BONDURANT MIXSON & ELMORE LLP

January 3, 2013

JILL A. PRYOR

Writer's Direct Dial
(404) 881-4131
pryor@bmelaw.com

The Honorable Patrick J. Leahy
Chairman
Committee on the Judiciary
United States Senate
Washington, DC 20510

Dear Mr. Chairman:

I have reviewed the Senate Questionnaire I previously filed in connection with my nomination on February 16, 2012 to be United States Circuit Judge for the Eleventh Circuit Court of Appeals. Incorporating the additional information below, I certify that the information contained in that document is, to the best of my knowledge, true and accurate.

Q. 6. Employment

Other Affiliations (Uncompensated)

November 2012 – present
American Institute of Appellate Practice
c/o Litigation Counsel of America
641 Lexington Avenue, 15th Floor
New York, New York 10022
Chair Elect

If confirmed, I will resign my position with the American Institute of Appellate Practice.

August 2012 – present
Attorney at Law Magazine
4647 North 32nd Street
Suite B 280
Phoenix, Arizona 85018
Atlanta Edition Advisory Board

Q. 8. Honors and Awards

I was included in The Best Lawyers in America for 2012 and 2013.

I was recognized by Chambers USA again in 2012.

1034674.1

Q. 9. Bar Associations

I became the Chair Elect of the Litigation Counsel of America's American Institute of Appellate Practice in November of 2012.

Q. 12.d. Published Writings and Public Statements

March 29, 2012 – Panel Discussion (moderator) on "Advanced Technologies That Will Change the Practice of Law Forever" for the Association of Corporate Counsel, Georgia Chapter's Value Challenge Event, Atlanta, Georgia. Outline supplied.

Q. 17. Litigation

(10) Summary judgment motions are currently pending in this case.

I am also forwarding an updated Net Worth Statement and Financial Disclosure Report as requested in the Questionnaire. I thank the Committee for its consideration of my nomination.

Very truly yours,

Jill A. Pryor

Enclosures

cc: The Honorable Charles E. Grassley
Ranking Member
Committee on the Judiciary
United States Senate
Washington, DC 20510

Advanced Technologies That Will Change the Practice of Law Forever

Intro

Last year at this event I moderated a breakout session on what drives the high costs of litigation. When I asked for the audience's thoughts on what the biggest cost-drivers are, almost in unison all of the corporate counsel answered, "Discovery." The amount of electronic information will only continue to increase, and without changes in the way cases are managed, the costs will continue to increase as well.

So what can be done about this?

While technology may have created this problem, it may also be able to help solve the problem.

There are new types of software being developed and used to not only reduce the amount of time discovery takes and the cost of it, but also improve the overall *quality* of discovery –meaning that it improves the chances of capturing all of the relevant, responsive documents with the smallest number of non-responsive ones.

As with any revolutionary technology, it requires that we re-think the way we've always done things. It inspires fear and skepticism. We think to ourselves, I don't understand how this works. Is it really better or even as good as the way we've always done document review & production? Will I get into trouble with the judge or opposing counsel for using it? Will my team be able to use it? How much does it cost, and will it really save me enough money to make the investment worthwhile?

Our goal today is to help you begin to answer some of these questions with the hope that you can then begin a dialogue, within your companies and with your outside counsel, about how this advanced technology could help you.

Introduction of panel

Our panelists today represent three key players in the e-discovery arena: the expert consultant, the in-house lawyer/client and the outside counsel.

Our expert e-discovery consultant is Howard Sklar.

Howard Sklar, Recommind, Inc.

Howard Sklar is Senior Corporate Counsel at Recommind, Inc. Howard represents Recommind to corporations and law firms. Prior to joining Recommind, Howard was Global Trade and Anti-Corruption Strategist at Hewlett-Packard Co., running HP's global anti-corruption compliance program and providing counsel on compliance with US sanctions laws. Before HP, Howard was Vice President, Compliance and Global Anti-Corruption Leader at American Express Co. Howard was the chief of compliance for three operating divisions at American Express comprising 22,000 employees in 40 countries. Howard is a member of the US Court of Appeals 7th Circuit eDiscovery Committee and is a participant in the Early Case Assessment and Education subcommittees. [Howard holds a Juris Doctor, *cum laude*, from the Washington College of Law at The American University and a BA in History from Tufts University.]

Representing the client's point of view is Skip Lockard.

Orlyn "Skip" Lockard, Siemens

Skip Lockard is a Senior Counsel with Siemens Corporation based in Alpharetta, Georgia, and manages U.S. litigation for all divisions in the Siemens Industry Sector. His portfolio includes matters ranging from construction to product liability and complex commercial disputes. Prior to joining Siemens, Skip was a partner with Alston & Bird LLP in Atlanta, where he counseled Fortune 500 and other companies in the chemical, energy, mining, building product, and consumer product industries in complex litigation matters, including product liability, environmental, mass tort, and class action cases nationwide.

Our outside counsel representative is my partner Steven Rosenwasser.

Steven Rosenwasser represents both plaintiffs and defendants in business tort (breach of contract/fiduciary duty/partnership), fraud and antitrust matters. He is frequently called upon to represent individuals and classes in complex disputes at the trial court and appellate levels. His cases often involve vast amounts of electronic document discovery.

Steven has built a successful track record in the court room and as a negotiator. In 2008, along with colleagues from the firm, he obtained a $281 million jury verdict against Turner Broadcasting System that was rated the No. 2 verdict in the United States by *LawyersUSA*. He has also successfully defended companies against multi-million dollar claims. Steven has been recognized as being "On The Rise" by the *Fulton County Daily Report*, a recognition given to only 12 attorneys in Georgia under the age of 40.

Steven is a frequent lecturer and author on business litigation topics including electronic discovery, effective trial techniques, and class actions.

Questions

1. First we'll need to explain the technology we'll be talking about. Howard, what is it and how does it work? When is it used?

2. Skip, your company recently entered into a partnership with Howard's company, Recommind. Would you explain how the partnership works and the potential benefits of it for you as corporate counsel?

3. Steve, from the perspective of outside counsel, what do you see as some of the benefits this technology might possibly offer you or your firm? [Steve briefly discusses his background with handling large discovery cases, brief history of firm's investigation into PC, and potential benefits it offers litigators and law firms.]

Howard, do you have anything to add to what Skip and Steve said as far as the efficiencies this technology brings?

4. We will get to discovery, but one of the things I find intriguing about these products is their potential for use in early case assessment (ECA), before discovery even begins or pre-suit, for that matter. Let's say Skip's company is sued in a potentially large and complex antitrust case. He consults Howard on using the technology to evaluate the claims. Howard, what would you discuss with Skip?

Skip, what would you be concerned about at this point? [What is your assessment of the investment/return?]

[If not covered earlier: How did your company make the decision to partner with Recommind (cost vs. benefit)]?

5. Suppose Skip feels the claims are valid enough to retain outside counsel and retains Steve. The case proceeds and now we are preparing for discovery. Howard, would you explain how we move into the discovery process?

What are some ways that we can proactively seek to control or manage discovery by taking advantage of this technology? (Howard, Skip)

[If not covered --Who should do the first pass and how?]

6. Steve, what are some of your concerns about the use of this technology? Skip, do you have any concerns from your perspective?

Howard – response?

7. Do you need to get your opposing counsel's agreement to use PC to select your documents for production? What are your best arguments for getting opposing counsel to agree? (All)

If opposing counsel consents, do you also need the judge's approval?

What if opposing counsel does not consent? Do you go to the judge anyway?

How do you explain PC to a technology-challenged judge?

As you know, there has only been one court decision on the use of PC in discovery, and that is Magistrate Judge Peck's ruling in the *DaSilva* case. Howard, would you briefly explain what Judge Peck ruled?

Skip and Steve, what do you think other courts will do? What needs to happen to achieve wide spread approval for using PC?

What happens if the other side/judge doesn't consent in a given case? In our imaginary case, can Steve still use PC in any way on Skip's documents?

--Can use PC to suggest keywords to propose to other side/court.

[Going back to opposing counsel, what if opposing counsel wants to use its own PC software on Skip's original universe of documents? Howard, have you ever seen that happen?]

8. Let's assume the judge approves, opposing counsel is on board and PC is used correctly, is there still a need to lay eyes on every document? Steve? [If so, what are you worried about missing?]

9. If PC does what it is supposed to do, how much money can it potentially save? Does it eliminate the need for outsourcing/contract reviewers? (All)

10. Who should foot the bill for PC in a standard hourly fee arrangement between the client and outside counsel? (All)

11. Will Skip force outside firms to use PC technology? Will he switch firms if they won't? (Skip)

12. Are there litigation situations where PC won't work or is impractical? Can a case be too small? (Howard, then others)

13. Howard, how do you answer potential client or firms who don't want to be the first to use this? I assume most clients will not want to be the test case. How do you achieve a proof of concept?

14. Howard, what are some of the more unusual uses of the technology that you have seen?

15. Would you want to face an opponent who is using PC when you are not?

Audience questions/comments

AO 10 Rev. 1/2012

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**
Pryor, Jill A.	Court of Appeals-Eleventh Circuit	01/03/2013
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**
Court of Appeals Judge (Active)	☑ Nomination Date 01/03/2013 ☐ Initial ☐ Annual ☐ Final **5b.** ☐ Amended Report	01/01/2012 **to** 12/21/2012
7. Chambers or Office Address		
1201 West Peachtree Street, NW Suite 3900 Atlanta, GA 30309		

***IMPORTANT NOTES:* The instructions accompanying this form must be followed. Complete all parts, checking the NONE box for each part where you have no reportable information. Insert signature on last page.**

I. POSITIONS. *(Reporting individual only; see pp. 9-13 of filing instructions.)*

☐ NONE *(No reportable positions.)*

	POSITION	NAME OF ORGANIZATION/ENTITY
1.	President	Jill A. Pryor, PC (Jill A. Pryor, PC is a partner in Bondurant Mixson & Elmore, LLP)
2.	Member	Sussex Properties, LLC (VII lines 3 & 11)
3.	President, Director	Zephyr Land Corporation (VII line 16)
4.	Member	Silver City Land Co., LLC (VII lines 17-35)
5.	Trustee	Trust #1 (VII line 15)
6.	Member, Board of Directors	Georgia Legal Services Program, Inc.
7.	Member	1088 Country Lane, LLC
8.	Member	1933 Kilburn Drive, LLC
9.	Member	6616 Midnight Pass Road, LLC
10.	Member	Top Mall USA, LLC
11.	Member	The Look You Love, LLC
12.	Chair Elect	American Institute of Appellate Practice, Litigation Counsel of America

Name of Person Reporting	Date of Report
Pryor, Jill A.	01/03/2013

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
Pryor, Jill A.	01/03/2013

III. NON-INVESTMENT INCOME. *(Reporting individual and spouse; see pp. 17-24 of filing instructions.)*

A. Filer's Non-Investment Income

☐ NONE *(No reportable non-investment income.)*

DATE	SOURCE AND TYPE	INCOME (yours, not spouse's)
1. 2012	Bondurant Mixson & Elmore, LLP via Jill A. Pryor, PC - wages and distributions	$269,730.90
2. 2011	Bondurant Mixson & Elmore, LLP via Jill A. Pryor, PC - wages and distributions	$605,779.00
3. 2011	LexisNexis Publishing - compensation for writing book chapter	$2,500.00
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. 2012	Bondurant Mixson & Elmore, LLP via Edward B. Krugman, PC - wages and distributions
2.	
3.	
4.	

IV. REIMBURSEMENTS *-- transportation, lodging, food, entertainment.*

(Includes those to spouse and dependent children; see pp. 25-27 of filing instructions.)

☐ NONE *(No reportable reimbursements.)*

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

Name of Person Reporting	Date of Report
Pryor, Jill A.	01/03/2013

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.	Flagstar	Mortgage on rental property #2 (VII line 2)	M
2.	Morgan Stanley	Line of credit secured by investment accounts; used to pay off mortgage on rental property #3(VII line 3)	O
3.	Wells Fargo	Mortgage on rental property #4 (VII line 4)	N
4.	Bank of America	Mortgage on rental property #5 (VII line 5)	M
5.	SunTrust	Line of credit secured by rental property #5	None
6.	SunTrust	Partner's share of Bondurant Mixson & Elmore, LLP's line of credit (7.09%)	None

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Pryor, Jill A.	01/03/2013

VII. INVESTMENTS and TRUSTS *-- income, value, transactions (Includes those of spouse and dependent children; see pp. 34-60 of filing instructions.)*

☐ NONE *(No reportable income, assets, or transactions.)*

A. Description of Assets (including trust assets)	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. Rental property #1, Atlanta, Fulton County, Georgia	D	Rent	M	W	Exempt				
2. Rental property #2, Atlanta, Fulton County, Georgia	E	Rent	N	W	Exempt				
3. Rental property #3, Atlanta, Fulton County, Georgia	G	Rent	O	W	Exempt				
4. Rental property #4, Sarasota, Sarasota County, Florida	D	Rent	N	W	Exempt				
5. Rental property #5, Sarasota, Sarasota County, Florida	E	Rent	N	W	Exempt				
6. Vacation home #2, Sarasota, Sarasota County, Florida	D	Rent	N	W	Exempt				
7. First Citizens bank accounts	A	Interest	L	T	Exempt				
8. SunTrust bank accounts	A	Interest	L	T	Exempt				
9. Bank of America bank accounts	A	Interest	J	T	Exempt				
10. Wells Fargo bank account	A	Interest	J	T	Exempt				
11. Wells Fargo bank account (Sussex Properties, LLC)	A	Interest	J	T	Exempt				
12. Associated Credit Union account	A	Dividend	J	T	Exempt				
13. Citibank cash accounts	A	Interest	N	T	Exempt				
14. Atlantic Capital bank account	A	Interest	J	T	Exempt				
15. Trust #1 -AXA Equitable Whole Life insurance policy	A	None	L	T	Exempt				
16. Undeveloped residential lot #1, Eleuthera, Bahamas		None	N	W	Exempt				
17. Undeveloped residential lot #2, Taos County, New Mexico (X)		None	J	W	Exempt				

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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Pryor, Jill A.	01/03/2013

VII. INVESTMENTS and TRUSTS *-- income, value, transactions (Includes those of spouse and dependent children; see pp. 34-60 of filing instructions.)*

☐ NONE *(No reportable income, assets, or transactions.)*

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18. Undeveloped residential lot #3, Elko County, Nevada		None	J	W	Exempt				
19. Undeveloped lot #4, Lyons County, Nevada		None	J	W	Exempt				
20. Undeveloped lot #5, Humboldt County, Nevada		None	J	W	Exempt				
21. Undeveloped lot #6, Humboldt County, Nevada		None	J	W	Exempt				
22. Undeveloped lot #7, Humboldt County, Nevada		None	J	W	Exempt				
23. Undeveloped lot #8, Humboldt County, Nevada		None	J	W	Exempt				
24. Undeveloped lot #9, Humboldt County, Nevada		None	J	W	Exempt				
25. Undeveloped lot #10, Humboldt County, Nevada		None	J	W	Exempt				
26. Undeveloped lot #11, Humboldt County, Nevada		None	J	W	Exempt				
27. Undeveloped lot #12, Humboldt County, Nevada		None	J	W	Exempt				
28. Undeveloped lot #13, Humboldt County, Nevada		None	J	W	Exempt				
29. Undeveloped lot #14, Humboldt County, Nevada		None	J	W	Exempt				
30. Undeveloped lot #15, Humboldt County, Nevada		None	J	W	Exempt				
31. Undeveloped lot #16 Humboldt County, Nevada		None	J	W	Exempt				
32. Undeveloped lot #17, Humboldt County, Nevada		None	J	W	Exempt				
33. Undeveloped lot #18, Humboldt County, Nevada		None	J	W	Exempt				
34. Undeveloped lot #19, Humboldt County, Nevada		None	J	W	Exempt				

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	
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35. Undeveloped residential lot #20, Elko County, Nevada		None	J	W	Exempt				
36. IBM Corp. stock	B	Dividend	L	T	Exempt				
37. Intel Corp. stock	A	Dividend	K	T	Exempt				
38. Microsoft Corp. stock	B	Dividend	K	T	Exempt				
39. Coca-Cola Co. stock	A	Dividend	J	T	Exempt				
40. Xerox Corp. stock	A	Dividend	J	T	Exempt				
41. Berkshire Hathaway C1-B stock (X)		None	L	T	Exempt				
42. Cisco Systems stock (X)	A	Dividend	K	T	Exempt				
43. WisdomTree Trust Emerging Markets EQT (X)	B	Dividend	K	T	Exempt				
44. Google inc C1-A stock (X)		None	K	T	Exempt				
45. Telefonica SA ADR (X)	A	Dividend	J	T	Exempt				
46. American Funds AMCAP Fund	B	Dividend	N	T	Exempt				
47. American International Group stock (X)		None	K	T	Exempt				
48. BlackRock Equity Dividend Fund I	D	Dividend	M	T	Exempt				
49. Credit Suisse Commodity Return Strategy Fund - A		None	L	T	Exempt				
50. Dodge & Cox Income Fund	C	Dividend	M	T	Exempt				
51. Dodge & Cox International Stock Fund		None	L	T	Exempt				

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	F =$50,001 - $100,000	G =$100,001 - $1,000,000	H1 =$1,000,001 - $5,000,000	H2 =More than $5,000,000	
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52. FPA Crescent Fund - I (X)		None	M	T	Exempt				
53. Federated International Strategic Value Dividend Fund - I	C	Dividend	M	T	Exempt				
54. Fidelity High Income Fund	D	Dividend	M	T	Exempt				
55. First Eagle Global Fund - I	C	Dividend	N	T	Exempt				
56. Harbor Capital Appreciation Fund	A	Dividend	J	T	Exempt				
57. Henderson European Focus Fund - I (X)		None	L	T	Exempt				
58. Buffalo Small Cap Fund (X)		None	L	T	Exempt				
59. Janus Overseas Fund - I	B	Dividend	K	T	Exempt				
60. Lazard Emerging Markets Open Fund		None	M	T	Exempt				
61. Mainstay Epoch Global Equity Yield Fund - A	C	Dividend	M	T	Exempt				
62. MFS Value Fund - R3	D	Dividend	N	T	Exempt				
63. Northern Small Cap Value (X)		None	L	T	Exempt				
64. PIA Short Term Securities Fund	A	Dividend	J	T	Exempt				
65. PIMCO Total Return Fund - P	B	Dividend	L	T	Exempt				
66. T. Rowe Price Capital Appreciation Fund	C	Dividend	M	T	Exempt				
67. TCW Emerging Markets Income Fund - N	C	Dividend	M	T	Exempt				
68. TCW Total Return Bond Fund - N	D	Dividend	N	T	Exempt				

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☐ 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. Templeton Global Bond Fund - A	D	Dividend	M	T	Exempt				
70. Templeton Global Bond Fund - Adv	D	Dividend	M	T	Exempt				
71. Tweedy Browne Global Value Fund		None	J	T	Exempt				
72. Vanguard Intermediate Term Tax-Exampt Fund - Inv	C	Dividend	L	T	Exempt				
73. Vanguard Limited Term Tax-Exampt Fund	C	Dividend	M	T	Exempt				
74. Vanguard Mid Cap ETF	A	Dividend	L	T	Exempt				
75. Vanguard Small Cap ETC	A	Dividend	K	T	Exempt				
76. Wells Fargo Advantage Ultra S/T Muni Income Fund - Inv	A	Dividend	M	T	Exempt				
77. Wells Fargo Emerging Markets Equity - Adm (X)	A	Dividend	M	T	Exempt				
78. Wells Fargo Stable Value Fund - C		None	L	T	Exempt				
79. AXA Equitable Multi-Manager Core Bond Annuity		None	L	T	Exempt				
80. EQ/International Core Plus Annuity		None	K	T	Exempt				
81. EQ/Montag Caldwell Growth Annuity		None	K	T	Exempt				
82. EQ/GAMCO Small Company Value Annuity		None	J	T	Exempt				
83. EQ/Van Kampen Common Stock Annuity		None	K	T	Exempt				
84. EQ/Morgan Stanley Mid Cap Growth Annuity		None	J	T	Exempt				
85. Excelerate Discovery, LLC		None	K	U	Exempt				

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
Pryor, Jill A.	01/03/2013

VII. INVESTMENTS and TRUSTS *-- income, value, transactions (Includes those of spouse and dependent children; see pp. 34-60 of filing instructions.)*

☐ NONE *(No reportable income, assets, or transactions.)*

A. Description of Assets (including trust assets)	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. TrustPoint International, LLC		None	K	U	Exempt				
87. River's Edge Landing, LLC		None	M	U	Exempt				
88. Ledbetter Lake Investors, LLC		None	N	U	Exempt				
89. Dasher;s Bay at Effingham, LLC		None	L	U	Exempt				
90. Fidelity Advisor 529 Portfolio 2013		None	M	T	Exempt				
91. Fidelity Advisor 529 Portfolio 2025		None	M	T	Exempt				
92. MS HP Millenium USA II LP ID		None	M	T	Exempt				
93. HPC Starboard Value LTD CL D (X)		None	M	T	Exempt				
94. MS HP OZ DP II Fund LP ID		None	M	T	Exempt				
95. SkyBridge Multi-Advisor Hedge Fund Portfolio Series G	C	Dividend	M	T	Exempt				
96. Calamos Growth & Income Fund - I (Y)									
97. Dreyfus Liquid Assets, Inc.(Y)									
98. Fidelity Advisor Floating High Rate Income Fund - A (Y)									
99. iShares S&P Golbal Energy Sector (ETF) (Y)									
100. IVA Worldwide Fund - I (Y)									
101. JP Morgan Strategic Income Opportunities Select Fund (Y)									
102. Merger Fund (Y)									

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
Pryor, Jill A.	01/03/2013

VII. INVESTMENTS and TRUSTS *-- income, value, transactions (Includes those of spouse and dependent children; see pp. 34-60 of filing instructions.)*

☐ NONE *(No reportable income, assets, or transactions.)*

A. Description of Assets (including trust assets)	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. Neuberger Berman Equity Income Trust - I (Y)									
104. Prudential Jennison Natural Resources Fund - Z (Y)									

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
Pryor, Jill A.	01/03/2013

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

Part I, line 2 - This entity owns a residential apartment building described in Part VII, line 3 and the bank account descibed in Part VII, line 11.
Part I, line 3 - This entity owns the undeveloped residential lot described in Part VII, line 16.
Part I, line 4 - This entity owns the undeveloped lots described in Part Vii, lines 17-35.
Part I, lines 7-9 - These entities were set up to own individual rental properties, but the properties have not been transferred to them. They have no assets.
Part I, lines 10-11- These entities have no assets.

Name of Person Reporting	Date of Report
Pryor, Jill A.	01/03/2013

IX. CERTIFICATION.

I certify that all information given above (including information pertaining to my spouse and minor or dependent children, if any) is accurate, true, and complete to the best of my knowledge and belief, and that any information not reported was withheld because it met applicable statutory provisions permitting non-disclosure.

I further certify that earned income from outside employment and honoraria and the acceptance of gifts which have been reported are in compliance with the provisions of 5 U.S.C. app. § 501 et. seq., 5 U.S.C. § 7353, and Judicial Conference regulations.

Signature: s/ Jill A. Pryor

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

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

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		620	614	Notes payable to banks-secured		575	284
U.S. Government securities				Notes payable to banks-unsecured			
Listed securities – see schedule	4	920	230	Notes payable to relatives			
Unlisted securities – see schedule	1	773	025	Notes payable to others			
Accounts and notes receivable:				Accounts and bills due			
Due from relatives and friends				Unpaid income tax			
Due from others				Other unpaid income and interest			
Doubtful				Real estate mortgages payable – see schedule	1	989	955
Real estate owned – see schedule	5	160	235	Chattel mortgages and other liens payable			
Real estate mortgages receivable				Other debts-itemize:			
Autos and other personal property		468	000				
Cash value-life insurance		97	817				
Other assets itemize:							
				Total liabilities	2	565	239
				Net Worth	10	474	682
Total Assets	13	039	921	Total liabilities and net worth	13	039	921
CONTINGENT LIABILITIES				GENERAL INFORMATION			
As endorser, comaker 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	
Coca-Cola Co. stock	$ 4,744
IBM Corp. stock	74,093
Intel Corp. stock	20,518
Microsoft Corp. stock	38,136
Xerox Corp. stock	1,426
American Intl Group stock	26,577
Berkshire Hathaway Cl-B stock	51,918
Cisco Systems stock	20,275
WisdomTree Trust Emerging Markets EQT	35,648
Google Inc Cl-A stock	29,617
Telefonica SA ADR	12,163
Vanguard Small Cap ETF	37,302
Vanguard Mid Cap ETF	54,406
American Funds AMCAP Fund -R4	269,601
BlackRock Equity Dividend Fund –I	221,449
Buffalo Small Cap Fund	72,381
Credit Suisse Commodity Return Strategy Fund - A	95,528
Dodge & Cox Income Fund	177,156
Dodge & Cox International Stock Fund	89,324
Federated International Strategic Value Dividend Fund -I	126,252
Fidelity High Income Fund	241,599
First Eagle Global Fund -I	323,568
FPA Crescent Fund - I	172,038
Harbor Capital Appreciation Fund	14,831
Henderson European Focus Fund - I	67,342
Janus Overseas Fund –I	47,122
Lazard Emerging Markets Open Fund	139,546
MainStay Epoch Global Equity Yield Fund – I	124,556
MFS Value Fund -R3	312,955
Northern Small Cap Value	85,451
PIA Short Term Securities Fund	1,951
PIMCO Total Return Fund -P	67,442
T. Rowe Price Capital Appreciation Fund	234,162
TCW Emerging Markets Income Fund - I	131,405
TCW Total Return Bond Fund - I	321,353
Templeton Global Bond Fund – A	219,015
Templeton Global Bond Fund - Adv	127,528
Tweedy Browne Global Value Fund	10,125
Vanguard Intermediate-Term Tax-Exempt Fund -Inv	89,243
Vanguard Limited-Term Tax-Exempt Fund	174,450
Wells Fargo Advantage Ultra S/T Muni Income Fund -Inv	191,527
Wells Fargo Emerging Markets Equity – Adm	130,146

Wells Fargo Stable Value Fund - C	86,325
AXA Equitable Multi-Manager Core Bond Annuity	52,668
EQ/International Core Plus Annuity	20,759
EQ/Montag Caldwell Growth Annuity	31,501
EQ/GAMCO Small Company Value Annuity	7,495
EQ/Van Kampen Common Stock Annuity	28,001
EQ/Morgan Stanley Mid Cap Growth Annuity	7,612
Total Listed Securities	$4,920,230

<u>Unlisted Securities</u>

Excelerate Discovery, LLC	$ 50,000
Fidelity Advisor 529 Portfolio 2013	200,037
Fidelity Advisor 529 Portfolio 2025	109,129
MS HP Millennium USA II LP ID	218,240
HPC Starboard Value LTD CL D	159,867
MS HP OZ DP II Fund LP ID	104,893
SkyBridge Multi Advisor Hedge Fund Portfolios Series G	227,760
TrustPoint International, LLC	50,000
Ledbetter Lakes Investors, LLC	415,000
Dasher's Bay at Effingham, LLC	88,555
River's Edge Landing, LLC	149,544
Total Unlisted Securities	$1,773,025

<u>Real Estate Owned</u>

Personal residence	$ 1,875,000
Parents' residence (50% interest)	100,000
Vacation home #1	522,000
Vacation home #2	390,000
Rental property #1	210,000
Rental property #2	285,000
Rental property #3	700,000
Rental property #4	250,000
Rental property #5	350,000
Undeveloped lot #1	450,000
Undeveloped lot #2	200
Undeveloped lot #3	4030
Undeveloped lot #4	730
Undeveloped lot #5	1,400
Undeveloped lot #6	2,625
Undeveloped lot #7	1,400
Undeveloped lot #8	1,400
Undeveloped lot #9	1,400
Undeveloped lot #10	1,400
Undeveloped lot #11	1,400
Undeveloped lot #12	1,400
Undeveloped lot #13	1,400

Undeveloped lot #14	1,400
Undeveloped lot #15	1,400
Undeveloped lot #16	1,400
Undeveloped lot #17	1,400
Undeveloped lot #18	1,400
Undeveloped lot #19	1,400
Undeveloped lot #20	1,050
Total Real Estate Owned	$5,160,235

Real Estate Mortgages Payable

Personal residence	$ 960,300
Parents' residence	114,205
Vacation home #1	225,401
Rental property #2	170,175
Rental property #4	313,685
Rental property #5	206,219
Total Real Estate Mortgages Payable	$1,989,955