08/16/12	J			
105.					Sold (part)	10/25/12	J			
106. Royce Opportunity Invnt	C	Dividend	L	T	Buy (add'l)	08/01/12	K			
107. Royce Value Plus		None			Sold	08/01/12	K	B		
108. RS Global Natural Resources FD	A	Dividend	K	T	Buy	02/01/12	K			
109. Schwab Advisor Cash Reserves	A	Dividend	J	T						
110. Sound Shore		None			Sold	02/01/12	L			
111. Third Ave Intl Value	A	Dividend	K	T	Sold (part)	04/18/12	J			
112. Thornburg Intl Value	A	Dividend	L	T						
113. Turner Large Growth Fund	A	Dividend	K	T	Sold (part)	01/11/12	K			
114.					Sold (part)	09/07/12	J			
115. Westcore Intl Small Cap Fund	A	Dividend	K	T	Sold (part)	04/18/12	J	B		
116.					Sold (part)	10/25/12	J	A		
117. Westcore Mid-Cap Value	A	Dividend	L	T	Sold (part)	02/01/12	J	A		
118.					Sold (part)	08/16/12	J	A		
119. Westcore MIDCO Growth	A	Dividend	K	T	Sold (part)	02/01/12	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 H = \$1,000,001 - \$5,000,000	D = \$5,001 - \$15,000 I12 = 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	

FINANCIAL DISCLOSURE REPORT

Page 11 of 17

Name of Person Reporting

Baylson, Michael M.

Date of Report

05/15/2013

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)	(2)	(1)	(2)	(1)	(2)	(3)	(4)	(5)	
	Amount Code 1 (A-H)	Type (e.g., div., rent, or int.)	Value Code 2 (J-P)	Value Method Code 3 (Q-W)	Type (e.g., buy, sell, redemption)	Date mm/dd/yy	Value Code 2 (J-P)	Gain Code 1 (A-H)	Identity of buyer/seller (if private transaction)	
120.					Sold (part)	04/18/12	J			
121. William Blair Intl Growth	B	Dividend	L	T	Sold (part)	04/18/12	J			
122. William Blair Intl Small Cap Growth	A	Dividend	K	T	Sold (part)	08/16/12	J	A		
123. William Blair Large Cap Growth		None	L	T	Sold (part)	01/11/12	J	A		
124.					Sold (part)	04/18/12	J	B		
125. William Blair Mid Cap Growth	A	Dividend	K	T	Sold (part)	02/01/12	J			
126.					Sold (part)	04/18/12	J	A		
127. William Blair Small Cap Growth	A	Dividend	K	T	Buy	02/01/12	K			
128. IRA R/O										
129. Adams Harkness Small Cap Growth		None	K	T	Sold (part)	02/01/12	J			
130.					Sold (part)	09/07/12	J	A		
131. Baron Growth	C	Dividend	K	T	Sold (part)	02/01/12	J	C		
132.					Sold (part)	08/16/12	J	A		
133.					Sold (part)	09/07/12	J	A		
134. BlackRock Low Duration Bond	C	Dividend	M	T	Sold (part)	06/14/12	K	A		
135. DFA Emerging Markets Core Equity	A	Dividend	K	T						
136. DFA Global Real Estate Securities	B	Dividend	K	T	Sold (part)	08/01/12	J	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 H = \$1,000,001 - \$5,000,000 I12 = 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

FINANCIAL DISCLOSURE REPORT

Page 12 of 17

Name of Person Reporting

Baylson, Michael M.

Date of Report

05/15/2013

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)	(2)	(1)	(2)	(1)	(2)	(3)	(4)	(5)
	Amount Code 1 (A-H)	Type (e.g., div., rent, or int.)	Value Code 2 (J-P)	Value Method Code 3 (Q-W)	Type (e.g., buy, sell, redemption)	Date mm/dd/yy	Value Code 2 (J-P)	Gain Code 1 (A-H)	Identity of buyer/seller (if private transaction)
137.					Sold (part)	09/07/12	J	A	
138. DFA Int'l Small Cap Value	B	Dividend	K	T					
139. DFA Int'l Value	C	Dividend	L	T					
140. DFA One Year Fixed Income	A	Dividend	M	T					
141. DFA Short Term Govt	B	Dividend	M	T					
142. DFA US Large Cap Value	B	Dividend	L	T	Sold (part)	04/18/12	J		
143.					Sold (part)	06/16/12	J		
144. DFA US Micro Cap	C	Dividend	K	T	Sold (part)	09/07/12	J	A	
145. DFA US Small Cap Value	C	Dividend	K	T	Sold (part)	02/01/12	K		
146.					Sold (part)	09/07/12	J	A	
147. Dodge and Cox Stock	A	Dividend	K	T	Sold (part)	04/18/12	K		
148.					Sold (part)	09/07/12	J		
149. E.I.I. Global Property INST	A	Dividend	K	T	Buy	02/01/12	K		
150. First Eagle Overseas	C	Dividend	K	T					
151. Hotchkis & Wiley Large Cap Value	A	Dividend	K	T	Sold (part)	01/11/12	K		
152.					Sold (part)	09/07/12	J		
153. Hotchkis & Wiley Mid Cap Value	A	Dividend	K	T	Sold (part)	02/01/12	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 I12 = 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 I2 = \$5,000,001 - \$25,000,000	
3. Value Method Codes (See Column C2)	Q = Appraisal U = Book Value	R = Cost (Real Estate Only) V = Other	S = Assessment W = Estimated	T = Cash Market	

FINANCIAL DISCLOSURE REPORT

Page 13 of 17

Name of Person Reporting

Baylson, Michael M.

Date of Report

05/15/2013

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)
	154.					Sold (part)	04/18/12	J	
155.					Sold (part)	08/01/12	J		
156. Ivy Mid Cap Growth	A	Dividend	K	T	Sold (part)	02/01/12	K	A	
157. Janus Fund	A	Dividend	K	T	Sold (part)	01/11/12	K		
158.					Sold (part)	08/16/12	J		
159. Janus Overseas	B	Dividend	K	T					
160. Maingate MLP Fund	C	Dividend	L	T	Buy	02/01/12	L		
161. Metropolitan West Total Return Bond	D	Dividend	M	T					
162. Morgan Stanley Emerging Mkts	A	Dividend	K	T					
163. Morgan Stanley Intl Eqty Fund	B	Dividend	L	T	Sold (part)	02/01/12	K		
164.					Sold (part)	08/16/12	J		
165.					Sold (part)	10/25/12	J		
166. Royce Opportunity Invt	C	Dividend	L	T	Buy (add'l)	08/01/12	K		
167. Royce Value Plus		None			Sold	08/01/12	K	B	
168. RS Global Natural Resources FD	A	Dividend	K	T	Buy	02/01/12	K		
169. Schwab Advisor Cash Reserves	A	Dividend	J	T					
170. Third Ave Intl Value	A	Dividend	K	T	Sold (part)	04/18/12	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
H = \$1,000,001 - \$5,000,000
L = \$50,001 - \$100,000
PI = \$1,000,001 - \$5,000,000
P4 = More than \$50,000,000 | D = \$5,001 - \$15,000
I12 = 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) | | | | | |

FINANCIAL DISCLOSURE REPORT

Page 14 of 17

Name of Person Reporting

Baylson, Michael M.

Date of Report

05/15/2013

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)	(2)	(1)	(2)	(1)	(2)	(3)	(4)	(5)	
	Amount Code 1 (A-H)	Type (e.g., div., rent, or int.)	Value Code 2 (J-P)	Value Method Code 3 (Q-W)	Type (e.g., buy, sell, redemption)	Date mm/dd/yy	Value Code 2 (J-P)	Gain Code 1 (A-H)	Identity of buyer/seller (if private transaction)	
171. Thornburg Intl Value	A	Dividend	L	T	Sold (part)	02/01/12	J			
172. Turner Large Growth Fund	A	Dividend	K	T	Sold (part)	01/11/12	K			
173.					Sold (part)	09/07/12	J			
174. Westcore Intl Small Cap Fund	A	Dividend	K	T	Sold (part)	04/18/12	J	B		
175.					Sold (part)	09/07/12	J	B		
176. Westcore Mid-Cap Value	A	Dividend	K	T	Sold (part)	02/01/12	J	A		
177.					Sold (part)	08/16/12	J	A		
178. Westcore MIDCO Growth	A	Dividend	K	T	Sold (part)	02/01/12	J			
179. William Blair Intl Growth	B	Dividend	K	T	Sold (part)	04/18/12	J			
180. William Blair Intl Small Cap Growth	A	Dividend	K	T	Sold (part)	08/16/12	J			
181. William Blair Large Cap Growth		None	K	T	Sold (part)	01/11/12	K	B		
182.					Sold (part)	04/18/12	J	A		
183. William Blair Mid Cap Growth	A	Dividend	K	T	Sold (part)	08/16/12	J	A		
184. William Blair Small Cap Growth	A	Dividend	K	T	Buy	02/01/12	K			
185. Frances SEP IRA										
186. DFA Global 60/40	A	Dividend	K	T	Buy (add'l)	04/18/12	J			
187. [REDACTED]										

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|--------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------|
| 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
H = \$100,001 - \$1,000,000
L = \$50,001 - \$100,000
P1 = \$1,000,001 - \$5,000,000
P4 = More than \$50,000,000 | D = \$5,001 - \$15,000
I1 = \$1,000,001 - \$5,000,000
I2 = 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) | | | | | |

FINANCIAL DISCLOSURE REPORT

Page 15 of 17

Name of Person Reporting

Baylson, Michael M.

Date of Report

05/15/2013

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)	(2)	(1)	(2)	(1)	(2)	(3)	(4)	(5)	
	Amount Code 1 (A-H)	Type (e.g., div., rent, or int.)	Value Code 2 (J-P)	Value Method Code 3 (Q-W)	Type (e.g., buy, sell, redemption)	Date mm/dd/yy	Value Code 2 (J-P)	Gain Code 1 (A-H)	Identity of buyer/seller (if private transaction)	
188. Schwab Advisor Premium Cash Reserve	A	Dividend	M	T						
189.										
190.										
191. Rental Property; Philadelphia, PA	E	Rent	O	W						
192. Greenspan-Baylson Partnership	C	Int./Div.	K	U						
193.	D	Distribution								
194. BB Partnership		None	J	W						
195. Zabecor		None	J	W						
196. LLR Equity Partners Parallel III	E	Distribution	L	U						
197. Planet Data Acq.		None	K	W						
198. Advanced Reproductive Care		None	J	W						
199. Baumrin et al Partnership		None	K	W						
200. Keystone Property	C	Distribution	J	W						
201. Versa Capital	C	Int./Div.	K	W						
202.	C	Distribution								
203. Melior Pharmaceuticals		None	J	T						
204. Allied Biosciences Services		None	K	T						

1. Income Gain Codes: A=\$1,000 or less B=\$1,001 - \$2,500 C=\$2,501 - \$5,000 D=\$5,001 - \$15,000 E=\$15,001 - \$50,000
 (See Columns B1 and D4) F=\$50,001 - \$100,000 G=\$100,001 - \$1,000,000 HJ=\$1,000,001 - \$5,000,000 I12=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

FINANCIAL DISCLOSURE REPORT

Page 16 of 17

Name of Person Reporting	Date of Report
Baylson, Michael M.	05/15/2013

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

(1) Row 54: Phillips 66 was spun off from ConocoPhillips (line 46) and began trading on May, 2012.

FINANCIAL DISCLOSURE REPORT

Page 17 of 17

Name of Person Reporting	Date of Report
Baylson, Michael M.	05/15/2013

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/ **Michael M. Baylson**

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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One Columbus Circle, N.E.
Washington, D.C. 20544