UNITED STATES SENATE
COMMITTEE ON THE JUDICIARY

QUESTIONNAIRE FOR JUDICIAL NOMINEES

PUBLIC

1. **Name**: Full name (include any former names used).

   John "Jay" Joseph Tharp, Jr.

2. **Position**: State the position for which you have been nominated.

   United States District Judge for the Northern District of Illinois

3. **Address**: List current office address. If city and state of residence differs from your place of employment, please list the city and state where you currently reside.

   Mayer Brown LLP
   71 South Wacker Drive
   Chicago, Illinois 60606

   Residence: Oak Park, Illinois

4. **Birthplace**: State year and place of birth.

   1960; Camp Lejeune, North Carolina

5. **Education**: List in reverse chronological order each college, law school, or any other institution of higher education attended and indicate for each the dates of attendance, whether a degree was received, and the date each degree was received.

   1987 – 1990, Northwestern University School of Law; J.D. (*magna cum laude*), 1990

   1978 – 1982, Duke University; B.A. (*summa cum laude*), 1982

   1980, Oxford University; summer program, no degree received

   1979, Old Dominion University; summer physics course, no degree received

6. **Employment Record**: List in reverse chronological order all governmental agencies, business or professional corporations, companies, firms, or other enterprises, partnerships, institutions or organizations, non-profit or otherwise, with which you have been affiliated as an officer, director, partner, proprietor, or employee since graduation from college, whether or not you received payment for your services. Include the name and address of the employer and job title or job description.

1997 – present
Mayer Brown LLP
71 South Wacker Drive
Chicago, Illinois 60606
Partner (1999 – present)
Associate (1997 – 1998)

1992 – 1997
United States Attorney's Office for the Northern District of Illinois
219 South Dearborn Street
Chicago, Illinois 60604
Assistant United States Attorney

1991 – 1992
Kirkland & Ellis
200 East Randolph Drive
Chicago, Illinois 60601
Associate

1990 – 1991
United States Court of Appeals for the Seventh Circuit
219 South Dearborn Street
Chicago, Illinois 60604
Law Clerk to the Honorable Joel M. Flaum

Summer 1989
Kirkland & Ellis
200 East Randolph Drive
Chicago, Illinois 60601
Summer Associate

Summer 1988 & 1989
Schiff Hardin & Waite
233 South Wacker Drive
Chicago, Illinois 60606
Summer Associate

1982 – 1987
United States Marine Corps
Combat Cargo Officer, USS Denver (LPD-9) (1985 – 1987)
Assistant Operations Officer, 1st LSB, 1st FSSG (1984 – 1985)
Platoon Commander, Company A, 1st LSB, 1st FSSG (1983 – 1984)
Basic Infantry Officer's School and Logistics Officer Schools (1982 – 1983)

Other Affiliations (uncompensated):

2002 – 2004
Northwestern University School of Law
375 East Chicago Avenue
Chicago, Illinois 60611
Adjunct Professor

7. **Military Service and Draft Status**: Identify any service in the U.S. Military, including dates of service, branch of service, rank or rate, serial number (if different from social security number) and type of discharge received, and whether you have registered for selective service.

   I served on active duty in the United States Marine Corps for five years. I entered active duty upon graduation from Duke University on May 8, 1982. I served as a Second Lieutenant from May 1982 to May 1984. I was promoted to First Lieutenant in May 1984 and to Captain in February 1987. I was honorably released from active duty on June 18, 1987 with the rank of Captain (O-3). I transferred to the Marine Corps Reserve, on inactive status, and was honorably discharged from the Reserve on May 23, 1988.

   I attended college on a Naval ROTC scholarship. During this period I served in the United States Naval Reserve from August 28, 1978 to September 1, 1980, and in the Marine Corps Reserve from September 2, 1980 to May 7, 1982. I was honorably discharged from the Marine Corps Reserve immediately prior to my commissioning as a Second Lieutenant and commencement of active duty in the Marine Corps.

8. **Honors and Awards**: List any scholarships, fellowships, honorary degrees, academic or professional honors, honorary society memberships, military awards, and any other special recognition for outstanding service or achievement.

   Legal

   Nominated by President George W. Bush to serve as United States District Judge for the Northern District of Illinois (2008); received unanimous "Well Qualified" rating by the American Bar Association
   Named in *The U.S. Legal 500 2009* – White Collar
   Named in *Illinois Superlawyers 2009, 2010, 2011* – Securities Litigation
   Martindale Hubbell AV Rating

   Law School

   Wigmore Scholar, Northwestern University Law School (full scholarship)
   Arlyn Miner Book Award for Legal Writing (1988)
   Book Review Editor, Northwestern Law Review (1989 – 1990)
   Order of the Coif

Military

Secretary of the Navy Distinguished Midshipman Award (1982)
Navy Commendation Medal (1985)
Sea Service Deployment Ribbon (1987)

Undergraduate

Naval ROTC Scholarship (full scholarship)
Chairperson, Major Speakers Committee (1980)
Pi Sigma Alpha Political Science Honor Society (1981)
President, Duke University Student Union (1981)
Duke University President's Leadership Award (1982)
Phi Beta Kappa (1982)

9. **Bar Associations**: List all bar associations or legal or judicial-related committees, selection panels or conferences of which you are or have been a member, and give the titles and dates of any offices which you have held in such groups.

American Bar Association
    Criminal Justice and Litigation Sections
Chicago Bar Association
    Member, Investigations Division, Judicial Evaluation Committee (1999 – 2000)
    Vice Chairman, Investigations Division, Judicial Evaluation Committee (2000 – 2001)
Federal Bar Association
Illinois State Bar Association

10. **Bar and Court Admission**:

a. List the date(s) you were admitted to the bar of any state and any lapses in membership. Please explain the reason for any lapse in membership.

   Illinois, 1990

   There have been no lapses in membership.

b. List all courts in which you have been admitted to practice, including dates of admission and any lapses in membership. Please explain the reason for any lapse in membership. Give the same information for administrative bodies that require special admission to practice.

   Supreme Court of the United States, 2004
   United States Court of Appeals for the Seventh Circuit, 1991
   United States District Court for the Northern District of Illinois, 1995
   United States District Court for the District of Colorado, 1997

United States District Court for the Southern District of Illinois, 1999
United States District Court for the Central District of Illinois, 2003
Supreme Court of the State of Illinois, 1990

There have been no lapses in membership.

11. **Memberships**:

a. List all professional, business, fraternal, scholarly, civic, charitable, or other organizations, other than those listed in response to Questions 9 or 10 to which you belong, or to which you have belonged, since graduation from law school. Provide dates of membership or participation, and indicate any office you held. Include clubs, working groups, advisory or editorial boards, panels, committees, conferences, or publications.

   The Metropolitan Club of Chicago (2008 – 2009)

   Northwestern University Law Fund Board (2003 – present)
   Chair, John Henry Wigmore Club (2010 – present)

   Northwestern University Law Reunion Committee
   Co-Chair (2005)
   Member (2010)

   Parking and Traffic Commission, Village of Oak Park (approx. mid-1990s)

   Securities Industry and Financial Markets Association, Compliance and Legal Division (2009 – 2010)

b. The American Bar Association's Commentary to its Code of Judicial Conduct states that it is inappropriate for a judge to hold membership in any organization that invidiously discriminates on the basis of race, sex, or religion, or national origin. Indicate whether any of these organizations listed in response to 11a above currently discriminate or formerly discriminated on the basis of race, sex, religion or national origin either through formal membership requirements or the practical implementation of membership policies. If so, describe any action you have taken to change these policies and practices.

   To the best of my knowledge, none of the organizations listed above currently discriminates or formerly discriminated on the basis of race, sex, religion or national origin either through formal membership requirements or the practical implementation of membership policies.

12. **Published Writings and Public Statements**:

a. List the titles, publishers, and dates of books, articles, reports, letters to the editor, editorial pieces, or other published material you have written or edited, including material published only on the Internet. Supply four (4) copies of all published material to the Committee.

SECURITIES INVESTIGATIONS: INTERNAL, CIVIL AND CRIMINAL (Practising Law Institute, 2d ed. 2010) (Co-Editor). Copy of the Table of Contents and Introduction supplied.

With Justin A. McCarty, *Representing Individuals In Securities Investigations, in* SECURITIES INVESTIGATIONS: INTERNAL, CIVIL AND CRIMINAL (Practising Law Institute, 2d ed. 2010). Copy supplied.

With Joseph De Simone, S. Christopher Provenzano & Domenic C. Cervoni, *Morrison and Dodd-Frank's Extraterritoriality Dilemma*, LAW 360 (Nov. 30, 2010). Copy supplied.

With Joseph De Simone & Marcia G. Madsen, *Federal Program Participants: Beware the Amended False Claims Act*, N.Y.L.J. (Aug. 17, 2009). Copy supplied.

With Caryn Jacobs, Jeffrey M. Strauss & Katherine Agonis, *Pleading Scienter after* Tellabs *in Section 10(b) Cases Generally and in the "Subprime" Context*, J. INVESTMENT COMPLIANCE (2008). Copy supplied.

With Caryn Jacobs, Jeffrey M. Strauss & Katherine Agonis, *Removal of Class Actions Filed in State Court Alleging Federal Securities Law Violations*, J. INVESTMENT COMPLIANCE (2008). Copy supplied.

With Caryn Jacobs, Jeffrey M. Strauss & Katherine Agonis, *Private Litigation—Issues in Securities Law Class Actions, in* CREDIT MARKET AND SUBPRIME DISTRESS: RESPONDING TO LEGAL ISSUES (Practicing Law Institute 2008). Copy supplied.

With Nikki Stitt, *Don't Abandon Hope, All Ye Who Enter Here: Thoughts on the Successful Defense of a Healthcare Fraud Prosecution*, HEALTH L. DIG. (March 2000). Copy supplied.

Raising Rivals' Costs: Of Bottlenecks, Bottled Wine, and Bottled Soda, 84 NW. U.L. REV. 321 (1990). Copy supplied.

Anzio: A Sedentary Affair, MARINE CORPS GAZETTE (September 1984). Copy supplied.

In addition to the foregoing, in my capacity as Co-Chair of Mayer Brown's Securities Litigation and Enforcement practice, I review many of the firm's legal updates for clients that relate to securities law and enforcement issues. With the exception of the Law 360 article listed above, I have not authored or substantively edited these updates.

b. Supply four (4) copies of any reports, memoranda or policy statements you prepared or contributed in the preparation of on behalf of any bar association, committee, conference, or organization of which you were or are a member. If you do not have a copy of a report, memorandum or policy statement, give the name and address of the organization that issued it, the date of the document, and a summary of its subject matter.

None.

c. Supply four (4) copies of any testimony, official statements or other communications relating, in whole or in part, to matters of public policy or legal interpretation, that you have issued or provided or that others presented on your behalf to public bodies or public officials.

None.

d. Supply four (4) copies, transcripts or recordings of all speeches or talks delivered by you, including commencement speeches, remarks, lectures, panel discussions, conferences, political speeches, and question-and-answer sessions. Include the date and place where they were delivered, and readily available press reports about the speech or talk. If you do not have a copy of the speech or a transcript or recording of your remarks, give the name and address of the group before whom the speech was given, the date of the speech, and a summary of its subject matter. If you did not speak from a prepared text, furnish a copy of any outline or notes from which you spoke.

April 12, 2011: Participant on panel discussing "Investigating Insider Trading" at the White Collar Crime and Corporate Governance Conference sponsored by Law Bulletin Seminars in Chicago, Illinois. This discussion focused on recent developments in insider trading investigations, enforcement proceedings, and prosecutions, and on the elements of effective corporate compliance programs with respect to insider trading prevention and detection. I have no notes, transcript, or recording. The address of Law Bulletin Seminars is 415 North State Street, Chicago, Illinois 60654.

February 24, 2011: "Uncle Sam Wants YOU—To Investigate," Mayer Brown Analysis of Risk & Compliance (ARC) Reports Video Series, Chicago, Illinois. Recording supplied.

November 1, 2010: "Highlights from *Securities Investigations: Internal, Civil and Criminal*," PLI One-Hour Briefing Series, Chicago, Illinois. I have no notes, transcript, or recording. The address of the Practising Law Institute is 810 Seventh Avenue, 21st Floor, New York, New York 10019.

October 26, 2010: "The Dodd-Frank Act's Impact on Securities Litigation and Enforcement," Mayer Brown panel presentation, Chicago Office. Presentation materials supplied.

October 21, 2010: "The Dodd-Frank Act's Impact on Securities Litigation and Enforcement," Mayer Brown panel presentation, New York Office. I used the same materials supplied for the Oct. 26, 2010 event.

July 30, 2009: "Current Financial Crisis and the Litigation Tsunami: Where Are We Now?" Mayer Brown Global Financial Markets Initiative Teleconference Series, Chicago, Illinois. Transcript supplied.

June 23, 2009: "The Current Financial Crisis – Litigation Tsunami (Be Afraid, Be Very Afraid…)," Risk Management Association Retail Risk Conference, Chicago, Illinois. Presentation materials supplied.

June 9, 2009: "Litigation and the Financial Crisis," 21st Annual General Counsel Conference, New York, New York. Presentation materials supplied. Portions of this presentation were repeated on July 1, 2009 at a meeting of restaurant industry clients of a public affairs company, the Berman Company, and I used the same materials.

September 24, 2008: "Global Investigations: The Process – From 'How To's to 'Don't Do's,'" AICPA National Forensic Accounting Conference on Fraud and Litigation Services, Las Vegas, Nevada. Presentation materials supplied.

September 24, 2008: "Global Investigations: Getting Technical – Data, GAAP, GAAS, and Internal Control," AICPA National Forensic Accounting Conference on Fraud and Litigation Services, Las Vegas, Nevada. Presentation materials supplied.

July 2008: "Defending Securities Law Claims—The New Tools of the Trade," PricewaterhouseCoopers General Counsel Forum, Chicago and Rosemont, Illinois. Presentation materials supplied.

April 24, 2008: "Subprime Crisis: Risk Dispersion and Model Risk; Actual and Likely Litigation," Chicago-Kent College of Law, Chicago, Illinois. Presentation materials supplied.

February 29, 2008: "The Foreign Corrupt Practices Act: Recent Enforcement Activity and Compliance Developments," Mayer Brown panel presentation to client and prospective client personnel, Chicago Office. Presentation materials supplied.

November 16, 2007: "Financial Experts: The Trial Lawyer's Perspective," Deloitte Internal Training Session, Chicago, Illinois. Presentation materials supplied.

October 26, 2007: "Internal Investigations," presentation to personnel of a Mayer Brown client, Chicago Office. Presentation materials supplied.

April 12, 2007: "Conducting International Investigations; Obtaining Evidence: You're Not in Kansas Anymore," joint seminar to client and prospective client personnel, presented by Mayer Brown and Ernst & Young LLP at Ernst & Young's New York Office. Presentation materials supplied.

July 25, 2006: "Backdating to the Future: What the Options Backdating Crisis Means For You," Navigant Corporate Counsel Legal Roundtable Series, Chicago, Illinois. Presentation materials supplied.

June 24, 2003: "Responding to SEC Inquiries: The Basics," Chief Accounting Officer Conference, American Gas Association, Annapolis, Maryland. This presentation was also given at another AGA conference in Colorado Springs, Colorado during the summer of 2002, but I have been unable to obtain or recall additional details. I used the same materials at both events. Presentation materials supplied.

March 3, 1997: "Developments in Intellectual Property Counterfeiting: Criminal Counterfeiting," Chicago Bar Association, Chicago, Illinois. I discussed issues that arose in the investigation and prosecution of a criminal trademark infringement case that I had recently prosecuted. I have no notes, transcript, or recording. The address of the CBA is 321 South Plymouth Court, Chicago, Illinois 60604.

e. List all interviews you have given to newspapers, magazines or other publications, or radio or television stations, providing the dates of these interviews and four (4) copies of the clips or transcripts of these interviews where they are available to you.

Megan Dooley, *Two Attorneys from Oak Park and River Forest Recommended for Federal Judgeships*, OakPark.com, July 7, 2011. Copy supplied.

Ken Trainor, *Oak Parker Leads Prosecution Team in Conrad Black Case*, OakPark.com, Dec.13, 2005. Copy supplied.

Cary Spivak and Dan Bice, *Blanchard Camp Suddenly Finds Old Debts to Pay*, MILWAUKEE J. SENTINEL, July 28, 2002. Copy supplied.

During my tenure as a prosecutor, I was occasionally required to respond to inquiries from the press regarding cases. On all such occasions, my responses were limited to providing information about the procedural posture of a matter and/or facts that were of public record. Although I did not retain any record of such responses, I have obtained the following articles after performing a search of publicly-available databases. It is likely, however, that I have responded to press inquiries on other occasions that I have been unable to recall or identify.

Ed Bierschenk, *Martial Arts Master Kim Guilty of Tax Fraud*, COPLEY NEWS SERVICE, Dec. 9, 1997. Copy supplied.

Matt O'Connor, *Wheaton Teacher's Aide Arrested in U.S. Child-Pornography Sting*, CHI. TRIB., Jan. 24, 1996. Copy supplied.

Matt O'Connor, *3 Are Arrested in Loop Bank Robbery*, CHI. TRIB., Mar. 9, 1995. Copy supplied.

Agent Pleads Guilty to $7 Million Fraud, CHI. TRIB., Feb. 18, 1995. Copy supplied.

Matt O'Connor, *Top Radio Agent is Charged; Some of City's Leading Personalities Bilked in $7 Million Fraud*, CHI. TRIB., Feb. 15, 1995. Copy supplied.

Matt O'Connor, *Undercover Sting Operation Nets 16 Suspects in Freight Theft Ring*, CHI. TRIB., Dec. 9, 1994. Copy supplied.

Phony FBI Agent Sentenced to Prison, CHI. TRIB., Dec. 9, 1994. Copy supplied.

Matt O'Connor, *Homeless Man Confesses in Robbery*, CHI. TRIB., Feb. 23, 1994. Copy supplied.

13. **Judicial Office**: State (chronologically) any judicial offices you have held, including positions as an administrative law judge, whether such position was elected or appointed, and a description of the jurisdiction of each such court.

I have not held judicial office.

a. Approximately how many cases have you presided over that have gone to verdict or judgment? ______

    i. Of these, approximately what percent were:

jury trials:	___%
bench trials:	___% [total 100%]

civil proceedings: ___%
criminal proceedings: ___% [total 100%]

b. Provide citations for all opinions you have written, including concurrences and dissents.

c. For each of the 10 most significant cases over which you presided, provide: (1) a capsule summary of the nature the case; (2) the outcome of the case; (3) the name and contact information for counsel who had a significant role in the trial of the case; and (3) the citation of the case (if reported) or the docket number and a copy of the opinion or judgment (if not reported).

d. For each of the 10 most significant opinions you have written, provide: (1) citations for those decisions that were published; (2) a copy of those decisions that were not published; and (3) the names and contact information for the attorneys who played a significant role in the case.

e. Provide a list of all cases in which certiorari was requested or granted.

f. Provide a brief summary of and citations for all of your opinions where your decisions were reversed by a reviewing court or where your judgment was affirmed with significant criticism of your substantive or procedural rulings. If any of the opinions listed were not officially reported, provide copies of the opinions.

g. Provide a description of the number and percentage of your decisions in which you issued an unpublished opinion and the manner in which those unpublished opinions are filed and/or stored.

h. Provide citations for significant opinions on federal or state constitutional issues, together with the citation to appellate court rulings on such opinions. If any of the opinions listed were not officially reported, provide copies of the opinions.

i. Provide citations to all cases in which you sat by designation on a federal court of appeals, including a brief summary of any opinions you authored, whether majority, dissenting, or concurring, and any dissenting opinions you joined.

14. **Recusal:** If you are or have been a judge, identify the basis by which you have assessed the necessity or propriety of recusal (If your court employs an "automatic" recusal system by which you may be recused without your knowledge, please include a general description of that system.) Provide a list of any cases, motions or matters that have come before you in which a litigant or party has requested that you recuse yourself due to an asserted conflict of interest or in which you have recused yourself sua sponte. Identify each such case, and for each provide the following information:

I have not served as a judge.

a. whether your recusal was requested by a motion or other suggestion by a litigant or a party to the proceeding or by any other person or interested party; or if you recused yourself sua sponte;

b. a brief description of the asserted conflict of interest or other ground for recusal;

c. the procedure you followed in determining whether or not to recuse yourself;

d. your reason for recusing or decline to recuse yourself, including any action taken to remove the real, apparent or asserted conflict of interest or to cure any other ground for recusal.

15. **Public Office, Political Activities and Affiliations**:

a. List chronologically any public offices you have held, other than judicial offices, including the terms of service and whether such positions were elected or appointed. If appointed, please include the name of the individual who appointed you. Also, state chronologically any unsuccessful candidacies you have had for elective office or unsuccessful nominations for appointed office.

I have not held public office. In July 2008, I was nominated by President George W. Bush to be a U.S. District Judge for the Northern District of Illinois, but no action was taken on my nomination prior to the end of the 110th Congress.

b. List all memberships and offices held in and services rendered, whether compensated or not, to any political party or election committee. If you have ever held a position or played a role in a political campaign, please identify the particulars of the campaign, including the candidate, dates of the campaign, your title and responsibilities.

None.

16. **Legal Career:** Please answer each part separately.

a. Describe chronologically your law practice and legal experience after graduation from law school including:

i. whether you served as clerk to a judge, and if so, the name of the judge, the court and the dates of the period you were a clerk;

I served as a law clerk to Judge Joel M. Flaum, United States Court of Appeals for the Seventh Circuit, from June 1990 to September 1991.

ii. whether you practiced alone, and if so, the addresses and dates;

I have never practiced law alone.

iii. the dates, names and addresses of law firms or offices, companies or governmental agencies with which you have been affiliated, and the nature of your affiliation with each.

1991 – 1992
Kirkland & Ellis
200 East Randolph Street
Chicago, Illinois 60601
Associate

1992 – 1997
United States Attorney's Office for the Northern District of Illinois
219 South Dearborn Street
Chicago, Illinois 60604
Assistant United States Attorney

1997 – present
Mayer Brown LLP
71 South Wacker Drive
Chicago, Illinois 60606
Associate (1997 – 1998)
Partner (1999 – present)

iv. whether you served as a mediator or arbitrator in alternative dispute resolution proceedings and, if so, a description of the 10 most significant matters with which you were involved in that capacity.

I have not served as a mediator or arbitrator.

b. Describe:

i. the general character of your law practice and indicate by date when its character has changed over the years.

From approximately October 1991 to February 1992, I was a litigation associate at Kirkland & Ellis, generally conducting legal research and drafting memoranda and briefs on a variety of commercial litigation matters.

From February1992 to August 1997, I was a federal prosecutor in the United States Attorney's Office in Chicago. I practiced criminal law exclusively, serving at various times in the Criminal Receiving and Appellate Division, the General Crimes Division, and in the Organized Crime Drug Enforcement Task Force (OCDETF). My cases included numerous narcotics and money laundering investigations, financial frauds, political corruption, tax crimes, bank robberies, and firearms offenses and other violent crimes.

Since leaving the U.S. Attorney's Office in 1997, I have been engaged in a commercial litigation practice at Mayer Brown, a large international law firm. My practice continues to include criminal matters (about one third involve criminal or quasi-criminal/investigative matters), but my practice now consists primarily of civil matters (about two thirds). I have worked on many different types of commercial matters, including tort, contract, intellectual property, environmental, tax, and unfair competition claims. My practice has focused, however, on securities fraud, professional liability (principally accountants and consultants), and associated work relating to the conduct of internal and governmental investigations. My practice is largely concentrated in federal courts, though it has broadened in geographic scope. In addition to numerous cases in the Northern District of Illinois, I have been involved in cases before federal district and bankruptcy courts in the Central and Southern Districts of Illinois, Colorado, Florida, Indiana, Kentucky, Missouri, New York, South Dakota, and Texas.

In addition, a portion of my practice (10 to 15 percent) has involved proceedings in state courts in Illinois, as well as in Alabama, Indiana, New York, Pennsylvania, and Texas, and another 5 to 10 percent of my practice has involved matters in private mediation and/or arbitration. Due to the nature of my current practice (which consists primarily of large, complex commercial litigation in which damage claims often exceed $100 million), the majority of the cases I work on are either resolved by motions before trial or settle. Most of the trials and other forms of contested evidentiary proceedings I have been involved with in private practice have been non-jury proceedings.

In 2009, I was appointed by my firm to serve as co-leader of the Securities Enforcement practice. In 2010, that practice group merged with the Securities Litigation practice group and I continue to serve as co-leader of the combined Mayer Brown Securities Litigation and Enforcement Practice.

ii. your typical clients and the areas at each period of your legal career, if any, in which you have specialized.

During my tenure as a federal prosecutor, my client was the United States. While in private practice, my clients have consisted primarily of a wide variety of corporations and partnerships, including financial institutions, investment companies and managers, manufacturers, pharmaceutical companies, mining companies, insurers, telecommunications companies, and accounting firms. I have also represented numerous individuals, usually in connection with regulatory and/or criminal investigations.

c. Describe the percentage of your practice that has been in litigation and whether you appeared in court frequently, occasionally, or not at all. If the frequency of your appearances in court varied, describe such variance, providing dates.

   My entire legal career has been in litigation and my practice has always consisted of litigation matters exclusively. As an Assistant United States Attorney, I appeared in court on a daily basis. Since joining Mayer Brown in 1997, I have continued to appear in court frequently, though less so than as a prosecutor.

   i. Indicate the percentage of your practice in:

1.	federal courts	85%
2.	state courts of record	10%
3.	other courts	5%
4.	administrative agencies	<1%

   ii. Indicate the percentage of your practice in:

1.	civil proceedings	65%
2.	criminal proceedings	35%

d. State the number of cases in courts of record, including cases before administrative law judges, you tried to verdict, judgment or final decision (rather than settled), indicating whether you were sole counsel, chief counsel, or associate counsel.

   I have tried seventeen cases to verdict or judgment, obtaining verdicts in my clients' favor in each case:

   I tried fourteen criminal cases as an Assistant U.S. Attorney, ranging in length from two days to more than three months. Consistent with practice requirements of the U.S. Attorney's Office in Chicago, all of these trials were conducted with two attorneys sharing trial responsibilities equally.

   I have tried two criminal cases (one lasting more than three months) while at Mayer Brown; I served as co-lead counsel and shared trial responsibility equally with my partner.

   I have tried one immigration case before an INS administrative law judge; I was the supervising partner with two associates.

   In addition to the foregoing merits trials, I have tried four matters in which opposing counsel sought preliminary injunctive relief; in each case, the motion for such relief was denied.

I have also tried three cases in private arbitration while at Mayer Brown; in two of these cases, I was co-counsel sharing equal trial responsibility; in the third, I was the sole counsel.

i. What percentage of these trials were:
   1. jury: 60%
   2. non-jury: 40%

e. Describe your practice, if any, before the Supreme Court of the United States. Supply four (4) copies of any briefs, amicus or otherwise, and, if applicable, any oral argument transcripts before the Supreme Court in connection with your practice.

I am admitted to practice before the Supreme Court of the United States, but have not appeared in any matters before the Court.

17. **Litigation**: Describe the ten (10) most significant litigated matters which you personally handled, whether or not you were the attorney of record. Give the citations, if the cases were reported, and the docket number and date if unreported. Give a capsule summary of the substance of each case. Identify the party or parties whom you represented; describe in detail the nature of your participation in the litigation and the final disposition of the case. Also state as to each case:

a. the date of representation;

b. the name of the court and the name of the judge or judges before whom the case was litigated; and

c. the individual name, addresses, and telephone numbers of co-counsel and of principal counsel for each of the other parties.

1. *United States v. Rosewell et al.*, 97 CR 441, United States District Court for the Northern District of Illinois, Judge Joan Gottschall (1995 – 1997).

Assisted by several other prosecutors and federal agents, I led the investigation and prosecution of Defendant Rosewell, the long-time Treasurer of Cook County, Illinois, on charges relating to a long-running ghost-payrolling scheme involving two state legislators. I was the lead prosecutor during the lengthy investigation of this case, which was indicted in June 1997, charging that Mr. Rosewell and Defendant Fuglsang, his First Assistant, had conspired and schemed with two state legislators to create phantom jobs for the legislators in the Cook County Treasurer's office, resulting in payments of hundreds of thousands of dollars to the legislators, who provided no services in return. Mr. Rosewell, his First Assistant, and a state senator subsequently pleaded guilty to the charges; the fourth defendant, State Representative Santiago, was acquitted following a jury trial (I did not participate in this trial as I had by that time joined Mayer Brown). Mr. Rosewell died before he was sentenced.

Defendant Fuglsang, the First Assistant Treasurer, was sentenced to imprisonment for 24 months. Defendant Farley, the state senator, was sentenced to imprisonment for fifteen months.

Co-Counsel:
Bennett Kaplan
Axium Consulting
180 North LaSalle Street, 25th Floor
Chicago, Illinois 60601
(312) 606-3020

Opposing Counsel:
Harvey Silets (deceased) and Sheldon Zenner
Katten Muchen Rosenman LLP
525 West Monroe Street
Chicago, Illinois 60661
(312) 902-5476
Counsel for Defendant Rosewell

Daniel J. Pierce
Judge, Cook County Circuit Court
2307 Richard J. Daley Center
Chicago, Illinois 60602
(312) 603-4804
Counsel for Defendant Fuglsang

Brian L. Crowe
Shefsky & Froelich
444 North Michigan Avenue
Chicago, Illinois 60611
(312) 527-4000
Counsel for Defendant Farley

John Farrell
Chief, Civil Division, Dekalb County State's Attorney
200 North Main Street
Sycamore, Illinois 60178
(815) 895-7164
Counsel for Defendant Santiago

2. *United States v. Kim et al.*, 95 CR 214, United States District Court for the Northern District of Illinois, Judge James Holderman (1996 – 1997).

This case resulted in the convictions of more than a dozen high-ranking members of a martial arts organization, including the organization's founder, Defendant Kim, for tax fraud conspiracy related to the operation of a chain of martial arts schools. The charges arose from the defendants' practice of requiring, and not reporting, cash payments from the schools' customers – practices that were facilitated by the cult-like reign of defendant Kim over many of the students of the schools. About half of the defendants pled guilty on the eve of trial in an effort to exculpate Kim, their leader. Five, including Kim, were convicted after a three-month trial; the jury hung as to two other defendants, who later pled guilty to misdemeanor tax charges. Defendant Kim was sentenced to imprisonment for five years; the remaining defendants received sentences ranging from one to five years. I served as one of four attorneys involved in the investigation of this case and served as co-lead counsel at trial with one other prosecutor.

<u>Co-Counsel</u>:
Cheryl Bell (former Assistant U.S. Attorney)
Current address unknown

<u>Opposing Counsel</u>:
Chuck Meadows
Meadows, Owens, Collier, Reed, Cousins & Blau
901 Main Street, Suite 3700
Dallas, Texas 75202
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3. *United States v. Bartels et al.*, No. 98-40070-JPG, United States District Court for the Southern District of Illinois, Judge J. Phil Gilbert (1998 – 1999).

   In this case, I successfully defended an executive of Blue Cross/Blue Shield of Illinois who was charged with conspiracy, fraud and false statements in connection with administration of the Medicare program by Blue Cross in Illinois. The jury returned a verdict within a few hours of deliberation, acquitting my client after the three-month jury trial. This trial is the subject of the Health Law Digest article referenced in response to Question 12a. In this case I served as co-trial counsel with one of my partners.

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4. *United States v. Cooper et al.*, No. 91-3800, 19 F.3d 1154 (1994), United States Court of Appeals for the Seventh Circuit, Judges Frank H. Easterbrook, Kenneth F. Ripple, and Michael M. Mihm (1993 – 1994).

   I wrote the government's brief in this appeal by a drug kingpin and his principal lieutenant, who were convicted of murdering a federal informant in furtherance of a continuing criminal enterprise (CCE) and numerous other drug and weapons offenses. This was the first federal murder case in which the death penalty was sought under the CCE statute (I was not involved in the trial of this case). Although the jury did not unanimously agree to recommend the death penalty, the appeal affirmed the reach of the CCE statute ("the Drug Kingpin" statute) to individuals other than "kingpins" who worked to further the objectives of the drug trafficking enterprise. The appeal also involved *Batson* challenges, fourth amendment issues, and sufficiency of the evidence claims. The court rejected all of these challenges and confirmed the convictions and life sentences received by both the "kingpin" and his lieutenant.

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5. *In re At Home Securities Litigation*, No. 02 Civ 1765 (LLS), 423 F. Supp. 2d 229 (S.D.N.Y. 2006), *aff'd*, 216 Fed. Appx. 14 (2d Cir. 2007), *cert. denied*, 552 U.S. 1097 (2008), United States District Court for the Southern District of New York, Judge Louis L. Stanton (2003 – 2006).

   I was one of two principal attorneys representing venture capital firm Kleiner Perkins Caufield & Byers, along with two of its partners, in a series of securities cases involving the collapse of At Home Corporation, the original broadband cable internet service provider, in 2002. The principal cases pending in New York were federal securities fraud class action cases in which the plaintiffs sought hundreds of millions of dollars in damages. We convinced the lead plaintiffs to abandon their claims against our clients without the payment of any settlement monies; prior to the court's approval of that settlement, the defendants' motion to dismiss was granted by the court due to the failure to plead loss causation and the dismissal was affirmed by the Second Circuit.

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6. *In re Comdisco Securities Litigation*, No. 01 C 2110, United States District Court for the Northern District of Illinois, Judge Milton I. Shadur (2001 – 2006).

In this consolidated securities fraud class action, I represented (with one of my partners) Comdisco Inc., its former Chief Executive Officer, and its former Chief Financial Officer, in a securities fraud class action arising from a failed start-up telecommunications business and in which the plaintiffs claimed $250 million in damages. The case against Comdisco was stayed, and ultimately dismissed, after Comdisco filed for bankruptcy. The claims against the former executives settled.

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7. *United States v. D'Arco*, No. 94 CR 514, United States District Court for the Northern District of Illinois, Judge Ann C. Williams (1993 – 1994).

   I was one of two prosecutors handling the investigation and prosecution of extortion and bribery charges against Defendant D'Arco, arising from the period when Mr. D'Arco served as Majority leader in the Illinois Senate. Mr. D'Arco pled nolo contendere to the charges, which involved payment to a state court judge, and was convicted; under the sentencing guidelines, he was sentenced to five months of consecutive prison time in addition to the three-year prison term he was already serving on a prior extortion conviction. With respect to that prior conviction, I briefed the government's response to Mr. D'Arco's appeal. Mr. D'Arco dropped his appeal of that initial conviction after the government's brief was filed.

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8. *United States v. Silva et al.*, 94 CR 760, *aff'd*, 122 F.3d 412 (7th Cir. 1997), United States District Court for the Northern District of Illinois, Judge Elaine Bucklo (1995 – 1997).

   This case was a criminal prosecution of an internationally recognized expert on psittacines (parrots and macaws) and others for illegal smuggling of Hyacinth Macaws, an endangered species, into the United States from Paraguay and other South American countries, and related tax charges. I worked with two other federal prosecutors and several agents from the IRS and the U.S. Fish and Wildlife Service in investigating and indicting the case, in which we conducted a three-week evidentiary sentencing hearing after the defendant pled guilty to the charges. The expert, Defendant Silva, was sentenced to prison for almost seven years; Defendant Daoud, Silva's mother, was sentenced to imprisonment for 27 months for her role in assisting the smuggling operation.

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9. *Kramer v. Lockwood Pension Servs., Inc. et al.*, No. 08-CV-2429, 653 F. Supp. 2d 354 (S.D.N.Y. 2009), United States District Court for the Southern District of New York, Judge Deborah A. Batts; *Kramer v. Phoenix Life Ins. Co. et al.*, No. 09-3903, United States Court of Appeals for the Second Circuit, Judges Ralph K. Winter, John M. Walker, and Rosemary S. Pooler; *Kramer v. Phoenix Life Ins. Co. et al.*, 940 N.E.2d 535 (N.Y. 2010) (2008 – 2011).

This case involved the certification of a question of state insurable interest law of great significance in the multi-billion dollar life settlement industry. Following an adverse ruling in the U.S. District Court for the Southern District of New York, the U.S. Court of Appeals for the Second Circuit granted leave to file an interlocutory appeal and certified the question to the New York Court of Appeals (the highest state court in New York). In a decision that was widely publicized throughout the life settlement industry, the New York high court ruled in my client's favor, effectively reversing the district court's earlier ruling. I served as lead counsel and argued the case before the New York Court of Appeals. Following the ruling by the New York Court of Appeals, the claims involving my client were settled.

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10. *United States v. Budde et al.*, 94 CR 772, United States District Court for the Northern District of Illinois, Judge Wayne R. Andersen (1993 – 1996).

These cases resulted from a large-scale undercover FBI investigation of a theft-ring comprised of Yellow Freight employees and others who were stealing and fencing high-value freight from shipments passing through Yellow Freight's Tinley Park terminal. I was one of the two principal prosecutors supervising the undercover investigation and handled all of the subsequent prosecutions, in which all 15 defendants pleaded guilty to a variety of theft, firearms, and drug charges. The defendants' sentences ranged from probation to imprisonment for 30 months.

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18. **Legal Activities**: Describe the most significant legal activities you have pursued, including significant litigation which did not progress to trial or legal matters that did not

involve litigation. Describe fully the nature of your participation in these activities. List any client(s) or organization(s) for whom you performed lobbying activities and describe the lobbying activities you performed on behalf of such client(s) or organizations(s). (Note: As to any facts requested in this question, please omit any information protected by the attorney-client privilege.)

Investigations and Litigation Matters that Did Not Proceed to Trial: Many of the matters on which I have worked at Mayer Brown have been resolved without the filing of a lawsuit or other proceeding, particularly matters in which I have been engaged to conduct internal investigations for clients. As a result, many of these matters are confidential, but I have described three of the most significant below (without identifying the clients involved where the matter is/was confidential).

(1) Representation of a major international investment bank in multiple investigations by federal agencies and state Attorneys General relating to the operation of the tax-exempt municipal bond market and the municipal derivatives markets. As this matter is ongoing, the resolution of the matters involved is not yet known. In addition to the ongoing federal investigations, this matter involves representation of our client in a related investigation by a group of more than 20 state Attorneys General, and in a MDL (multi-district litigation) proceeding involving at least ten putative private class action antitrust suits and more than twenty individual "opt-out" cases. I am the lead attorney for our client in all of these matters.

(2) Represented Corvis Corporation (later, Broadwing Corporation), a publicly traded manufacturer of fiber optic telecommunications equipment, in connection with investigations by the Department of Justice and the Securities and Exchange Commission of transactions and financial reporting of Qwest Communications. At the conclusion of these investigations, no action was taken against my client.

(3) Represented a publicly traded logistics company headquartered in Lombard, Illinois, and its Chief Financial Officer, in an investigation by the Securities and Exchange Commission relating to a large restatement of its financial statements. At the conclusion of this investigation, no action was taken against my clients.

Non-Litigation Legal Matters: The most significant non-litigation legal activity in which I have been involved has been my tenure as a Vice-Chair of the Judicial Evaluation Committee of the Chicago Bar Association. During the year I spent in this position, I was intimately involved in the review and evaluation of hundreds of applications for candidates for judicial positions in Cook County, Illinois, and for issuing the Bar Association's recommendations regarding the qualifications of those candidates. In addition to constituting a valuable service to the legal community and to the general public, this process provided me with insight into, and the opportunity to reflect on, the qualities that make good judges.

Lobbying Activities: I have not performed lobbying activities on behalf of any client.

19. **Teaching**: What courses have you taught? For each course, state the title, the institution at which you taught the course, the years in which you taught the course, and describe briefly the subject matter of the course and the major topics taught. If you have a syllabus of each course, provide four (4) copies to the committee.

    From 2002 to 2004, I served as an Adjunct Professor of Trial Advocacy at Northwestern University School of Law, assisting with the trial advocacy program run by Professor Steven Lubet through demonstrations and observation and critiques of students performing mock trial exercises. I was not responsible for the development of the materials for this court and do not have a course syllabus.

20. **Deferred Income/ Future Benefits**: List the sources, amounts and dates of all anticipated receipts from deferred income arrangements, stock, options, uncompleted contracts and other future benefits which you expect to derive from previous business relationships, professional services, firm memberships, former employers, clients or customers. Describe the arrangements you have made to be compensated in the future for any financial or business interest.

    None.

21. **Outside Commitments During Court Service**: Do you have any plans, commitments, or agreements to pursue outside employment, with or without compensation, during your service with the court? If so, explain.

    None.

22. **Sources of Income**: List sources and amounts of all income received during the calendar year preceding your nomination and for the current calendar year, including all salaries, fees, dividends, interest, gifts, rents, royalties, patents, honoraria, and other items exceeding $500 or more (If you prefer to do so, copies of the financial disclosure report, required by the Ethics in Government Act of 1978, may be substituted here.)

    See attached Financial Disclosure Report.

23. **Statement of Net Worth**: Please complete the attached financial net worth statement in detail (add schedules as called for).

    See attached Net Worth Statement.

24. **Potential Conflicts of Interest**:

    a. Identify the family members or other persons, parties, categories of litigation, and financial arrangements that are likely to present potential conflicts-of-interest when you first assume the position to which you have been nominated. Explain how you would address any such conflict if it were to arise.

If I am confirmed, stock ownership presents the only significant potential conflict I can presently anticipate. In the event that a company in which I (or an immediate family member) had a financial interest (through stock ownership or otherwise) were a party in litigation before me, I would recuse myself from the matter.

While I would no longer have any financial interest in Mayer Brown LLP upon my resignation from the firm, due to my long financial and professional association with the firm I intend, for a period of at least several years, to recuse myself from matters in which the firm represents any party.

b. Explain how you will resolve any potential conflict of interest, including the procedure you will follow in determining these areas of concern.

If confirmed, I will employ the court's established processes for identifying potential conflicts, including the review of disclosure statements and other information provided by litigants. I will consult and observe all applicable ethical canons.

25. **Pro Bono Work**: An ethical consideration under Canon 2 of the American Bar Association's Code of Professional Responsibility calls for "every lawyer, regardless of professional prominence or professional workload, to find some time to participate in serving the disadvantaged." Describe what you have done to fulfill these responsibilities, listing specific instances and the amount of time devoted to each.

As an Assistant United States Attorney, I was not permitted to engage in outside legal activities and, accordingly, was unable to work on any pro bono matters. Before and after my government service, however, I have represented numerous pro bono clients and have also supervised other attorneys handling pro bono matters. Representative examples of the types of pro bono and other volunteer legal services and related work I have performed include:

(1) Review of appellate briefs written by Mayer Brown attorneys as part of the Firm's "Seventh Circuit Project," in which attorneys represent indigent prisoners who seek to appeal their convictions. Assist with "moot courts" to prepare for oral arguments. (Recurring, 2 to 3 times per year; approximately 4-8 hours each).

(2) Member of the Law Fund Board of the Northwestern University School of Law, which oversees fundraising efforts for general use and restricted fund gifts by alumni, including the legal clinic. (Current member; board meets 4-6 times per year; 20-30 hours annually).

(3) Adjunct professor of law at Northwestern University School of Law, teaching trial advocacy. (Two fall semesters, one two-hour class per week and related preparation).

(4) Annual participant in moot court programs at Northwestern University School of Law. (8-12 hours annually).

(5) Worked in Legal Clinic of Northwestern University School of Law during final year of law school. Matters included appeal of denial of habeas petition of defendant convicted of murder in state court. (Substantially in excess of 40 hours total).

(6) Represented the NAACP in connection with federal investigation of embezzlement of funds at an Illinois chapter. (Approximately 10-12 hours total).

(7) Represented asylum petitioner from Zimbabwe; asylum granted. (Approximately 20 hours).

(8) Represented an indigent defendant charged with first-degree murder in Cook County, Illinois. (Approximately 250 hours).

(9) Represented an indigent prisoner in a Section 1983 case asserting claims of cruel and unusual punishment against a local police officer. (Approximately 35 hours).

26. **Selection Process**:

a. Please describe your experience in the entire judicial selection process, from beginning to end (including the circumstances which led to your nomination and the interviews in which you participated). Is there a selection commission in your jurisdiction to recommend candidates for nomination to the federal courts? If so, please include that process in your description, as well as whether the commission recommended your nomination. List the dates of all interviews or communications you had with the White House staff or the Justice Department regarding this nomination. Do not include any contacts with Federal Bureau of Investigation personnel concerning your nomination.

In March 2011, I applied to a Judicial Advisory Board established by Senator Mark Kirk to identify individuals to recommend to the President for nomination to federal courts in the Northern District of Illinois. I was interviewed by that Board on May 10, 2011 and was one of three individuals recommended by the Board to Senator Kirk. I interviewed with Senator Kirk on May 27, 2011, and was subsequently advised by Senator Kirk that I would be his first recommendation to the President to fill a current vacancy on the Northern District of Illinois bench.

Since July 13, 2011, I have been in contact with officials from the Office of Legal Policy at the Department of Justice. On August 23, 2011, I met with officials from the White House Counsel's Office and the Department of Justice in Washington, D.C. On November 10, 2011, the President submitted my nomination to the Senate.

b. Has anyone involved in the process of selecting you as a judicial nominee discussed with you any currently pending or specific case, legal issue or question in a manner that could reasonably be interpreted as seeking any express or implied assurances concerning your position on such case, issue, or question? If so, please explain fully.

No.

AO 10
Rev. 1/2011

FINANCIAL DISCLOSURE REPORT
NOMINATION FILING

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)	2. Court or Organization	3. Date of Report
Tharp, John J.	District Court, Northern District of Illinois	11/10/2011
4. Title (Article III judges indicate active or senior status; magistrate judges indicate full- or part-time)	**5a. Report Type (check appropriate type)**	**6. Reporting Period**
District Judge	☑ Nomination, Date 11/10/2011 ☐ Initial ☐ Annual ☐ Final 5b. ☐ Amended Report	01/01/2010 to 10/31/2011
7. Chambers or Office Address	**8. On the basis of the information contained in this Report and any modifications pertaining thereto, it is, in my opinion, in compliance with applicable laws and regulations.**	
Mayer Brown LLP 71 South Wacker Drive Chicago, Illinois 60606	Reviewing Officer ____________ Date ________	

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. Sign 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.	Partner	Mayer Brown LLP
2.	Co-Trustee	Trust #1
3.	Member	Law Fund Board, Northwestern University School of Law
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.		

Name of Person Reporting	Date of Report
Tharp, John J.	11/10/2011

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.)*

DATE	SOURCE AND TYPE	INCOME (yours, not spouse's)
1. 2011	Mayer Brown LLP, Partnership Income	$447,382.00
2. 2010	Mayer Brown LLP, Partnership Income	$503,840.00
3. 2009	Mayer Brown LLP, Partnership Inocme	$598,719.00
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.)*

DATE	SOURCE AND TYPE
1. 2011	Janus & Associates, salary
2. 2010	Janus & Associates, salary
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.)*

SOURCE	DATES	LOCATION	PURPOSE	ITEMS PAID OR PROVIDED
1. Exempt				
2.				
3.				
4.				
5.				

Name of Person Reporting	Date of Report
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V. GIFTS. *(Includes those to spouse and dependent children; see pp. 28-31 of filing instructions.)*

☐ NONE *(No reportable gifts.)*

SOURCE	DESCRIPTION	VALUE
1. Exempt		
2.		
3.		
4.		
5.		

VI. LIABILITIES. *(Includes those of spouse and dependent children; see pp. 32-33 of filing instructions.)*

☐ NONE *(No reportable liabilities.)*

CREDITOR	DESCRIPTION	VALUE CODE
1. United Pacific Life	Loan #1	K
2. United Pacific Life	Loan #2	K
3.		
4.		
5.		

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)	B. Income during reporting period		C. Gross value at end of reporting period		D. Transactions during reporting period				
	Place "(X)" after each asset exempt from prior disclosure	(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.	American Funds EuroPacific Growth R5 Fund	B	Dividend			Exempt				
2.	American Funds EuroPacific Growth R6 Fund		None	M	T					
3.	AT&T (common stock)	D	Dividend	L	T					
4.	Bright Start 529 Plan Program 1526 (no control)	A	Dividend							
5.	Bright Start 529 Plan Portfolio 1527 (no control)	B	Dividend	K	T					
6.	CenterPoint Energy (common stock)	B	Dividend	K	T					
7.	Coca-Cola (common stock)	A	Dividend	K	T					
8.	Cohen & Steers Institutional Realty Shares	D	Dividend	M	T					
9.	Columbia Strategic Investor Fund-Z	A	Dividend	J	T					
10.	DuPont (common stock)	C	Dividend	L	T					
11.	DWS Equity 500 Index Fund	C	Dividend							
12.	Fidelity Blue Chip Growth Fund	B	Dividend	K	T					
13.	Fidelity Independence Fund		None	M	T					
14.	Fidelity Magellan Fund	B	Dividend	M	T					
15.	General Electric (common stock)	A	Dividend	J	T					
16.	Harley-Davidson (common stock)	A	Dividend	J	T					
17.	Hershey Foods (common stock)	C	Dividend	L	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	

Name of Person Reporting	Date of Report
Tharp, John J.	11/10/2011

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)	B. Income during reporting period		C. Gross value at end of reporting period		D. Transactions during reporting period				
	Place "(X)" after each asset exempt from prior disclosure	(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)
18.	Home Depot (common stock)	A	Dividend	J	T					
19.	IBM (common stock)	D	Dividend	M	T					
20.	Jennison Small Company Z Fund	A	Dividend							
21.	JP Morgan Chase Bank Accounts	A	Interest	L	T					
22.	Mayer Brown LLP Partnership Capital Account	D	Interest	N	U					
23.	Mayer Brown LLP Partnership Retirement Plan (no control)	E	Interest	N	T					
24.	Merrill Lynch Bank Deposit Program	A	Interest	J	T					
25.	Northwestern Mutual Insurance Policies (Whole Life)	E	Dividend	M	T					
26.	Pfizer (common stock)	C	Dividend	L	T					
27.	Prudential Jennison Small Company Fund		None	M	T					
28.	Reliant Resources (common stock)		None	J	T					
29.	United Pacific Life Ins. (Universal Life; no control)	E	Dividend	M	T					
30.	U.S. Savings Bonds		None	K	T					
31.	Vanguard Dividend Growth Fund	B	Dividend	K	T					
32.	Vanguard Energy Fund	B	Dividend	K	T					
33.	Vanguard 500 Index Fund	B	Dividend	M	T					
34.	Vanguard Information Tech ETF		None	K	T					

1. Income Gain Codes: (See Columns B1 and D4)	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
	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 (See Columns C1 and D3)	J =$15,000 or less	K =$15,001 - $50,000	L =$50,001 - $100,000	M =$100,001 - $250,000	
	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 (See Column C2)	Q =Appraisal	R =Cost (Real Estate Only)	S =Assessment	T =Cash Market	
	U =Book Value	V =Other	W =Estimated		

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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)	B. Income during reporting period		C. Gross value at end of reporting period		D. Transactions during reporting period				
Place "(X)" after each asset exempt from prior disclosure	(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. Vanguard Institutional Index Fund	B	Dividend	M	T					
36. Vanguard International Value Fund	A	Dividend	K	T					
37. Vanguard Long-Term Tax Exempt Bond Fund	C	Dividend	K	T					
38. Vanguard S&P 500 Index Fund	B	Dividend							
39. Vanguard Target Retirement 2025 Fund	C	Dividend	M	T					
40. Vanguard Total International Stock Index Fund	B	Dividend	L	T					
41. Vanguard Total Stock Market Index Fund	B	Dividend	L	T					
42. Vanguard Total Bond Market Index Fund	B	Dividend	K	T					
43. Walgreen Co. (common stock)	A	Dividend	K	T					
44. Wal-Mart (common stock)	A	Dividend	K	T					
45. Walt Disney (common stock)	A	Dividend	K	T					
46. Trust #1									
47. --The Dreyfus Fund	A	Dividend	K	T					
48. Trust #2	E	Dividend	N	T					
49. --Allstate (common)									
50. --American Electric Power (common)									
51. --Anadarko Petroleum (common)									

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)	B. Income during reporting period		C. Gross value at end of reporting period		D. Transactions during reporting period				
Place "(X)" after each asset exempt from prior disclosure	(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)
52. --AT&T (common)									
53. --Bank of America (common)									
54. --Beam, Inc.(common)									
55. --Blackrock Global Allocation C									
56. --BP Amoco (ADR)									
57. --Conoco Phillips (common)									
58. --Dow Chemical (common)									
59. --Duke Energy (common)									
60. --DuPont (common)									
61. --Exelon (common)									
62. --Exxon (common)									
63. --Fortune Brands Home & Security (common)									
64. --Heinz (common)									
65. --Hershey (common)									
66. --Ivy Asset Strategy									
67. --JP Morgan Chase Cash Accounts									
68. --Lincoln National Group (common)									

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)	B. Income during reporting period		C. Gross value at end of reporting period		D. Transactions during reporting period				
Place "(X)" after each asset exempt from prior disclosure	(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)
69. --Merck (common)									
70. --Monsanto (common)									
71. --Pfizer (common)									
72. --Spectra Energy (common)									
73. --Walgreen's (common)									
74. Trust #3	D	Dividend	M	T					
75. --3-M (common)									
76. --Allstate (common)									
77. --Bank of America (common)									
78. --Dow Chemical (common)									
79. --Exelon (common)									
80. --Exxon (common)									
81. --IBM (common)									
82. --JP Morgan Chase (common)									
83. --JP Morgan Chase Cash Account									
84. --Lincoln National Corp. (common)									
85. --Pfizer (common)									

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)	B. Income during reporting period		C. Gross value at end of reporting period		D. Transactions during reporting period				
Place "(X)" after each asset exempt from prior disclosure	(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)
86. --Sherwin Williams (common)									
87. Trust #4	E	Dividend	N	T					
88. --3-M (common)									
89. --Exxon Mobil (common)									
90. --McDonald's (common)									
91. --JP Morgan Chase Cash Account									
92. Trust #5	D	Dividend	M	T					
93. --JP Morgan Chase Cash Account									
94. --25% of Family Partnership (Managed Investment Account)									
95. Trust #6	E	Distribution	M	W					
96. --Farm land									
97. --JP Morgan Chase Cash Account									
98. Trust #7	E	Dividend	O	T					
99. --Abbott Laboratories (common)									
100. --Ace Ltd (common)									
101. --Amazon.Com Inc. (common)									
102. --American Express Co. (common)									

1. Income Gain Codes: (See Columns B1 and D4)	A =$1,000 or less F =$50,001 - $100,000	B =$1,001 - $2,500 G =$100,001 - $1,000,000	C =$2,501 - $5,000 H1 =$1,000,001 - $5,000,000	D =$5,001 - $15,000 H2 =More than $5,000,000	E =$15,001 - $50,000
2. Value Codes (See Columns C1 and D3)	J =$15,000 or less N =$250,001 - $500,000 P3 =$25,000,001 - $50,000,000	K =$15,001 - $50,000 O =$500,001 - $1,000,000	L =$50,001 - $100,000 P1 =$1,000,001 - $5,000,000 P4 =More than $50,000,000	M =$100,001 - $250,000 P2 =$5,000,001 - $25,000,000	
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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)	B. Income during reporting period		C. Gross value at end of reporting period		D. Transactions during reporting period				
Place "(X)" after each asset exempt from prior disclosure	(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)
103. --Anadarko Petroleum Corp. (common)									
104. --Apple Inc. (common)									
105. --Artio International Equity II Fund									
106. --Artisan International Value Fund									
107. --Aston Optimum Mid Cap Fund I									
108. --AT&T Inc. (common)									
109. --Autozone Inc. (common)									
110. --Baidu inc. (ADR)									
111. --Bank of America (common)									
112. --Biogen IDEC Inc. (common)									
113. --Broadcom Corp. (common)									
114. --Cameron International Corp. (common)									
115. --Campbell Soup Co. (common)									
116. --Capital One Financial Corp. (common)									
117. --Cardinal Health Inc. (common)									
118. --Carnival Corp. (common)									
119. --CBS Corp. (common)									

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)	B. Income during reporting period		C. Gross value at end of reporting period		D. Transactions during reporting period				
Place "(X)" after each asset exempt from prior disclosure	(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. --Celgene Corp. (common)									
121. --Centerpoint Energy Inc. (common)									
122 --Cisco Systems Inc. (common)									
123. --Citigroup Inc. (common)									
124. --Citrix Systems, Inc. (common)									
125. --Cognizant Tech Solutions Corp. (common)									
126. --Colgate Palmolive Co. (common)									
127. --Comcast Corp. (common)									
128. --ConocoPhillips (common)									
129. --Covidien PLC (common)									
130. --CVS Caremark Corp. (common)									
131. --Darden Restaurants Inc. (common)									
132. --Delaware Emerging Markets Fund									
133. --Dendreon Corp. (common)									
134. --Devon Energy Corp. (commong)									
135. --Dodge & Cox International Stock Fund									
136. --Dominion Resources Inc. (common)									

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)	B. Income during reporting period		C. Gross value at end of reporting period		D. Transactions during reporting period				
Place "(X)" after each asset exempt from prior disclosure	(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. --DuPont (common)									
138. --Eaton Vance Global Macro I Fund									
139. --Eaton Vance Flat Rate Cl I Fund									
140. --EMC Corp. (common)									
141. --Emerson Electric (common)									
142. --EOG Resources Inc. (common)									
143. --Exxon Mobil (common)									
144. --Freeport-McMoran Copper & Gold Inc. (common)									
145. --General Electric (common)									
146. --General Mills Inc. (common)									
147. --General Motors Co. (common)									
148. --Global Payments Inc. (common)									
149. --Goldman Sachs Group Inc. (common)									
150. --Highbridge Dynamic Comm Strg Fund-Sel									
151. --Home Depot (common)									
152. --Honeywell International Inc. (common)									
153. --Humana Inc. (common)									

1. Income Gain Codes: (See Columns B1 and D4)	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
	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 (See Columns C1 and D3)	J =$15,000 or less	K =$15,001 - $50,000	L =$50,001 - $100,000	M =$100,001 - $250,000	
	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 (See Column C2)	Q =Appraisal	R =Cost (Real Estate Only)	S =Assessment	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)	B. Income during reporting period		C. Gross value at end of reporting period		D. Transactions during reporting period				
Place "(X)" after each asset exempt from prior disclosure	(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. --Intercontinental Exchange Inc.(common)									
155. --Invesco Ltd (common)									
156. --Invesco Van Kampen American Franchise Fund Class A									
157. --IShares Russell 2000 Index Fund									
158. --IShares Russell MidCap Index Fund									
159. --IShares MSCI EAFE Index Fund									
160. --John Hancock II-Emerging Markets-I									
161. --Johnson & Johnson (common)									
162. --Johnson Controls Inc. (common)									
163. --JP Morgan Asia Equity Fund									
164. --JP Morgan High Yield Fund - Sel									
165. --JP Morgan Interim Tax Free Bond Fund - Sel									
166. --JP Morgan Market Expansion Index Fund									
167. --JP Morgan Mid Cap Growth Fund									
168. --JP Morgan Research Mkt Neutral Fund									
169. --JP Morgan Str Opp Fund									
170. --JP Morgan Tax Free Reserve Sweep Fund									

1. Income Gain Codes (See Columns B1 and D4)	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
	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 (See Columns C1 and D3)	J =$15,000 or less	K =$15,001 - $50,000	L =$50,001 - $100,000	M =$100,001 - $250,000	
	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 (See Column C2)	Q =Appraisal	R =Cost (Real Estate Only)	S =Assessment	T =Cash Market	
	U =Book Value	V =Other	W =Estimated		

Name of Person Reporting	Date of Report
Tharp, John J.	11/10/2011

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)	B. Income during reporting period		C. Gross value at end of reporting period		D. Transactions during reporting period				
Place "(X)" after each asset exempt from prior disclosure	(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. --JP Morgan Tr I Tax Aware Real Return Fund - Sel									
172. --JP Morgan U.S. Real Estate Fund									
173. --Juniper Networks Inc. (common)									
174. --Kellog Co. (common)									
175. --Kraft Foods Inc. Class A									
176. --Lam Research Corp. (common)									
177. --Lennar Corp. (common)									
178. --Lowes Companies Inc. (common)									
179. --Manning & Napier World Opportunities Series Fund									
180. --Mastercard Inc. Class A									
181. --Merck (common)									
182. --MetLife Inc. (common)									
183. --Microsoft (common)									
184. --Micros Systems Inc. (common)									
185. --Monsanto (common)									
186. --Net App Inc. (common)									
187. --Nike Class B (common)									

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	

Name of Person Reporting	Date of Report
Tharp, John J.	11/10/2011

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)	B. Income during reporting period		C. Gross value at end of reporting period		D. Transactions during reporting period				
Place "(X)" after each asset exempt from prior disclosure	(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. --Norfolk Southern Corp. (common)									
189. --Novellus Systems Inc. (common)									
190. --Occidental Petroleum (common)									
191. --Oracle (common)									
192. --Paccar Inc. (common)									
193. --Pepsico (common)									
194. --Pfizer (common)									
195. --Pioneer Natrual Resouces Co. (common)									
196. --Procter & Gamble Co. (common)									
197. --Prudential Financial Inc. (common)									
198. --Public Service Enterprise Group (common)									
199. --Qualcomm Inc. (common)									
200. --Schlumberger Ltd. (common)									
201. --Sempra Energy (common)									
202. --Southwestern Energy Co. (common)									
203. --Spectra Energy Corp. (common)									
204. --Spider Gold Trust									

1. Income Gain Codes: (See Columns B1 and D4)	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
	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 (See Columns C1 and D3)	J =$15,000 or less	K =$15,001 - $50,000	L =$50,001 - $100,000	M =$100,001 - $250,000	
	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 (See Column C2)	Q =Appraisal	R =Cost (Real Estate Only)	S =Assessment	T =Cash Market	
	U =Book Value	V =Other	W =Estimated		

Name of Person Reporting	Date of Report
Tharp, John J.	11/10/2011

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 (1) Amount Code 1 (A-H)	(2) Type (e.g., div., rent, or int.)	C. Gross value at end of reporting period (1) Value Code 2 (J-P)	(2) Value Method Code 3 (Q-W)	D. Transactions during reporting period (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. --St. Jude Medical Inc. (common)									
206. --Target Corp. (common)									
207. --TD Ameritrade Holding Corp. (common)									
208. --TE Connectivity Ltd. (common)									
209. --The Estee Lauder Cos. Inc. (common)									
210. --Time Warner Inc. (common)									
211. --T Rowe Price New Asia Fund									
212. --Tyco International Ltd. (common)									
213. --UnitedHealth Group Inc. (common)									
214. --United Technologies Corp. (common)									
215. --US Bancorp (common)									
216. --ValueLine Premier Growth Fund									
217. --Vanguard MSCI Emertging Markets ETF									
218. --Verizon Communications (common)									
219. --Wells Fargo (common)									
220. --Williams Companies Inc. (common)									
221. --XILINX Corp. (common)									

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	

Name of Person Reporting	Date of Report
Tharp, John J.	11/10/2011

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)	B. Income during reporting period		C. Gross value at end of reporting period		D. Transactions during reporting period				
Place "(X)" after each asset exempt from prior disclosure	(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. --Yum Brands (common)									
223. --Condominium Unit (real estate)									
224. Trust #8	E	Dividend	O	T					
225. --Allstate (common)									
226. --American Electric Power (common)									
227. --Anadarko Petroleum (common)									
228. --AT&T (common)									
229. --Bank of America (common)									
230. --Beam, Inc. (common)									
231. --Blackrock Global Allocation C									
232. --BP Amoco (ADR)									
233. --Conoco Phillips (common)									
234. --Dow Chemical (common)									
235. --Duke Energy (common)									
236. --DuPont (common)									
237. --Exelon (common)									
238. --Exxon (common)									

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	

Name of Person Reporting	Date of Report
Tharp, John J.	11/10/2011

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)	B. Income during reporting period		C. Gross value at end of reporting period		D. Transactions during reporting period				
Place "(X)" after each asset exempt from prior disclosure	(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. --Fortune Brands Home & Security (common)									
240. --Heinz (common)									
241. --Hershey (common)									
242. --Ivy Asset Strategy									
243. --JP Morgan Chase Cash Accounts									
244. --Lincoln National Group (common)									
245. --Merck (common)									
246. --Monsanto (common)									
247. --Pfizer (common)									
248. --Spectra Energy (common)									
249. --Walgreen's (common)									
250. Trust #9	D	Dividend	M	T					
251. --3-M (common)									
252. --Allstate (common)									
253. --Bank of America (common)									
254. --Dow Chemical (common)									
255. --Exelon (common)									

1. Income Gain Codes: (See Columns B1 and D4)	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
	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 (See Columns C1 and D3)	J =$15,000 or less	K =$15,001 - $50,000	L =$50,001 - $100,000	M =$100,001 - $250,000	
	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 (See Column C2)	Q =Appraisal	R =Cost (Real Estate Only)	S =Assessment	T =Cash Market	
	U =Book Value	V =Other	W =Estimated		

Name of Person Reporting	Date of Report
Tharp, John J.	11/10/2011

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)	B. Income during reporting period		C. Gross value at end of reporting period		D. Transactions during reporting period				
Place "(X)" after each asset exempt from prior disclosure	(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. --Exxon (common)									
257. --IBM (common)									
258. --JP Morgan Chase (common)									
259. --JP Morgan Chase Cash Account									
260. --Lincoln National Corp. (common)									
261. --Pfizer (common)									
262. --Sherwin Williams (common)									
263. Trust #10	E	Dividend	N	T					
264. --3-M (common)									
265. --Exxon Mobil (common)									
266. --McDonald's (common)									
267. --JP Morgan Chase Cash Account									
268. Trust #11	D	Dividend	M	T					
269. --JP Morgan Chase Cash Account									
270. --25% of Family Partnership (Managed Investment Acct)									
271. Trust #12	D	Dividend	N	T					
272. --DuPont (common)									

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	

Name of Person Reporting	Date of Report
Tharp, John J.	11/10/2011

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)	B. Income during reporting period		C. Gross value at end of reporting period		D. Transactions during reporting period				
Place "(X)" after each asset exempt from prior disclosure	(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)
273. --General Electric (common)									
274. --IBM (common)									
275. --Pfizer (common)									
276. Trust #13	E	Dividend	N	T					
277. --Allstate (common)									
278. --American Electric Power (common)									
279. --Anadarko Petroleum (common)									
280. --AT&T (common)									
281. --Bank of America (common)									
282. --Beam, Inc. (common)									
283. --Blackrock Global Allocation C									
284. --BP Amoco (ADR)									
285. --Conoco Phillips (common)									
286. --Dow Chemical (common)									
287. --Duke Energy (common)									
288. --DuPont (common)									
289. --Exelon (common)									

1. Income Gain Codes (See Columns B1 and D4)	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
	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 (See Columns C1 and D3)	J =$15,000 or less	K =$15,001 - $50,000	L =$50,001 - $100,000	M =$100,001 - $250,000	
	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 (See Column C2)	Q =Appraisal	R =Cost (Real Estate Only)	S =Assessment	T =Cash Market	
	U =Book Value	V =Other	W =Estimated		

Name of Person Reporting	Date of Report
Tharp, John J.	11/10/2011

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)	B. Income during reporting period		C. Gross value at end of reporting period		D. Transactions during reporting period				
Place "(X)" after each asset exempt from prior disclosure	(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)
290. --Exxon (common)									
291. --Fortune Brands Home & Security (common)									
292. --Hershey (common)									
293. --Ivy Asset Strategy									
294. --JP Morgan Chase Cash Accounts									
295. --Lincoln National Group (common)									
296. --Merck (common)									
297. --Monsanto (common)									
298. --Pfizer (common)									
299. --Spectra Energy (common)									
300. Trust #14	D	Dividend	M	T					
301. --3-M (common)									
302. --Allstate (common)									
303. --Bank of America (common)									
304. --Dow Chemical (common)									
305. --Exelon (common)									
306. --Exxon (common)									

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	

Name of Person Reporting	Date of Report
Tharp, John J.	11/10/2011

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)	B. Income during reporting period		C. Gross value at end of reporting period		D. Transactions during reporting period				
Place "(X)" after each asset exempt from prior disclosure	(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)
307. --IBM (common)									
308. --JP Morgan Chase (common)									
309. --JP Morgan Chase Cash Account									
310. --Lincoln National Corp. (common)									
311. --Pfizer (common)									
312. --Sherwin Williams (common)									
313. Trust #15	E	Dividend	N	T					
314. --3-M (common)									
315. --Exxon Mobil (common)									
316. --McDonald's (common)									
317. --JP Morgan Chase Cash Account									
318. Trust #16	D	Dividend	M	T					
319. --JP Morgan Chase Cash Account									
320. --25% of Family Partnership (Managed Investment Acct)									
321. Trust #17	E	Dividend	O	T					
322. --Allstate (common)									
323. --American Electric Power (common)									

1. Income Gain Codes: (See Columns B1 and D4)	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
	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 (See Columns C1 and D3)	J =$15,000 or less	K =$15,001 - $50,000	L =$50,001 - $100,000	M =$100,001 - $250,000	
	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 (See Column C2)	Q =Appraisal	R =Cost (Real Estate Only)	S =Assessment	T =Cash Market	
	U =Book Value	V =Other	W =Estimated		

Name of Person Reporting	Date of Report
Tharp, John J.	11/10/2011

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)	B. Income during reporting period		C. Gross value at end of reporting period		D. Transactions during reporting period				
Place "(X)" after each asset exempt from prior disclosure	(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)
324. --Anadarko Petroleum (common)									
325. --AT&T (common)									
326. --Bank of America (common)									
327. --Beam, Inc.									
328. --Blackrock Global Allocation C									
329. --BP Amoco (ADR)									
330. --Conoco Phillips (common)									
331. --Dow Chemical (common)									
332. --Duke Energy (common)									
333. --DuPont (common)									
334. --Exelon (common)									
335. --Exxon (common)									
336. --Fortune Brands Home & Security (common)									
337. --Heinz (common)									
338. --Hershey (common)									
339. --Ivy Asset Strategy									
340. --JP Morgan Chase Cash Accounts									

1. Income Gain Codes: (See Columns B1 and D4)	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
	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 (See Columns C1 and D3)	J =$15,000 or less	K =$15,001 - $50,000	L =$50,001 - $100,000	M =$100,001 - $250,000	
	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 (See Column C2)	Q =Appraisal	R =Cost (Real Estate Only)	S =Assessment	T =Cash Market	
	U =Book Value	V =Other	W =Estimated		

Name of Person Reporting	Date of Report
Tharp, John J.	11/10/2011

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)	B. Income during reporting period		C. Gross value at end of reporting period		D. Transactions during reporting period				
Place "(X)" after each asset exempt from prior disclosure	(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)
341. --Lincoln National Group (common)									
342. --Merck (common)									
343. --Monsanto (common)									
344. --Pfizer (common)									
345. --Spectra Energy (common)									
346. --Walgreen's (common)									
347. Trust #18	D	Dividend	M	T					
348. --3-M (common)									
349. --Allstate (common)									
350. --Bank of America (common)									
351. --Dow Chemical (common)									
352. --Exelon (common)									
353. --Exxon (common)									
354. --IBM (common)									
355. --JP Morgan Chase (common)									
356. --JP Morgan Chase Cash Account									
357. --Lincoln National Corp. (common)									

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	

Name of Person Reporting	Date of Report
Tharp, John J.	11/10/2011

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)	B. Income during reporting period		C. Gross value at end of reporting period		D. Transactions during reporting period				
Place "(X)" after each asset exempt from prior disclosure	(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)
358. --Pfizer (common)									
359. --Sherwin Williams (common)									
360. Trust #19	E	Dividend	N	T					
361. --3-M (common)									
362. --Exxon Mobil (common)									
363. --McDonald's (common)									
364. --JP Morgan Chase Cash Account									
365. Trust #20	D	Dividend	M	T					
366. --JP Morgan Chase Cash Account									
367. --25% of Family Partnership (Managed Investment Acct)									

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	

Name of Person Reporting	Date of Report
Tharp, John J.	11/10/2011

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

Additional Information Concerning Part VII.A., Description of Investments and Trusts:
I am the co-trustee of Trust #1. I have no beneficial interest in that trust and receive no fees.
I have no position or interest in any of the other trusts listed (#2 - 20). My spouse is a co-trustee of each of those trusts except for Trust #7. She is the sole beneficiary of Trusts #2-#5. She has a 25% beneficial interest in Trusts #6 and #7. She has no beneficial interest in Trusts #8-20.

Additional Information Concerning Part VII.C., Valuation of Investments and Trusts:
The valuation provided for Trusts #6 and #7 is based on my spouse's 25% interest, not the full value of trust assets.
Trusts #6 and #7 contain assets that required different valuation methods. For Trust #6, the farm land valuation method is "W"; the cash account valuation method is "T." For Trust #7, the condominium valuation method is "W"; the valuation method for all other assets listed is "T."

Name of Person Reporting	Date of Report
Tharp, John J.	11/10/2011

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.

John J. Tharp

Signature: S/ John J. Tharp

NOTE: ANY INDIVIDUAL WHO KNOWINGLY AND WILFULLY 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

FINANCIAL STATEMENT

NET WORTH

Provide a complete, current financial net worth statement which itemizes in detail all assets (including bank accounts, real estate, securities, trusts, investments, and other financial holdings) all liabilities (including debts, mortgages, loans, and other financial obligations) of yourself, your spouse, and other immediate members of your household.

ASSETS				LIABILITIES			
Cash on hand and in banks		77	651	Notes payable to banks-secured			
U.S. Government securities-Series EE bonds		45	500	Notes payable to banks-unsecured			
Listed securities – see schedule	2	175	160	Notes payable to relatives			
Unlisted securities				Notes payable to others			
Accounts and notes receivable:				Accounts and bills due		8	659
Due from relatives and friends				Unpaid income tax			
Due from others				Other unpaid income and interest			
Doubtful				Real estate mortgages payable – personal residence		184	465
Real estate owned – personal residence	1	000	000	Chattel mortgages and other liens payable			
Real estate mortgages receivable				Other debts-itemize:			
Autos and other personal property		200	000	Loans on Life Insurance Policies		37	078
Cash value-life insurance		309	435				
Other assets itemize:							
Mayer Brown Capital Account		272	850				
Mayer Brown Partnership Retirement Plan		493	069				
				Total liabilities		230	202
				Net Worth	4	343	463
Total Assets	4	573	665	Total liabilities and net worth	4	573	665
CONTINGENT LIABILITIES				GENERAL INFORMATION			
As endorser, co-maker or guarantor				Are any assets pledged? (Add schedule)	No		
On leases or contracts				Are you defendant in any suits or legal actions?	No		
Legal Claims				Have you ever taken bankruptcy?	No		
Provision for Federal Income Tax							
Other special debt							

FINANCIAL STATEMENT

NET WORTH SCHEDULES

Listed Securities	
American Funds EuroPacific Growth R6 Fund	128,621
AT&T	93,915
Bright Start 529 College Savings Plan	
Blended Age Based 18 Years Portfolio-1527	41,282
CenterPoint Energy	32,538
Coca-Cola	20,257
Cohen & Steers Institutional Realty Shares	201,582
Columbia Strategic Investor Fund-Z	5,407
DuPont	50,771
Fidelity Blue Chip Growth Fund	27,161
Fidelity Independence Fund	151,479
Fidelity Magellan Fund	110,122
General Electric	12,991
Harley-Davidson	12,524
Hershey Foods	75,638
Home Depot	7,708
IBM	228,122
Krispy Kreme	682
Merrill Lynch Bank Deposit Program	6,167
Parametric Technology	215
Pfizer	65,009
Prudential Jennison Small Company Fund	121,013
Reliant Resources	2,377
Vanguard Dividend Growth Fund	34,477
Vanguard Energy Fund	24,980
Vanguard 500 Index Fund	104,669
Vanguard Information Tech ETF	26,337
Vanguard Institutional Index Fund	124,324
Vanguard International Value Fund	66,508
Vanguard Long-Term Tax Exempt Bond Fund	32,052
Vanguard Target Retirement 2025 Fund	132,056
Vanguard Total Intl Stock Index Fund	55,253
Vanguard Total Stock Market Index Fund	70,914
Vanguard Total Bond Market Index Fund	33,683
Walgreen Co.	16,790
Wal-Mart	34,783
Walt Disney	22,753
Total Listed Securities	$2,175,160

AFFIDAVIT

I, John J. Tharp Jr., do swear that the information provided in this statement is, to the best of my knowledge, true and accurate.

Nov 9, 2011
(DATE)

[signature]
(NAME)

[signature]
(NOTARY)

OFFICIAL SEAL
TRINA SARLO
Notary Public - State of Illinois
My Commission Expires Dec 01, 20