

**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) Stapleton, Walter K.	2. Court or Organization U.S. Court of Appeals for the Third Circuit	3. Date of Report 08/15/2013
4. Title (Article III judges indicate active or senior status; magistrate judges indicate full- or part-time) U.S. Circuit Judge - Senior Status	5a. Report Type (check appropriate type) <input type="checkbox"/> Nomination Date <input type="checkbox"/> Initial <input checked="" type="checkbox"/> Annual <input type="checkbox"/> Final	6. Reporting Period 01/01/2012 to 12/31/2012
7. Chambers or Office Address Federal Building 844 King Street - Lockbox 33 Wilmington, DE 19801		
<p align="center">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></p>		

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

Stapleton, Walter K.

Date of Report

08/15/2013

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> <i>(yours, not spouse's)</i>
1.		
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	Chester County Country Properties (real estate brokerage firm)
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.				

FINANCIAL DISCLOSURE REPORT

Page 3 of 17

Name of Person Reporting Stapleton, Walter K.	Date of Report 08/15/2013
--------------------------------------------------	------------------------------

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.			
2.			
3.			
4.			
5.			

FINANCIAL DISCLOSURE REPORT

Name of Person Reporting

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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. Baxter Int'l Com.	A	Dividend	K	T					
2. Conoco Phillips Com.	B	Dividend			Sold	8/13/12	J	B	
3. J&J Com.	A	Dividend	K	T					
4. Marathon Oil Corp. Com.	A	Dividend	K	T					
5. Marathon Petroleum Corp	A	Dividend			Sold	8/13/12	K	D	
6. Merck Com.	B	Dividend	K	T					
7. Pepsico Com.	A	Dividend	K	T					
8. Kimberly Clark Com.	B	Dividend	K	T					
9. Southern Co. Com.	B	Dividend	K	T					
10. Exxon Mobil	A	Dividend	K	T					
11. General Electric	A	Dividend			Sold	8/13/12	K	A	
12. 3M Corp.	A	Dividend	K	T					
13. SEI Tax Exempt Trust Account	A	Dividend	K	T					
14. Ares Cap. Corp.		None			Sold	3/15/12	J	A	
15. Chubb Com.	A	Dividend	K	T					
16. Cisco Sys. Com.	A	Dividend	K	T					
17. Emerson Elec. Com.	A	Dividend	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 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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	18. Teleflex Com.	A	Dividend			Sold	8/13/12	J	D
19. Acorn II LP (*org. inv. Ponzi scheme; present value unknown)		None							
20. West View PA Bd.	B	Interest			Redeemed	11/15/12	K	A	
21. Clarco Inc.	A	Dividend	K	T	Sold (part)	8/13/12	K	C	
22. Fleetwood PA Bd. 6/1/16	B	Interest	L	T					
23. J.M.Schmucker Co.	A	Dividend	K	T					
24. Vanguard Emg. Mkt. ETF	A	Dividend	K	T					
25. Vanguard FTSE All World ex. U.S.	B	Dividend	K	T					
26. IShares MSCI Pac. ex. Japan	A	Dividend	K	T					
27. Hewlett Packard		None			Sold	3/15/12	J	A	
28. AT&T	B	Dividend	K	T					
29. Hummelstown PA Bd. 11/15/24	B	Interest	L	T					
30. Bar Hrbr Bankshares	A	Dividend	K	T	Buy	3/15/12	K		
31. Nat'l GRI-ADR	B	Dividend	K	T	Buy	3/15/12	K		
32. Teva Phar. Ind.	A	Dividend	K	T	Buy	3/15/12	K		
33. Roche Hldg. Ltd.	A	Dividend	K	T	Buy	8/13/12	K		
34. Buckeye Tech.	A	Dividend	J	T	Buy	8/13/12	J		

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 2. Value Codes J = \$15,000 or less K = \$15,001 - \$50,000 L = \$50,001 - \$100,000 M = \$100,001 - \$250,000
 (Sec 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
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	35. Microsoft Corp.	A	Dividend	K	T	Buy	8/13/12	K	
36. Schlumberger Ltd.	A	Dividend	K	T	Buy	8/13/12	K		
37. Wisdomtree Emer. Mkt.	A	Dividend	J	T	Buy	8/13/12	J		
38. Sigma Aldrich Corp.	A	Dividend	K	T	Buy	1/30/12	K		
39. Sigma Aldrich Corp.	A	Dividend	K	T	Sold (part)	8/13/12	J	C	
40. Stericycle		None	K	T	Sold (part)	8/13/12	J	D	
41. Microsoft Corp.	A	Dividend	J	T	Buy	11/20/12	J		
42. Ishares Pac. ex. Japan	B	Dividend	J	T	Buy	11/20/12	J		
43. Spectra Energy Corp.	B	Dividend	K	T	Buy	11/20/12	K		
44. Wallingford-Swart PA	A	Interest	K	T					
45. Spring Ford Area Sch.	A	Interest	K	T					
46. Warwick PA Sch.	B	Interest	M	T					
47. IShares HK China		None			Sold	3/20/12	J	B	
48. IShares Malaysia	A	Dividend			Sold	5/15/12	J	A	
49. IShares Russell 1000 Gr.	A	Dividend			Sold	5/22/12	J	B	
50. IShares Dow Jones Select	A	Dividend	K	T					
51. Duke Energy	A	Dividend	K	T					

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- 3. Value Method Codes P3 = \$25,000,001 - \$50,000,000 Q = Appraisal R = Cost (Real Estate Only) S = Assessment T = Cash Market
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FINANCIAL DISCLOSURE REPORT

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	(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)
52. Nuveen Fd.	B	Dividend	K	T					
53. Buckeye Partners	D	Interest	M	T					
54. Johnson & Johnson Com.	A	Dividend	K	T	Sold (part)	3/16/12	J	B	
55. Merck & Co. Com.	B	Dividend	K	T					
56. Real Estate Chester Co. PA (App.Date 6/30/11; \$950,000)		None	O	Q					
57. Star Bancorp.	A	Dividend	L	T					
58. U.S. Bancorp (formerly Firststar Corp)		None			Sold	3/15/12	K	B	
59. Polymedix		None	J	T					
60. Fleetwood PA Bd.	B	Interest	L	T					
61. PA-exempt Mun. Bd.	B	Interest	L	T					
62. Bucks Co. Water & Sewer	A	Interest	K	T					
63. Monroe Co. PA	A	Interest			Redeemed	6/15/12	K	A	
64. Powershares Exch.	A	Interest	J	T					
65. Phoenixville PA Sch. Bd.		None			Redeemed	2/15/12	L	A	
66. Berkshire Hathaway, Inc.	A	Dividend	J	T					
67. IShares Nasdaq Biotech	A	Dividend	J	T					
68. IShares U.S. Aerospace PTF	A	Dividend			Sold	5/9/12	J	B	

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	(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)
69. IShares S&P Global		None			Sold	3/22/12	J	A	
70. Natixis ASG Global		None	K	T					
71. IRA-	D	Int/Div.	N	T					
72. - StreetTracks Gold Trust									
73. - IShares S&P Mid. Cap.									
74. -IShares DJ US Util.									
75. - IShares US Healthcare									
76. - IShares FTSE Xinhua									
77. - IShares Trust-Dow J Sel. Div.									
78. - IShares T NASDAQ									
79. - IShares Russell 1000 Gwth.					Sold	6/4/12	K	D	
80. - Vanguard Total Market					Sold	5/17/12	K	D	
81. - Plum Creek Timber Co.									
82. - ML Bank USA RASP account									
83. - IShares S&P Latin. Am.									
84. - Powershares DB Commodity									
85. - IShares Singapore					Sold	5/16/12	J	A	

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86. - IShares So. Africa									
87. - IShares Trust DJ US Ind.									
88. - Sector SPDR Consumers									
89. - Retirement Res. CLI account									
90. - Berkshire Hathaway Inc.									
91. - IShares Tr. Dow US									
92. - IShares S&P Global					Sold	3/22/12	J	A	
93. - Powershares Cleantech					Sold	03/15/12	J	A	
94. - Powershares Wilterhill									
95. - Powershares Global Water									
96. - IShares DJ US Oil & Gas									
97. - IShares Barclays Treas.					Buy	12/5/12	J		
98. - IShares MSCI Emer.					Buy	12/5/12	J		
99. - IShares MSCI USA					Buy	12/5/12	J		
100. - IShares Barclays 1-3 Credit					Buy	12/5/12	J		
101. - Pimco Short Maturity					Buy	12/5/12	K		
102. - ALPS Alerian					Buy	12/5/12	J		

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103. Ches. Co. Country Properties SEP -	D	Int/Div.	O	T					
104. - Berkshire Hathaway, Inc									
105. - BAC STEPS F 3/23/12					Redeemed	10/26/12	K	A	
106. - Templeton Global Total									
107. - US Treas. Inflation Note 1/15/28									
108. - US Treas. Inflation Note 1/15/15									
109. - ML Bank USA RASP account									
110. - US Treas. Inflation Note 1/15/20									
111. - BAC Mitts Ind. 1/29/16									
112. - US Treas. Inflation Note 4/15/12					Redeemed	4/15/12	K	A	
113. - ML&Co. SRN MLFI-TR									
114. - US Treas. Inflation Note 7/15/20									
115. - Endowment TEI Fund									
116. - U.S. Treas. Inflation Note 1/15/18									
117. - Natixis ASG Global									
118. - CD Discover Bank (y)									
119. - BAC Clim. Rogrer									

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FINANCIAL DISCLOSURE REPORT

Page 11 of 17

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	120. - SEK STEPS Ford					Redeemed	3/23/12	K	A
121. - MLCX Clim Ban Corp					Buy	10/29/12	K		
122. T. Rowe Price Sci.&Tech.Fd.		None	J	T					
123. Exxon Com.	A	Dividend	J	T					
124. 9.5/120th Int ██████ Ptship (App. (12/23/12) (Randolph Co. GA)	A	Rent			Donated	12/23/12	P1		██████████ (See VIII)
125. Acorn II LP (org. inv. Ponzi scheme; present value unknown)		None							
126. Real Estate Hancock Co. ME (2001- \$280,000)	C	Rent		R	Sold	9/11/12	P1	G	M/M Michael Prior
127. Gen. Elec. Com.	A	Dividend			Sold	8/13/12	K	A	
128. SEI Tax Exempt Trust account	A	Dividend	J	T					
129. Kimberly Clark Com.	B	Dividend	K	T					
130. Cincinnati Fin. Corp. Com.	A	Dividend	K	T					
131. SEI Investments Co.	A	Dividend	J	T					
132. Colgate Palmolive	A	Dividend	K	T					
133. Medtronics		None			Sold	3/16/12	K	A	
134. Duke Realty		None			Sold	3/16/12	J	A	
135. Rayonier, Inc.	B	Dividend	K	T	Sold (part)	8/13/12	J	C	
136. Stericycle, Inc.		None	K	T	Sold (part)	8/13/12	K	D	

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
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FINANCIAL DISCLOSURE REPORT

Page 12 of 17

Name of Person Reporting Stapleton, Walter K.	Date of Report 08/15/2013
--------------------------------------------------	------------------------------

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)
137. Fleetwood PA Bd.	B	Interest	L	T					
138. Polymedix Inc.		None	J	T					
139. Graco Inc.	A	Dividend	K	T					
140. Pine Grove Sch. Bd.	A	Interest	K	T					
141. AT&T Inc.	B	Dividend	K	T					
142. Spectra Energy Corp.	A	Dividend	J	T					
143. Genesee & Wyo. Inc.		None	K	T					
144. Donaldson Inc.	A	Dividend	K	T					
145. Flowserve Corp.	A	Dividend			Sold	8/13/12	K	B	
146. BP PLC Spons ADR	A	Dividend	J	T					
147. IShares MSCI Pac. ex. Japan	A	Dividend	K	T					
148. Bar Harbor Bankshares	A	Dividend	K	T					
149. CMA PA Mun. account	B	Interest	M	T					
150. Warwick PA Sch. Dist. Bd.	C	Interest	M	T					
151. N. Pocono Sch. Dist. Bd.	C	Interest	M	T					
152. Council Rock Sch. Dist. Bd.	B	Interest	L	T					
153. PA St. First	B	Interest	L	T					

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FINANCIAL DISCLOSURE REPORT

Name of Person Reporting Stapleton, Walter K.	Date of Report 08/15/2013
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	154. CD Western Bank PR	C	Interest	K	T				
155. Phoenixville PA Sch. Bd.		None			Redeemed	2/15/12	K	A	
156. Somerset PA Auth. Bd.	C	Interest			Redeemed	10/1/12	L	A	
157. Monroeville PA Bond	A	Interest	K	T					
158. Unionville-Chadds Ford Bd	B	Interest	L	T					
159. Bloomsberg Area Sch. Dist.	B	Interest	L	T					
160. Towanda Area Sch. Dist.	A	Interest	K	T					
161. Westmoreland PA Mun.	A	Interest	K	T					
162. Ringgold PA Sch. Dist.	A	Interest	L	T					
163. Lower Allen PA Bd	B	Interest	L	T					
164. Unionville-Chadds Ford Bd	A	Interest	K	T					
165. Covidien		None	K	T	Buy	3/16/12	K		
166. Nat'l GRI-ADR		None	K	T	Buy	3/16/12	K		
167. Wisdomtree Emer. Mkts	A	Dividend	J	T	Buy	3/16/12	J		
168. Novartis AG	A	Dividend	K	T	Buy	8/13/12	K		
169. Microsoft Corp.	A	Dividend	K	T	Buy	8/13/12	K		
170. Nat'l Fuel Gas Co.	A	Dividend	K	T	Buy	8/13/12	K		

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
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FINANCIAL DISCLOSURE REPORT

Name of Person Reporting Stapleton, Walter K.	Date of Report 08/15/2013
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	171. Schlumberger Ltd.	A	Dividend	K	T	Buy	8/13/12	K	
172. Sigma Aldrich	A	Dividend	K	T					
173. Stericycle		None	K	T					
174. Kinder Morgan Energy	B	Dividend	K	T					
175. CMA PA Municipal account	B	Interest	L	T					
176. Del. Valley Sch. Dist. Bd.	A	Interest	K	T					
177. Perkiomen Sch. Dist. Bd.	B	Interest	L	T					
178. Nashaminy Sch. Dist.	A	Interest	J	T					
179. Pa. TPK CML OIL	C	Interest	L	T					
180. Pa. St. Bond	B	Interest	L	T					
181. Spring-Ford Pa. Bd.	A	Interest	K	T					
182. Pa. State Bd.	A	Interest	K	T					
183. Erie Indmnty Co.	A	Dividend	K	T					
184. Vanguard Emer. Mkts ETF	A	Dividend	K	T					
185. Vanguard FTSE All-World Ex. US	B	Dividend	K	T	Sold (part)	8/13/12	J	C	
186. Graco	A	Dividend	K	T					
187. SPDR SP Bric 40	A	Dividend	J	T					

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FINANCIAL DISCLOSURE REPORT

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	188. Duke Energy	B	Dividend	K	T				
189. Vanguard All World Ex. US	A	Dividend	K	T					
190. Vanguard Emer. Mkts ETF	A	Dividend	K	T					
191. Alps Alerian MLP ETF	A	Dividend	K	T					
192. Mechanicsburg Pa Bd.	A	Interest	K	T					
193. Chester Co. Pa Bd.	A	Interest	K	T					
194. Real Estate Chester Co. Pa (4/27/10) (\$265,000)	D	Rent	N	R					
195. Real Estate Eaglesmere PA (9/4/12) (\$330,000)		None	N	R	Buy	9/4/12	N		

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FINANCIAL DISCLOSURE REPORT

Page 16 of 17

Name of Person Reporting	Date of Report
Stapleton, Walter K.	08/15/2013

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

The [REDACTED] partnership owns [REDACTED] tracts of timberland in Randolph County, GA., appraised at \$1,600,000. My total interest in the partnership was 95/120th.

Partnership income: [REDACTED]

"CD DISCOVER BANK" WAS ERRONEOUSLY INCLUDED IN MY REPORT FOR 2011. AS REPORTED ON LINE 102 OF PART VII OF MY REPORT FOR 2010, IT WAS "REDEEMED" ON 3/1/10 FOR A VALUE BETWEEN \$15,001 AND \$50,000 (VALUE CODE K). MY REPORTS FOR 2010 AND 2012 ARE CORRECT.

FINANCIAL DISCLOSURE REPORT

Page 17 of 17

Name of Person Reporting	Date of Report
Stapleton, Walter K.	08/15/2013

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/ Walter K. Stapleton**

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

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