



# Eric H. Holder, U.S. Attorney General Financial Disclosure, Facebook "dark pools," 2009

No. of Fund Entries: 16  
Value/Income: < \$415,000

No.	Income and Value	Facebook Club Investor Fund	Unfounded	I - \$0-\$50,000	K - \$15,000-\$50,000	L - \$50,000-\$100,000	M - \$100,000-\$250,000	N - \$250,000-\$500,000	O - \$500,000-\$1,000,000	P1 - \$1,000,000-\$5,000,000	P2 - \$5,000,000-\$25,000,000	P3 - \$25,000,000-\$50,000,000	P4 - \$50,000,000+	
1	Covington & Burling LLP - partner's capital account							\$ 1,000,000						\$ 1,000,000
2	Covington & Burling LLP - partner's separation payment								\$ 5,000,000					\$ 5,000,000
3	Covington & Burling LLP Defined Benefit Plan (cash balance plan)								\$ 5,000,000					\$ 5,000,000
4	Covington & Burling LLP Retirement Savings Plan - Dodge & Cox Stock Fund (DODGX)							\$ 500,000						\$ 500,000
5	Fidelity Blue Chip Growth (FBGRX)	1	\$ 15,000											\$ 15,000
6	Fidelity Contrafund (FCNTX)	1	\$ 15,000											\$ 15,000
7	Fidelity Equity Income II (FEQIX)	1	\$ 50,000											\$ 50,000
8	Fidelity Magellan (FMAGX)	1	\$ 15,000											\$ 15,000
9	Fidelity Municipal Money Market (FTMXX)	1			\$ 100,000									\$ 100,000
10	Fidelity Puritan (FPURX)	1	\$ 50,000											\$ 50,000
11	Fidelity Traditional IRA - Fidelity Blue Chip Growth (FBGRX)	1	\$ 15,000											\$ 15,000
12	Fidelity Traditional IRA - Fidelity Cash Reserves Money Market (FDRXX)	1	\$ 1,000											\$ -
13	Fidelity Traditional IRA - Fidelity Growth Discovery Fund (FDSVX)	1	\$ 15,000											\$ 15,000
14	Fidelity Traditional IRA - Fidelity Value (FDVLX)	1	\$ 15,000											\$ 15,000
15	Fidelity Value (FDVLX)	1	\$ 50,000											\$ 50,000
16	Foxhall OB/GYN Associates P.C. - capital account (spouse)						\$ 250,000							\$ 250,000
17	Foxhall OB/GYN Employee Benefit Plan								\$ 5,000,000					\$ 5,000,000
18	PNC Bank (7 accounts, all cash)								\$ 5,000,000					\$ 5,000,000
19	Smith Barney IRA - Cash		\$ 15,000											\$ 15,000
20	T. Rowe Price IRA (spouse) - Blue Chip Growth	1	\$ 15,000											\$ 15,000
21	T. Rowe Price IRA (spouse) - Corporate Income	1	\$ 15,000											\$ 15,000
22	T. Rowe Price IRA (spouse) - Equity Income	1	\$ 15,000											\$ 15,000
23	T. Rowe Price IRA (spouse) - U.S. Bond Index	1	\$ 15,000											\$ 15,000
24	T. Rowe Price IRA (spouse) - Value	1	\$ 15,000											\$ 15,000
25	Verizon stock (VZ)						\$ 250,000							\$ 250,000
														\$ -
														\$ -
														\$ -
	Total	16	\$ 180,000	\$ 150,000	\$ 100,000	\$ 500,000	\$ 1,500,000		\$ 20,000,000					\$ 22,430,000
	Cumulative Total		\$ 180,000	\$ 330,000	\$ 430,000	\$ 930,000	\$ 2,430,000	\$ 2,430,000	\$ 22,430,000					

e.g., T.RowePrice bought 5.2% of Facebook stock after S.E.C. exemption (Source: S-1)

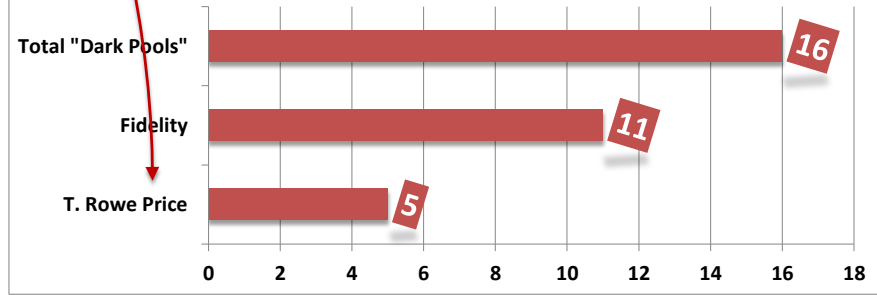
Summary of Facebook "Dark Pool" Funds		No.
T. Rowe Price	5	\$ 75,000
Fidelity	11	\$ 340,000
<b>Total "Dark Pools"</b>	<b>16</b>	<b>\$ 415,000</b>

Percentage of Facebook "Dark Pool" Holdings = **64%**

\* **T. Rowe Price Associates, Inc. (20). Facebook, S-1 Registration,**  
 "Shares Beneficially Owned Prior to this Offering," p. 129, fn. 20

(2) Consists of (i) 6,033,630 shares of Class A common stock held of record by 81 funds and accounts advised or sub-advised by T. Rowe Price Associates, Inc.; and (ii) 12,158,743 shares of Class B common stock held of record by 77 funds and accounts advised or sub-advised by T. Rowe Price Associates, Inc. T. Rowe Price Associates, Inc. serves as investment adviser with power to direct investments and/or sole power to vote the securities owned by these funds and accounts. T. Rowe Price Associates, Inc. may be deemed to be the beneficial owner of all the shares listed. T. Rowe Price Associates, Inc. is the wholly owned subsidiary of T. Rowe Price Group, Inc., which is a publicly traded financial services holding company. The address for T. Rowe Price Associates, Inc. is 100 East Pratt Street, Baltimore, MD 21202.

### Eric H. Holder, Attorney General, Department of Justice Facebook "Dark Pool" Holdings, 2009



# Funds that do not qualify under the "safe harbor" mutual fund exemption from disclosure rule include:

- (1) most IRAs;
- (2) funds that issue regular reports where the judge knows or should know the stocks in his portfolio;
- (3) funds with notoriously public activity (e.g., [T. Rowe Price](#) and [Fidelity](#) pre-IPO Facebook investing);
- (4) undisclosed purchases of "dark" instruments which conceal activity subject to transparency laws;
- (5) law firm 401(k) retirement accounts;
- (6) funds where stocks are held in the judge's (or spouse) name — "even one share"; and
- (7) funds where there is an appearance of impropriety.

## Sources:

Guide to Judiciary Policy, Ethics & Judicial Conduct, Vol. 2B, Ch. 2, see esp. Section 106, U.S. Courts, United States Department of Justice

<<http://www.uscourts.gov/uscourts/RulesAndPolicies/conduct/Vol02B-Ch02.pdf>>;

See also

<<https://docs.google.com/file/d/0B2SfG2nEsMfqSVQ4dFUyWGNHS0E/edit>> and <<http://www.scribd.com/doc/199638078/Guide-to-Judiciary-Policy-Vol-02-Ethics-and-Judicial-Conduct-Part-B-Ethics-Advisory-Opinions-Ch-02-Published-Advisory-Opinions-accessed-Jan>>.

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# THE WALL STREET JOURNAL.

TECHNOLOGY

## T. Rowe Price Invests in Facebook

By MARY PILON

Updated April 16, 2011 12:01 a.m. ET

Mutual-fund company T. Rowe Price Group Inc. has invested in Facebook Inc., according to recently released filings, underscoring traditional investment vehicles' growing interest in hot technology companies.

T. Rowe invested a total of \$190.5 million in the social-networking giant, paying \$25 a share for stock it distributed across nearly 20 funds, according to the filings. It isn't immediately clear what value that puts on Facebook.

The Baltimore-based mutual-fund company also disclosed an investment of \$71.8 million in Zynga Inc. and a total stake of about \$35.4 million in Angie's List.

T. Rowe has been more aggressive than most of its mutual-fund peers in building exposure to young technology companies. The investments carry extra risk, because the shares aren't yet publicly traded and can be illiquid. Meanwhile, a rush of interest in the companies has pumped up the companies' valuations, even as they disclose little or no financial data.



T. Rowe Price has invested millions in Facebook, underscoring traditional investment vehicles' growing interest in hot technology companies. Mary Pilon joins digits to discuss.

The investments, however, are a drop in the bucket for T. Rowe, which is trying to manage that risk by keeping the investments to a small percentage of each fund's holdings. None of the funds has even a full percent of its holdings tied up in Facebook, for example. T. Rowe had \$482 billion in assets under management as of the end of 2010.

Investors have been scrambling for a stake in Facebook, which is just seven years old and doesn't publicly report its financial results. In January, Facebook was valued at \$50 billion in a deal that raised \$1.5 billion from investors such as [Goldman Sachs](#) Group Inc. and Russian investment firm

Digital Sky Technologies, as well as some of Goldman's non-U.S. clients. T. Rowe has long taken aim at new companies. Its New Horizons Fund, which doesn't currently have a stake in Facebook but has invested in companies like Twitter Inc. and Angie's List, is the third-oldest fund at the firm. Born in 1960, the fund is known for making longer-term investments in companies at their early stages, including early investments in Starbucks Corp. and Wal-Mart Stores Inc. Other T. Rowe funds were early investors in Google Inc. The fund has had a return of 34.67% in the 2010 calendar year, according to Morningstar Inc.

Business

## Fidelity Invests \$74 Million in Facebook & \$82 Million in Zynga

[Gregory Gomer](#) Jun 2nd 2011 at 2:31 pm

[Facebook](#), [Zynga](#), [Fidelity](#)

+1



According to the [Boston Globe this morning](#), Fidelity Investments made a few large investments in social media during the first quarter of this year. It is reported that William Danoff, the manager of Fidelity's Contrafund - it's biggest and very popular fund - has invested \$74 million in Facebook Class B common shares and \$82 million in Zynga

convertible preferred stock. Danoff has managed the \$80 billion Fidelity Contrafund since September 1990.

In the [article](#), "Vincent Loporchio, a spokesman for Fidelity, said more than 30 of its funds held Facebook shares as of April 30. No fund had more than 0.15 percent of its assets invested in Facebook, said Loporchio, who declined to comment further."

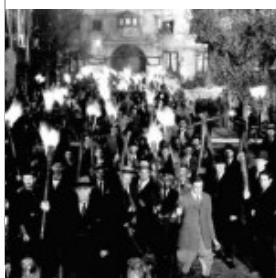
This is certainly no surprise as large funds have been dying to get their hands on the red hot shares of these social media companies, but it does mark a scary trend.

These secondary markets are not regulated at all by the SEC, and most funds have avoided these privately traded stocks for years. These markets can be extremely volatile and guess what is going to be first to crash, once this said "bubble" we are in either pops or deflates?

I certainly like this move, historically these markets have proven to be extremely valuable leading up to the company's IPO's but again can be very risky. The fund also has a \$5.3 billion stake in Apple Inc. and \$3.8 billion in Google Inc.

Having that said, being a Fidelity alum I have money in the Contrafund and dig the investment.

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[Sam Dwyer](#)

#### Cloudant Raises \$12 Million Series B for Database-as-a-Service

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# Bloomberg

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## Fidelity's Danoff Bets on Facebook, Zynga

By Miles Weiss - Jun 1, 2011

William Danoff, the manager of Fidelity Investment's largest stock fund, established a toehold in the social-networking industry during the first quarter by acquiring shares of [Facebook](#) Inc. and Zynga Inc.

Danoff's Fidelity Contrafund invested \$74 million in Facebook Class B common shares and \$82 million in Zynga convertible preferred stock, according to a quarterly report the fund filed yesterday with the U.S. Securities and Exchange Commission. Danoff, 50, has managed the \$80 billion Fidelity Contrafund since September 1990.

Fidelity and rivals T. Rowe Price Group Inc. and Capital Group Cos. are snapping up stakes in social-networking companies before they go public, after the mutual-fund industry avoided privately traded stocks for years. Boston-based Fidelity and Baltimore's T. Rowe Price may recognize an opportunity as a growing percentage of clients access their fund holdings through Facebook, said [Geoff Bobroff](#), a fund consultant in [East Greenwich, Rhode Island](#).

"We are seeing more of these fund companies embrace and adopt social media as something they are providing to their shareholders," Bobroff said today in an interview. "It's somewhat logical they would think there is value."

[Vincent Loporchio](#), a spokesman for Fidelity, said more than 30 of its funds held Facebook shares as of April 30. No fund had more than 0.15 percent of its assets invested in Facebook, according to Loporchio, who declined to comment further.

T. Rowe, American

T. Rowe Price reported in April that 19 of its mutual funds invested at least \$191 million during the first quarter in Facebook, the [Palo Alto](#), California-based owner of the world's most popular social-networking website. American Funds Growth Fund of America, a \$168 billion stock fund overseen by Los Angeles-based Capital Group, invested \$66.5 million on Feb. 18 in Zynga, the largest maker of games on Facebook, according to an April 29 filing.

[Fidelity Contrafund \(FCNTX\)](#) averaged annual gains of 7 percent over the past 10 years to beat 99

percent of its large-capitalization growth stock peers, according to Chicago-based research firm Morningstar Inc.

Danoff's fund aims to invest in stocks whose value hasn't been fully recognized by the public. At the end of last year, it had about 33 percent of net assets in information technology shares, including a \$5.3 billion stake in [Apple Inc. \(AAPL\)](#) and \$3.8 billion in Google Inc.

The fund acquired 2.97 million Facebook shares during the first quarter for about \$25 each, the same price T. Rowe Price reported paying, according to yesterday's filing. Facebook in January said it had raised \$1.5 billion from investors led by [Goldman Sachs Group Inc. \(GS\)](#), placing a \$50 billion valuation on the closely held business at the time.

### Convertible Preferred Shares

Fidelity Contrafund also bought its Zynga convertible preferred stock on Feb. 18, according to yesterday's filing. Zynga held talks in February with T. Rowe Price and Fidelity about selling shares at a price that implied the company's market value was close to \$10 billion, two people familiar with the situation said at the time.

Facebook and Zynga last year laid the groundwork for initial public offerings by imposing fees on employees who sell their shares. Zynga may file for an IPO by the end of June, a person familiar with the plans said last week.

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Recent trades on markets that allow investors to buy and sell shares in private companies have put a market value of around \$75 billion on the company.

The Facebook investment complements other tech holdings at the firm, including a 2009 stake in Twitter and an investment in Groupon Inc. made late last year. In 2007, T. Rowe made an initial investment in Ning and in 2010 invested in YouKu.com.

Among the T. Rowe funds now invested in Facebook are the Science & Technology Fund, New America Growth Fund, Media & Telecommunications Fund, as well as broader funds including the Balanced Fund, Global Stock Fund and the Blue Chip Growth Fund. T. Rowe's funds now have a total investment of \$86.8 million in Groupon, \$66.6 million in Twitter and \$114.7 million in YouKu.com, according to the filings.

T. Rowe declined to comment on how the Facebook shares were purchased. A Facebook spokesman declined to comment.

*Geoffrey Fowler contributed to this article.*

### **Corrections & Amplifications**

An earlier version of this online article incorrectly said T. Rowe Price invested \$55.4 million in Facebook and \$22 million in Angie's List. The firm invested \$190.5 million and \$35.4 million, respectively, in the two companies.

**Write to Mary Pilon at [mary.pilon@wsj.com](mailto:mary.pilon@wsj.com)**

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## Mutual Funds and Taxes

Distributions from mutual funds occur for several different reasons and are subject to differing tax rates. Many mutual funds bundle most of their payouts into single, net distributions at the end of each year.

Whenever a mutual fund company passes earnings and other payouts to shareholders, it's known as a distribution. The major distribution for most funds comes at the end of each year, when net amounts are calculated—capital gains and other earnings minus the expenses of running the funds.

It's up to you to report mutual fund transactions on your tax return, as well as pay the appropriate taxes on each type of fund income.

### Distributions and your taxes

If you hold shares in a taxable account, you are required to pay taxes on mutual fund distributions, whether the distributions are paid out in cash or reinvested in additional shares. The funds report distributions to shareholders on IRS Form 1099-DIV after the end of each calendar year.

For any time during the year you bought or sold shares in a mutual fund, you must report the transaction on your tax return and pay tax on any gains and dividends. Additionally, as an owner of the shares in the fund, you must report and potentially pay taxes on transactions conducted by the fund, that is, whenever the fund sells securities.

If you move between mutual funds at the same company, it may not feel like you received your money back and then reinvested it; however, the transactions are treated like any other sales and purchases, and so you must report them and pay taxes on any gains.

For federal tax purposes, ordinary income is generally taxed at higher rates than qualified dividends and long-term capital gains. The chart below illustrates how each type of mutual fund income is taxed.

### Mutual funds in retirement and college savings accounts

*Certain accounts, such as individual retirement and college savings accounts, are tax-advantaged. If you have mutual funds in these types of accounts, you pay taxes only when earnings or pre-tax contributions are withdrawn. This information will usually be reported on Form 1099-R.*

Type of distribution	Definition	Federal income tax treatment
Long-term capital gains	Net gains from the sale of shares held for more than one year; may include some distributions received from investments held by the fund	Subject to the capital gains rates, usually lower than the ordinary income tax rates
Short-term capital gains	Net gains from the sale of shares held for one year or less	May be treated as ordinary dividends, thus taxable at ordinary income tax rates
Qualified dividends	Dividends from common stock of domestic corporations and qualifying foreign corporations	Normally taxed as long-term capital gains (subject to certain holding period and hedging restrictions)
Ordinary or non-qualified dividends	Investment income earned by the fund from interest and non-qualified dividends minus expenses; often used as a blanket term that includes all taxable income except long-term capital gains.	Taxable at ordinary income tax rates
Tax-exempt interest	Some or all interest on certain bonds, usually state or local municipal bonds, designated as tax-exempt	Not taxable for federal tax purposes; may be subject to state and/or local taxes, depending on your resident state and the type of bonds purchased
Taxable interest	Interest on fixed-income securities	Taxable at ordinary income tax rates
Federal interest	Interest on federal debt instruments	Taxable at ordinary federal income tax rates, but exempt from state income tax
Required distributions	Non-investment income required to be distributed by the fund (such as foreign currency gains that are taxed as ordinary income when distributed)	Taxed as ordinary income
Return of capital	A portion of your invested principal returned to you	Not taxable

### When there is no distribution

If a mutual fund does not have any capital gains, dividends, or other payouts, no distribution may occur. There may also be a non-taxable distribution. Shareholders will not be required to pay taxes if the fund

**“My funds are doing great—I must owe a lot in taxes.”**

MARCH 31, 2013

T. ROWE PRICE SCIENCE &  
TECHNOLOGY FUND

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*Portfolio of Investments*



T. ROWE PRICE®

# Yellow highlights = notoriously known Facebook collaborators

## T. Rowe Price Science & Technology Fund

(Unaudited)

31-Mar-2013

PRSCX

### Portfolio of Investments

Equity & Debt Securities	Coupon %	Maturity	Shares/Par	Value (\$)	% of Net Assets
Accenture, Class A			330,000	25,070,100	0.957%
Acme Packet			403,300	11,784,426	0.450%
Advanced Micro Devices			3,611,500	9,209,325	0.352%
Akamai Technologies			766,400	27,046,256	1.032%
Altera			1,434,300	50,874,621	1.942%
Amazon.com			126,700	33,764,283	1.289%
Angie's List			1,083,864	21,417,153	0.818%
Apple			452,726	200,390,109	7.649%
Applied Materials			2,056,800	27,725,664	1.058%
Aruba Networks			2,002,539	49,542,815	1.891%
Atmel			5,656,300	39,367,848	1.503%
Autodesk			1,812,179	74,734,262	2.853%
Avago Technologies			648,600	23,297,712	0.889%
Baidu, ADR			1,541,200	135,163,240	5.159%
Bitauto Holdings			188,000	1,870,900	0.071%
Check Point Software Technologies			801,400	37,657,786	1.437%
China Unicom Hong Kong			13,522,000	18,046,637	0.689%
Cisco Systems			3,439,100	71,911,581	2.745%
coupons.com			1,225,084	3,353,667	0.128%
Cree			245,800	13,447,718	0.513%
Ctrip.com International, ADR			613,600	13,118,768	0.501%
Dell			9,489,380	135,982,815	5.191%
Dropbox			141,484	1,088,257	0.042%
Dropbox			1,361,224	10,470,174	0.400%
Dropbox			113,932	876,335	0.033%
Electronic Arts			712,000	12,602,400	0.481%
F5 Networks			457,900	40,789,732	1.557%
Facebook			1,665,900	42,613,722	1.627%
Finisar			1,944,500	25,647,955	0.979%
First Solar			959,221	25,860,598	0.987%
Google, Class A			189,500	150,468,685	5.744%
Groupon			1,615,400	9,886,248	0.377%
Hospira			843,400	27,688,822	1.057%
Intersil Holding, Class A			1,535,600	13,375,076	0.511%
IPG Photonics			582,500	38,683,825	1.477%
iRobot			410,700	10,538,562	0.402%
Jabil Circuit			1,558,800	28,806,624	1.100%
JDS Uniphase			1,800,100	24,067,337	0.919%
Juniper Networks			687,055	12,738,000	0.486%
Marvell Technology Group			4,028,500	42,621,530	1.627%
Mellanox Technologies			714,500	39,661,895	1.514%
MEMC Electronic Materials			2,132,600	9,383,440	0.358%
Micron Technology			1,527,800	15,247,444	0.582%
Microsoft			6,587,600	188,471,236	7.194%
NetApp			911,100	31,123,176	1.188%
Nintendo			350,200	37,897,101	1.447%
Nuance Communications			1,292,100	26,074,578	0.995%
NVIDIA			5,022,684	64,390,809	2.458%
ON Semiconductor			6,623,939	54,846,215	2.094%
Oracle			1,421,300	45,964,842	1.755%
priceline.com			47,300	32,539,089	1.242%
RealD			2,881,300	37,456,900	1.430%
RealNetworks			1,960,361	15,114,383	0.577%
Red Hat			1,866,835	94,387,178	3.603%
RPX			961,000	13,559,710	0.518%
ServiceNow			1,077,600	39,009,120	1.489%
Silver Spring Networks			313,529	5,161,785	0.197%
Silver Spring Networks			51,300	889,029	0.034%
Sina			528,900	25,699,251	0.981%
STR Holdings			2,958,300	6,419,511	0.245%
Stryker			313,900	20,478,836	0.782%
Synaptics			1,028,156	41,835,668	1.597%
<b>T. Rowe Price Government Reserve Investment Fund</b>	<b>0.10</b>		<b>169,627,327</b>	<b>169,627,327</b>	<b>6.475%</b>
Twitter, Acquisition Date: 9/24/09, Acquisition Cost \$559			2,208,000	36,167,040	1.381%
Vantiv			351,100	8,335,114	0.318%
Workday			194,400	11,980,872	0.457%
Workday			129,962	7,609,080	0.290%
Youku.com			10	9	0.000%

### Total Investments in Securities

2,622,931,906

### NET ASSETS

2,619,799,700

### NET ASSET VALUE PER SHARE

Science & Technology Fund - Investor Class  
(\$2,287,067,032 / 78,254,109 shares outstanding)

29.23

Science & Technology Fund - Advisor Class  
(\$332,732,669 / 11,475,613 shares outstanding)

28.99

Concealed Ominbus Dark Pool

Portfolio of Investments

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ADR	American Depository Receipts
ADS	American Depository Shares
AR	Auction Rate security with an interest rate reset feature through a modified Dutch auction at predetermined short-term intervals; rate shown is effective rate at period-end.
ARM	Adjustable Rate Mortgage
BAN	Bond Anticipation Note
CDA	Community Development Administration
CLN	Credit Linked Note
CMO	Collateralized Mortgage Obligation
COP	Certificate of Participation
DOT	Department of Transportation
EFA	Educational Facility Authority
ETC	Equipment Trust Certificate
FDR	Fiduciary Depository Receipt
FRN	Floating Rate Note
GDR	Global Depository Receipts
GDS	Global Depository Shares
GO	General Obligation
HDA	Housing Development Authority
HEFA	Health & Educational Facility Authority
HFA	Health Facility Authority
HFC	Housing Finance Corp
HFFA	Health Facility Financing Authority
HHEFA	Health & Higher Educational Facility Authority
IDA	Industrial Development Authority/Agency
IDB	Industrial Development Bond
IDC	Industrial Development Corp.
IDRB	Industrial Development Revenue Bond
IO	Interest Only security for which the fund receives interest on notional principal (par)
PCR	Pollution Control Revenue
PFA	Public Finance Authority
PIK	Payment-in-kind
PTC	Pass-Through Certificate
RAC	Revenue Anticipation Certificate
RAN	Revenue Anticipation Note
RAW	Revenue Anticipation Warrant
REIT	Real Estate Investment Trust
RIB	Residual interest bond issued by a third party securitization trust and purchased directly through a cash transaction that involved no exchange of previously held securities; rate varies inversely to short-term interest rates and the rate presented is the effective rate at period-end.
STEP	Stepped coupon bond for which the coupon rate of interest will adjust on specified future date(s)
TAN	Tax Anticipation Note
TAW	Tax Anticipation Warrant
TBA	To Be Announced purchase commitment
TDFA	Trade & Deposit Facility Agreement
TECP	Tax-Exempt Commercial Paper
TRAN	Tax Revenue Anticipation Note
VR	Variable Rate; rate shown is effective rate at period-end
VRDN	Variable Rate Demand Note under which the holder has the right to sell the security to the issuer or the issuer's agent at a predetermined price (generally par) on specified dates upon required notification; rate shown is effective rate at period-end

**Fidelity Contrafund (FCNTX) Annual Report, Dec. 31, 2012**, SEC EDGAR, accessed Jan. 13, 2014, Investment Portfolio (Yellow highlight = Notorious Facebook collaborators)

Summary of notorious Facebook collaborators, incl. Facebook:

**Note: 2008 Bank Bailout related**

Notorious Facebook Collaborators in which Fidelity Contrafund holds shares and other rights	Shares	Value (000s)
Accenture PLC Class A	12,015,464	\$ 799,028
athenahealth, Inc. (a)	1,371,392	100,729
Boston Scientific Corp. (a)	956,300	5,480
Dropbox, Inc. Series A (h)	1,260,898	11,410
Dropbox, Inc. (h)	5,464,028	49,445
Expedia, Inc.	644,487	39,604
<b>Facebook, Inc. Class A</b>	<b>24,588,325</b>	<b>654,787</b>
Fidelity Cash Central Fund, 0.18% (b)	1,072,093,617	1,072,094
Fidelity National Information Services, Inc	4,527,299	157,595
Fidelity Securities Lending Cash Central Fund, 0.18% (b)(c)	218,692,235	218,692
Goldman Sachs Group, Inc.	347,800	44,365
IBM Corp.	915,236	175,313
JPMorgan Chase & Co.	4,560,232	200,513
LinkedIn Corp. (a)	2,244,889	257,758
Morgan Stanley	2,406,700	46,016
State Street Corp.	2,594,400	121,963
<b>T. Rowe Price Group, Inc.</b>	<b>275,000</b>	<b>17,911</b>
Tesla Motors, Inc. (a)	1,968,741	66,681
Wal-Mart Stores, Inc.	13,839,600	944,276
Web.com Group, Inc. (a)	193,103	2,858
Workday, Inc.	1,037,800	56,560
Workday, Inc. (h)	1,223,783	60,027
<b>TOTAL</b>		<b>\$ 5,103,105</b>

**Note: US Patent Office Leader v. Facebook reexam related**

# Investments December 31, 2012

**Note: Obamacare, Todd Y. Park, Robert Kocher, Ann H. Lamont, Castlight Health related**

Showing Percentage of Net Assets

**Note: Energy stimulus related**

	Shares	Value (000s)
<b>Common Stocks - 98.7%</b>		
<b>CONSUMER DISCRETIONARY - 20.0%</b>		
<b>Automobiles - 0.2%</b>		
Hyundai Motor Co	397,072	\$ 82,388
<b>Tesla Motors, Inc (a)</b>	<b>1,968,741</b>	<b>66,681</b>
		149,069
<b>Distributors - 0.1%</b>		
LKQ Corp (a)	4,361,714	92,032
<b>Diversified Consumer Services - 0.0%</b>		
Kroton Educacional SA (a)	593,500	13,567
<b>Hotels, Restaurants &amp; Leisure - 3.9%</b>		
Chipotle Mexican Grill, Inc (a)(e)	2,029,039	603,558
Dunkin' Brands Group, Inc (d)(e)	7,147,490	237,154
Galaxy Entertainment Group Ltd (a)	11,114,000	44,565
InterContinental Hotel Group PLC	598,173	16,773
McDonald's Corp	14,681,486	1,295,054
Paddy Power PLC (Ireland)	118,935	9,818
Panera Bread Co Class A (a)	81,215	12,899
Starbucks Corp	10,106,992	541,937
Tim Hortons, Inc (Canada) (e)	11,216,732	550,631
		3,312,389
<b>Household Durables - 1.2%</b>		
D R Horton, Inc (e)	16,358,553	323,572

Source: <http://www.sec.gov/Archives/edgar/data/24238/000002423813000015/contra.htm>; See also <http://www.scribd.com/doc/199355050/Fidelity-Contrafund-FCNTX-Annual-Report-Dec-31-2012-SEC-EDGAR-accessed-Jan-13-2014>

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Lennar Corp Class A	5,360,000	207,271
PulteGroup, Inc (a)	18,890,934	343,059
Ryland Group, Inc	1,344,500	49,074
Toll Brothers, Inc (a)	2,603,900	84,184
Whirlpool Corp	243,694	24,796
		<u>1,031,956</u>
<b>Internet &amp; Catalog Retail - 2.8%</b>		
Amazon com, Inc (a)	5,901,237	1,482,037
Expedia, Inc	644,487	39,604
Liberty Media Corp :		
Interactive Series A (a)	2,547,100	50,127
Series A (a)	84,460	5,723
Priceline com, Inc (a)	802,600	498,575
TripAdvisor, Inc	6,025,610	252,835
		<u>2,328,901</u>
<b>Leisure Equipment &amp; Products - 0.1%</b>		
Polaris Industries, Inc	1,431,652	120,474
<b>Media - 5.6%</b>		
Comcast Corp Class A	25,406,478	949,694
<b>Common Stocks - continued</b>		
	<b>Shares</b>	<b>Value (000s)</b>
<b>CONSUMER DISCRETIONARY - continued</b>		
<b>Media - continued</b>		
Discovery Communications, Inc (a)(e)	16,352,942	\$ 1,038,085
Legend Pictures LLC (a)(g)(h)	52,165	96,671
Liberty Global, Inc Class A (a)	2,185,600	137,671
Liberty Media Corp Capital Series A (a)	1,881,461	218,268
Naspers Ltd Class N	1,454,963	93,227
Sirius XM Radio, Inc (d)	46,725,018	135,035
The Walt Disney Co	39,305,919	1,957,042
Time Warner Cable, Inc	1,025,057	99,625
Weinstein Co Holdings LLC Class A-1 (a)(g)(h)	41,234	15,463
		<u>4,740,781</u>
<b>Multiline Retail - 0.3%</b>		
Dollar Tree, Inc (a)	4,753,220	192,791
Dollarama, Inc (f)	410,655	24,345
		<u>217,136</u>
<b>Specialty Retail - 4.2%</b>		
Bed Bath & Beyond, Inc (a)	9,368,900	523,815
Dick's Sporting Goods, Inc	1,658,323	75,437
Fast Retailing Co Ltd	200,000	51,042
Five Below, Inc (d)	537,441	17,220
Foot Locker, Inc	3,144,100	100,988
Gap, Inc	2,109,900	65,491
GNC Holdings, Inc	1,061,300	35,320
Home Depot, Inc	3,062,900	189,440
Inditex SA	209,424	29,425
Penske Automotive Group, Inc	1,856,856	55,873
PetSmart, Inc	2,222,619	151,894
Ross Stores, Inc	7,963,188	431,207
TJX Companies, Inc	35,305,965	1,498,738
Ulta Salon, Cosmetics & Fragrance, Inc	1,738,542	170,829
Urban Outfitters, Inc (a)	3,848,500	151,477
		<u>3,548,196</u>
<b>Textiles, Apparel &amp; Luxury Goods - 1.6%</b>		
lululemon athletica, Inc (a)	454,300	34,631
Luxottica Group SpA	1,310,687	54,098
LVMH Moet Hennessy - Louis Vuitton SA	348,000	64,226
Michael Kors Holdings Ltd	1,623,400	82,842
NIKE, Inc Class B	13,337,252	688,202
PVH Corp	426,600	47,357
Salvatore Ferragamo Italia SpA	286,688	6,347
<b>Common Stocks - continued</b>		

Source: <http://www.sec.gov/Archives/edgar/data/24238/000002423813000015/contra.htm>; See also <http://www.scribd.com/doc/199355050/Fidelity-Contrafund-FCNTX-Annual-Report-Dec-31-2012-SEC-EDGAR-accessed-Jan-13-2014>

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	Shares	Value (000s)
<b>CONSUMER DISCRETIONARY - continued</b>		
<b>Textiles, Apparel &amp; Luxury Goods - continued</b>		
Under Armour, Inc Class A (sub vtg ) (a)	4,767,322	\$ 231,358
VF Corp	932,273	140,745
		<u>1,349,806</u>
<b>TOTAL CONSUMER DISCRETIONARY</b>		<b>16,904,307</b>
<b>CONSUMER STAPLES - 9.3%</b>		
<b>Beverages - 3.4%</b>		
Anheuser-Busch InBev SA NV ADR	5,067,400	442,941
Boston Beer Co , Inc Class A (a)(d)	538,407	72,389
Coca-Cola Icecek A/S	31,979	663
Diageo PLC sponsored ADR	1,049,400	122,339
Dr Pepper Snapple Group, Inc	2,881,400	127,300
The Coca-Cola Co	58,272,982	2,112,396
		<u>2,878,028</u>
<b>Food &amp; Staples Retailing - 2.6%</b>		
Bim Birlesik Magazalar A/S JSC	293,153	14,338
Costco Wholesale Corp	5,998,623	592,484
CVS Caremark Corp	10,048,000	485,821
Fresh Market, Inc (a)	1,452,437	69,848
Wal-Mart Stores, Inc	13,839,600	944,276
Whole Foods Market, Inc	661,350	60,401
		<u>2,167,168</u>
<b>Food Products - 0.6%</b>		
Associated British Foods PLC	3,742,070	95,604
Calbee, Inc	196,800	13,867
Kraft Foods Group, Inc	963,066	43,791
Mondelez International, Inc	7,450,700	189,769
Orion Corp	58,453	60,348
Want Want China Holdings Ltd	72,985,000	102,282
		<u>505,661</u>
<b>Household Products - 1.8%</b>		
Colgate-Palmolive Co	12,563,007	1,313,337
Kimberly-Clark Corp	2,438,200	205,857
		<u>1,519,194</u>
<b>Personal Products - 0.9%</b>		
Estee Lauder Companies, Inc Class A	13,525,600	809,642
<b>TOTAL CONSUMER STAPLES</b>		<b>7,879,693</b>
<b>Common Stocks - continued</b>		
	Shares	Value (000s)
<b>ENERGY - 5.6%</b>		
<b>Energy Equipment &amp; Services - 0.2%</b>		
Cameron International Corp (a)	425,300	\$ 24,012
Schlumberger Ltd	1,597,718	110,706
Seadrill Partners LLC	195,600	5,017
		<u>139,735</u>
<b>Oil, Gas &amp; Consumable Fuels - 5.4%</b>		
Americas Petrogas, Inc (a)(f)	3,562,500	10,744
Anadarko Petroleum Corp	7,510,804	558,128
Birchcliff Energy Ltd (a)	5,035,600	37,766
Birchcliff Energy Ltd (f)	1,900,000	14,250
Cabot Oil & Gas Corp	1,533,501	76,276
Canadian Natural Resources Ltd	936,812	26,973
Cobalt International Energy, Inc (a)	1,321,200	32,449
Concho Resources, Inc (a)	1,825,959	147,099
Continental Resources, Inc (a)	1,442,492	106,009
Cosan Ltd Class A	717,237	12,415
Energy XXI (Bermuda) Ltd	402,745	12,964
EOG Resources, Inc	5,739,257	693,245
HollyFrontier Corp	804,200	37,436
Madalena Ventures, Inc (f)	9,370,500	3,627
Marathon Petroleum Corp	3,746,629	236,038

Source: <http://www.sec.gov/Archives/edgar/data/24238/000002423813000015/contra.htm>; See also <http://www.scribd.com/doc/199355050/Fidelity-Contrafund-FCNTX-Annual-Report-Dec-31-2012-SEC-EDGAR-accessed-Jan-13-2014>



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Murphy Oil Corp	1,710,100	101,836
Noble Energy, Inc (e)	17,484,009	1,778,823
Occidental Petroleum Corp	1,652,019	126,561
PBF Energy, Inc	1,142,238	33,182
Phillips 66	4,262,300	226,328
TAG Oil Ltd (a)	1,065,143	6,104
TAG Oil Ltd (f)	1,365,935	7,827
Tesoro Corp	739,467	32,574
Tourmaline Oil Corp (a)	6,200,700	194,680
Tourmaline Oil Corp (a)(f)	1,363,300	42,803
TransAtlantic Petroleum Ltd (a)(f)	1,734,051	1,439
Ultrapar Participacoes SA	899,500	20,580
		4,578,156
<b>TOTAL ENERGY</b>		4,717,891
<b>FINANCIALS - 13.3%</b>		
<b>Capital Markets - 0.3%</b>		
Bank of New York Mellon Corp	672,000	17,270
<b>Common Stocks - continued</b>		
	<b>Shares</b>	<b>Value (000s)</b>
<b>FINANCIALS - continued</b>		
<b>Capital Markets - continued</b>		
Charles Schwab Corp	997,500	\$ 14,324
Goldman Sachs Group, Inc	347,800	44,365
Morgan Stanley	2,406,700	46,016
State Street Corp	2,594,400	121,963
T Rowe Price Group, Inc	275,000	17,911
		261,849
<b>Commercial Banks - 4.3%</b>		
Bank of Ireland (a)	1,355,755,122	205,718
BB&T Corp	3,228,700	93,987
Fifth Third Bancorp	3,738,500	56,788
HDFC Bank Ltd sponsored ADR	769,541	31,336
M&T Bank Corp	1,785,903	175,858
Metro Bank PLC Class A (a)(e)(h)	2,671,250	43,393
PNC Financial Services Group, Inc	3,299,592	192,399
Royal Bank of Canada	750,000	45,149
U S Bancorp	20,941,329	668,866
Wells Fargo & Co	62,253,197	2,127,814
		3,641,308
<b>Consumer Finance - 0.9%</b>		
American Express Co	9,866,900	567,149
Capital One Financial Corp	3,071,816	177,950
		745,099
<b>Diversified Financial Services - 0.5%</b>		
Citigroup, Inc	4,962,702	196,324
JPMorgan Chase & Co	4,560,232	200,513
Kotak Mahindra Bank Ltd	1,183,309	14,141
		410,978
<b>Insurance - 6.0%</b>		
ACE Ltd	7,513,600	599,585
Admiral Group PLC	2,127,961	40,535
AIA Group Ltd	67,215,000	266,597
Berkshire Hathaway, Inc Class A (a)	22,342	2,995,169
Direct Line Insurance Group PLC	15,998,500	56,633
Fairfax Financial Holdings Ltd (sub vtg)	152,622	55,014
Marsh & McLennan Companies, Inc	5,108,433	176,088
The Chubb Corp	7,414,074	558,428
The Travelers Companies, Inc	4,817,828	346,016
		5,094,065
<b>Common Stocks - continued</b>		
	<b>Shares</b>	<b>Value (000s)</b>
<b>FINANCIALS - continued</b>		
<b>Real Estate Investment Trusts - 0.8%</b>		

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American Tower Corp	8,290,300	\$ 640,591
<b>Real Estate Management &amp; Development - 0.5%</b>		
BR Malls Participacoes SA	18,058,000	241,164
Kennedy-Wilson Holdings, Inc	1,402,800	19,611
Realogy Holdings Corp	2,945,674	123,600
		384,375
<b>TOTAL FINANCIALS</b>		
		11,178,265
<b>HEALTH CARE - 11.9%</b>		
<b>Biotechnology - 4.6%</b>		
Aegerion Pharmaceuticals, Inc (a)	434,980	11,044
Alexion Pharmaceuticals, Inc (a)	3,479,760	326,436
Amgen, Inc	11,755,472	1,014,732
ARIAD Pharmaceuticals, Inc (a)	2,755,323	52,847
Biogen Idec, Inc (a)	8,813,400	1,292,661
BioMarin Pharmaceutical, Inc (a)	1,739,560	85,673
Celgene Corp (a)	1,992,391	156,841
CSL Ltd	565,138	31,906
Gilead Sciences, Inc (a)	6,377,400	468,420
Grifols SA ADR	2,719,557	70,518
Intercept Pharmaceuticals, Inc	574,200	19,661
Medivation, Inc (a)	1,337,294	68,416
Merrimack Pharmaceuticals, Inc	1,976,031	12,034
Onyx Pharmaceuticals, Inc (a)	546,700	41,292
Puma Biotechnology, Inc	1,122,700	21,051
Regeneron Pharmaceuticals, Inc (a)	1,042,983	178,423
Rigel Pharmaceuticals, Inc (a)	1,093,800	7,110
Theravance, Inc (a)	700,000	15,589
		3,874,654
<b>Health Care Equipment &amp; Supplies - 1.0%</b>		
Baxter International, Inc	2,948,000	196,514
<b>Boston Scientific Corp (a)</b>	<b>956,300</b>	<b>5,480</b>
CareFusion Corp (a)	621,900	17,774
Covidien PLC	1,832,700	105,820
Cyberonics, Inc (a)	713,982	37,505
Intuitive Surgical, Inc (a)	689,143	337,935
Medtronic, Inc	1,594,100	65,390
<b>Common Stocks - continued</b>		
	<b>Shares</b>	<b>Value (000s)</b>
<b>HEALTH CARE - continued</b>		
<b>Health Care Equipment &amp; Supplies - continued</b>		
Stryker Corp	949,800	\$ 52,068
Varian Medical Systems, Inc (a)	241,600	16,970
		835,456
<b>Health Care Providers &amp; Services - 1.0%</b>		
Acadia Healthcare Co , Inc (a)	1,002,300	23,384
Catamaran Corp (a)	1,750,910	82,485
CIGNA Corp	1,472,500	78,720
DaVita, Inc (a)	659,300	72,872
Express Scripts Holding Co (a)	132,328	7,146
Henry Schein, Inc (a)	1,014,000	81,586
McKesson Corp	618,400	59,960
UnitedHealth Group, Inc	7,756,600	420,718
		826,871
<b>Health Care Technology - 0.7%</b>		
<b>athenahealth, Inc (a)</b>	<b>1,371,392</b>	<b>100,729</b>
Cerner Corp (a)	6,251,149	485,339
		586,068
<b>Life Sciences Tools &amp; Services - 0.6%</b>		
Fluidigm Corp (a)(h)	1,027,387	14,702
Mettler-Toledo International, Inc (a)(e)	2,397,775	463,490
PerkinElmer, Inc	63,857	2,027
Waters Corp (a)	691,147	60,213
		540,432

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<b>Pharmaceuticals - 4.0%</b>		
Abbott Laboratories	12,229,755	801,049
Allergan, Inc	515,462	47,283
Bayer AG	3,969,055	378,496
Bristol-Myers Squibb Co	1,292,092	42,109
Eli Lilly & Co	2,981,300	147,038
Johnson & Johnson	6,939,000	486,424
Merck & Co , Inc	5,472,700	224,052
Mylan, Inc (a)	2,746,722	75,480
Novartis AG sponsored ADR	974,900	61,711
Novo Nordisk A/S Series B	3,350,581	545,597
Perrigo Co	2,519,878	262,143
Pfizer, Inc	3,077,900	77,194
<b>Common Stocks - continued</b>		
	<b>Shares</b>	<b>Value (000s)</b>
<b>HEALTH CARE - continued</b>		
<b>Pharmaceuticals - continued</b>		
Valeant Pharmaceuticals International, Inc (Canada) (a)	815,877	\$ 48,672
Watson Pharmaceuticals, Inc (a)	1,966,100	169,085
		3,366,333
<b>TOTAL HEALTH CARE</b>		<b>10,029,814</b>
<b>INDUSTRIALS - 5.5%</b>		
<b>Aerospace &amp; Defense - 0.1%</b>		
Honeywell International, Inc	292,627	18,573
United Technologies Corp	535,000	43,875
		62,448
<b>Air Freight &amp; Logistics - 0.1%</b>		
C H Robinson Worldwide, Inc	87,925	5,559
FedEx Corp	534,021	48,980
		54,539
<b>Building Products - 0.1%</b>		
ASSA ABLOY AB (B Shares)	265,000	9,975
Fortune Brands Home & Security, Inc (a)	2,738,000	80,004
		89,979
<b>Commercial Services &amp; Supplies - 0.5%</b>		
ADT Corp	2,653,550	123,364
Edenred SA	1,920,381	59,394
Stericycle, Inc (a)	2,964,008	276,453
Swisher Hygiene, Inc (a)	6,357,060	10,012
		469,223
<b>Construction &amp; Engineering - 0.0%</b>		
Jacobs Engineering Group, Inc (a)	212,500	9,046
<b>Electrical Equipment - 0.3%</b>		
AMETEK, Inc	240,000	9,017
Generac Holdings, Inc	288,475	9,898
Roper Industries, Inc	2,225,714	248,123
		267,038
<b>Industrial Conglomerates - 1.1%</b>		
3M Co	1,604,300	148,959
Danaher Corp	12,189,227	681,378
General Electric Co	6,066,200	127,330
		957,667
<b>Common Stocks - continued</b>		
	<b>Shares</b>	<b>Value (000s)</b>
<b>INDUSTRIALS - continued</b>		
<b>Machinery - 0.5%</b>		
Deere & Co	383,200	\$ 33,116
Fanuc Corp	274,200	51,015
Illinois Tool Works, Inc	2,991,310	181,902
PACCAR, Inc	806,700	36,471
Rexnord Corp	1,116,700	23,786
Snap-On, Inc	787,999	62,244
Wabtec Corp	5,600	490

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		389,024
<b>Professional Services - 0.4%</b>		
Bureau Veritas SA	314,600	35,276
Experian PLC	8,489,202	136,820
IHS, Inc Class A (a)	275,857	26,482
On Assignment, Inc (a)	1,287,883	26,118
Verisk Analytics, Inc (a)	2,177,800	111,068
		335,764
<b>Road &amp; Rail - 1.9%</b>		
Canadian Pacific	5,933,800	601,911
J B Hunt Transport Services, Inc	1,773,130	105,874
Localiza Rent A Car SA	1,364,500	25,291
Union Pacific Corp	6,694,454	841,627
		1,574,703
<b>Trading Companies &amp; Distributors - 0.5%</b>		
Air Lease Corp :		
Class A (a)(f)	1,624,500	34,927
Class A (a)	4,145,725	89,133
Mills Estruturas e Servicos de Engenharia SA	998,200	16,775
MRC Global, Inc	330,000	9,167
W W Grainger, Inc	1,424,305	288,237
		438,239
TOTAL INDUSTRIALS		4,647,670
<b>INFORMATION TECHNOLOGY - 27.9%</b>		
<b>Communications Equipment - 1.2%</b>		
Cisco Systems, Inc	2,395,000	47,062
Motorola Solutions, Inc	3,618,652	201,487
Palo Alto Networks, Inc (d)	646,200	34,585
QUALCOMM, Inc	10,987,743	681,460
		964,594
<b>Common Stocks - continued</b>		
	<b>Shares</b>	<b>Value (000s)</b>
<b>INFORMATION TECHNOLOGY - continued</b>		
<b>Computers &amp; Peripherals - 7.5%</b>		
3D Systems Corp (a)(d)	1,138,500	\$ 60,739
Apple, Inc	11,536,558	6,149,339
EMC Corp (a)	3,348,300	84,712
Stratysys Ltd (a)	695,381	55,735
		6,350,525
<b>Electronic Equipment &amp; Components - 0.7%</b>		
Amphenol Corp Class A (e)	9,418,529	609,379
<b>Internet Software &amp; Services - 8.3%</b>		
Akamai Technologies, Inc (a)	876,731	35,867
Constant Contact, Inc (a)(d)	1,038,840	14,762
Cornerstone OnDemand, Inc (a)	1,906,002	56,284
Dropbox, Inc (h)	5,464,028	49,445
eBay, Inc (a)	16,805,428	857,413
Equinix, Inc (a)	690,600	142,402
ExactTarget, Inc	1,732,500	34,650
Facebook, Inc Class A	24,588,325	654,787
Google, Inc Class A (a)	6,291,877	4,463,269
LinkedIn Corp (a)	2,244,889	257,758
MercadoLibre, Inc (d)	479,359	37,663
Rackspace Hosting, Inc (a)	916,400	68,061
Web.com Group, Inc (a)	193,103	2,858
Yahoo!, Inc (a)	17,717,200	352,572
		7,027,791
<b>IT Services - 5.7%</b>		
Accenture PLC Class A	12,015,464	799,028
Alliance Data Systems Corp (a)(e)	2,731,011	395,341
Cognizant Technology Solutions Corp Class A (a)	479,600	35,514
Fidelity National Information Services, Inc	4,527,299	157,595
Fiserv, Inc (a)	3,073,955	242,935

Source: <http://www.sec.gov/Archives/edgar/data/24238/000002423813000015/contra.htm>; See also <http://www.scribd.com/doc/199355050/Fidelity-Contrafund-FCNTX-Annual-Report-Dec-31-2012-SEC-EDGAR-accessed-Jan-13-2014>

**Fidelity Contrafund (FCNTX) Annual Report, Dec. 31, 2012**, SEC EDGAR, accessed Jan. 13, 2014, Investment Portfolio (**Yellow highlight** = Notorious Facebook collaborators)

FleetCor Technologies, Inc (a)	812,251	43,577
Gartner, Inc Class A (a)	362,200	16,668
<b>IBM Corp</b>	<b>915,236</b>	<b>175,313</b>
MasterCard, Inc Class A	2,603,058	1,278,830
Paychex, Inc	253,100	7,882
Syntel, Inc	28,841	1,546
Vantiv, Inc	132,971	2,715
Visa, Inc Class A	10,661,179	1,616,022
		<u>4,772,966</u>
<b>Semiconductors &amp; Semiconductor Equipment - 1.5%</b>		
Analog Devices, Inc	601,400	25,295
<b>Common Stocks - continued</b>		
	<b>Shares</b>	<b>Value (000s)</b>
<b>INFORMATION TECHNOLOGY - continued</b>		
<b>Semiconductors &amp; Semiconductor Equipment - continued</b>		
ARM Holdings PLC sponsored ADR	12,396,815	\$ 468,972
ASML Holding NV	1,913,128	123,225
Linear Technology Corp	245,200	8,410
Samsung Electronics Co Ltd	432,470	<u>625,424</u>
		<u>1,251,326</u>
<b>Software - 3.0%</b>		
Activision Blizzard, Inc	1,500,000	15,930
Allot Communications Ltd (a)(e)	2,126,503	37,894
Citrix Systems, Inc (a)	2,155,800	141,744
CommVault Systems, Inc (a)	1,039,440	72,459
Concur Technologies, Inc (a)(e)	3,232,849	218,282
FleetMatics Group PLC (e)	1,751,636	44,071
Intuit, Inc	7,196,400	428,186
Jive Software, Inc	436,368	6,340
NetSuite, Inc (a)	3,464,287	233,147
Red Hat, Inc (a)	1,713,125	90,727
salesforce com, Inc (a)	3,054,135	513,400
ServiceNow, Inc (d)	2,390,986	71,801
SolarWinds, Inc (a)(e)	3,934,594	206,369
Splunk, Inc	1,301,088	37,758
Symantec Corp (a)	8,309,100	156,294
Trion World Network, Inc warrants 8/10/17 (a)(h)	124,282	0*
Ultimate Software Group, Inc (a)	614,846	58,048
VMware, Inc Class A (a)	1,141,600	107,470
<b>Workday, Inc</b>	<b>1,037,800</b>	<b>56,560</b>
<b>Workday, Inc (h)</b>	<b>1,223,783</b>	<b>60,027</b>
		<u>2,556,507</u>
TOTAL INFORMATION TECHNOLOGY		<u>23,533,088</u>
<b>MATERIALS - 5.0%</b>		
<b>Chemicals - 2.5%</b>		
Ashland, Inc	1,369,000	110,081
CF Industries Holdings, Inc	288,207	58,552
Eastman Chemical Co	1,665,645	113,347
Ecolab, Inc	3,515,063	252,733
Filtrona PLC	5,747,370	51,689
FMC Corp	1,111,900	65,068
LyondellBasell Industries NV Class A	2,579,700	147,275
Mexichem SAB de CV	9,078,700	50,646
<b>Common Stocks - continued</b>		
	<b>Shares</b>	<b>Value (000s)</b>
<b>MATERIALS - continued</b>		
<b>Chemicals - continued</b>		
Monsanto Co	5,085,700	\$ 481,362
PPG Industries, Inc	1,790,100	242,290
Sherwin-Williams Co	1,478,900	227,484
Syngenta AG (Switzerland)	319,679	129,146
Valspar Corp	1,554,500	97,001
W R Grace & Co (a)	925,958	<u>62,252</u>

Source: <http://www.sec.gov/Archives/edgar/data/24238/000002423813000015/contra.htm>; See also <http://www.scribd.com/doc/199355050/Fidelity-Contrafund-FCNTX-Annual-Report-Dec-31-2012-SEC-EDGAR-accessed-Jan-13-2014>

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		2,088,926
<b>Construction Materials - 0.0%</b>		
Eagle Materials, Inc	175,958	10,294
<b>Containers &amp; Packaging - 0.1%</b>		
Ball Corp	1,460,660	65,365
<b>Metals &amp; Mining - 2.4%</b>		
Allied Nevada Gold Corp (Canada) (a)	731,415	22,118
Altius Minerals Corp (a)	99,600	973
B2Gold Corp (a)(e)	31,353,833	112,214
B2Gold Corp (a)(e)(f)	5,850,000	20,937
CGA Mining Ltd (Canada) (a)(e)	23,305,900	61,621
Continental Gold Ltd (a)	1,000,000	8,897
Dalradian Resources, Inc (a)	52,600	81
Dalradian Resources, Inc (f)	3,000,000	4,614
Eldorado Gold Corp	2,523,488	32,473
Endeavour Mining Corp (a)	12,615,135	26,252
Franco-Nevada Corp (e)	13,238,600	755,693
Franco-Nevada Corp warrants 6/16/17 (a)(f)(e)	342,250	3,045
Freeport-McMoRan Copper & Gold, Inc	2,670,900	91,345
Glencore International PLC (d)	7,667,000	44,291
Goldcorp, Inc	553,182	20,338
Inmet Mining Corp	750,000	55,803
Ivanplats Ltd (f)	4,084,500	20,531
Ivanplats Ltd Class A (h)	11,992,837	54,255
Medusa Mining Ltd (e)	12,134,545	69,126
New Gold, Inc (a)	18,212,164	201,584
Newcrest Mining Ltd	329,339	7,704
Novagold Resources, Inc (a)	9,207,377	41,654
Premier Gold Mines Ltd (a)(e)	7,460,600	31,501
Premier Gold Mines Ltd (e)(f)	3,850,000	16,256
Pretium Resources, Inc (a)	2,260,406	29,792
Primer Mining Corp (a)	1,118,200	7,195
Royal Gold, Inc	532,944	43,334
Tahoe Resources, Inc (a)	726,703	13,296
<b>Common Stocks - continued</b>		
	<b>Shares</b>	<b>Value (000s)</b>
<b>MATERIALS - continued</b>		
<b>Metals &amp; Mining - continued</b>		
Tahoe Resources, Inc (a)(f)	5,376,500	\$ 98,374
Teranga Gold Corp (a)	292,900	665
Turquoise Hill Resources Ltd (a)	16,112,294	123,106
Yamana Gold, Inc	460,300	7,918
		2,026,986
<b>Paper &amp; Forest Products - 0.0%</b>		
International Paper Co	1,310,800	52,222
TOTAL MATERIALS		4,243,793
<b>TELECOMMUNICATION SERVICES - 0.1%</b>		
<b>Diversified Telecommunication Services - 0.0%</b>		
inContact, Inc (a)	695,315	3,602
tw telecom, inc (a)	1,303,100	33,190
		36,792
<b>Wireless Telecommunication Services - 0.1%</b>		
Rogers Communications, Inc Class B (non-vtg) (d)	1,112,800	50,522
TOTAL TELECOMMUNICATION SERVICES		87,314
<b>UTILITIES - 0.1%</b>		
<b>Multi-Utilities - 0.1%</b>		
YTL Corp Bhd	92,209,226	57,538
<b>TOTAL COMMON STOCKS</b>		
<b>Preferred Stocks - 0.1%</b>		
<b>Convertible Preferred Stocks - 0.1%</b>		
<b>CONSUMER DISCRETIONARY - 0.0%</b>		
<b>Media - 0.0%</b>		

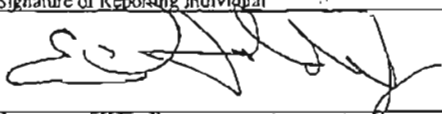
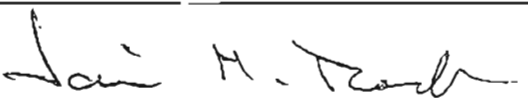
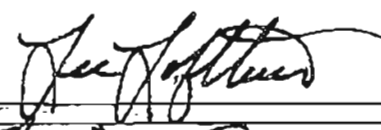
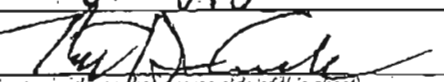
Source: <http://www.sec.gov/Archives/edgar/data/24238/000002423813000015/contra.htm>; See also <http://www.scribd.com/doc/199355050/Fidelity-Contrafund-FCNTX-Annual-Report-Dec-31-2012-SEC-EDGAR-accessed-Jan-13-2014>

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Glam Media, Inc Series M-1:		
8 00% (h)	1,228,555	6,279
8 00% (h)	87,753	449
8 00% (h)	87,754	449
		<u>7,177</u>
<b>Preferred Stocks - continued</b>		
	<b>Shares</b>	<b>Value (000s)</b>
<b>Convertible Preferred Stocks - continued</b>		
<b>HEALTH CARE - 0.1%</b>		
<b>Biotechnology - 0.1%</b>		
bluebird bio (h)	19,295,922	\$ 9,615
Intarcia Therapeutics, Inc (h)	2,100,446	<u>28,629</u>
		<u>38,244</u>
<b>INFORMATION TECHNOLOGY - 0.0%</b>		
<b>Internet Software &amp; Services - 0.0%</b>		
<b>Dropbox, Inc Series A (h)</b>	1,260,898	<b>11,410</b>
<b>Software - 0.0%</b>		
Trion World Network, Inc :		
Series C, 8 00% (a)(h)	3,950,196	16,907
Series C-1, 8 00% (a)(h)	310,705	<u>1,330</u>
		<u>18,237</u>
TOTAL INFORMATION TECHNOLOGY		
		<u>29,647</u>
<b>TOTAL CONVERTIBLE PREFERRED STOCKS</b>		
		<b>75,068</b>
<b>Nonconvertible Preferred Stocks - 0.0%</b>		
<b>CONSUMER DISCRETIONARY - 0.0%</b>		
<b>Automobiles - 0.0%</b>		
Volkswagen AG	39,400	<b>9,040</b>
<b>TOTAL PREFERRED STOCKS</b>		
<b>Nonconvertible Bonds - 0.0%</b>		
	<b>Principal Amount (000s)</b>	
<b>CONSUMER DISCRETIONARY - 0.0%</b>		
<b>Media - 0.0%</b>		
Glam Media, Inc :		
9% 11/18/13 (h)	\$ 192	192
9% 11/18/13 (h)	192	192
9% 12/2/13 (h)	2,693	<u>2,693</u>
		<u>3,077</u>
<b>TOTAL NONCONVERTIBLE BONDS</b>		
		<b>3,077</b>
(Cost \$3,077)		
<b>Money Market Funds - 1.5%</b>		
	<b>Shares</b>	<b>Value (000s)</b>
<b>Fidelity Cash Central Fund, 0 18% (b)</b>	1,072,093,617	<b>\$ 1,072,094</b>
<b>Fidelity Securities Lending Cash Central Fund, 0 18% (b)(c)</b>	218,692,235	<b>218,692</b>
<b>TOTAL MONEY MARKET FUNDS</b>		
		<b>1,290,786</b>
(Cost \$1,290,786)		
<b>TOTAL INVESTMENT PORTFOLIO - 100.3%</b>		
		<b>84,657,344</b>
(Cost \$55,157,130)		
<b>NET OTHER ASSETS (LIABILITIES) - (0.3)%</b>		
		<b>(244,290)</b>
<b>NET ASSETS - 100%</b>		
		<b>\$ 84,413,054</b>

Source: <http://www.sec.gov/Archives/edgar/data/24238/000002423813000015/contra.htm>; See also <http://www.scribd.com/doc/199355050/Fidelity-Contrafund-FCNTX-Annual-Report-Dec-31-2012-SEC-EDGAR-accessed-Jan-13-2014>

# Executive Branch Personnel PUBLIC FINANCIAL DISCLOSURE REPORT

Date of Appointment, Candidacy, Election or Nomination (Month, Day, Year)	Reporting Status (Check appropriate boxes) <input type="checkbox"/> Incumbent	Calendar Year Covered by Report	New Entrant, Nominee, or Candidate <input checked="" type="checkbox"/>	Termination Filer <input type="checkbox"/>	Termination Date (If Applicable) (Month, Day, Year)	<b>Fee for Late Filing</b> Any individual who is required to file this report and does so more than 30 days after the date the report is required to be filed, or, if an extension is granted, more than 30 days after the last day of the filing extension period shall be subject to a \$200 fee.
Reporting Individual's Name	Last Name Holder, Jr.		First Name and Middle Initial Eric H.			<b>Reporting Periods</b> Incumbents: The reporting period is the preceding calendar year except Part II of Schedule C and Part I of Schedule D where you must also include the filing year up to the date you file. Part II of Schedule D is not applicable.  Termination Filers: The reporting period begins at the end of the period covered by your previous filing and ends at the date of termination. Part II of Schedule D is not applicable.  Nominees, New Entrants and Candidates for President and Vice President:  Schedule A--The reporting period for income (BLOCK C) is the preceding calendar year and the current calendar year up to the date of filing. Value assets as of any date you choose that is within 31 days of the date of filing.  Schedule B--Not applicable.  Schedule C, Part I (Liabilities)--The reporting period is the preceding calendar year and the current calendar year up to any date you choose that is within 31 days of the date of filing.  Schedule C, Part II (Agreements or Arrangements)-- Show any agreements or arrangements as of the date of filing.  Schedule D--The reporting period is the preceding two calendar years and the current calendar year up to the date of filing.
Position for Which Filing	Title of Position Attorney General		Department or Agency (If Applicable) Department of Justice			
Location of Present Office (or forwarding address)	Address (Number, Street, City, State, and ZIP Code) 1201 Pennsylvania Ave. NW, Washington, DC 20004-2401			Telephone No. (Include Area Code) (202) 662-6000		
Position(s) Held with the Federal Government During the Preceding 12 Months (If Not Same as Above)	Title of Position(s) and Date(s) Held					
Presidential Nominee Subject to Senate Confirmation	Name of Congressional Committee Considering Nomination Judiciary		Do You Intend to Create a Qualified Drivers' Trust? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
<b>Certification</b> I CERTIFY that the statements I have made on this form and all attached schedules are true, complete and correct to the best of my knowledge.	Signature of Reporting Individual 			Date (Month, Day, Year) 1-12-08		
<b>Other Review</b> (If desired by agency)	Signature of Other Reviewer 			Date (Month, Day, Year) 1/12/08		
<b>Agency Ethics Official's Opinion</b> On the basis of information contained in this report, I conclude that the filer is in compliance with applicable laws and regulations (subject to any comments in the box below).	Signature of Designated Agency Ethics Official/Reviewing Official 			Date (Month, Day, Year) 1/12/09		
<b>Office of Government Ethics Use Only</b>	Signature 			Date (Month, Day, Year) 1/12/09		
Comments of Reviewing Officials (If additional space is required, use the reverse side of this sheet)						
(Check box if filing extension granted & indicate number of days _____) <input type="checkbox"/>						
(Check box if comments are continued on the reverse side) <input type="checkbox"/>						
<b>OGE Use Only</b> JAN 12 2009						



Assets and Income  BLOCK A	Valuation of Assets at close of reporting period BLOCK B										Income: type and amount. If "None (or less than \$201)" is checked, no other entry is needed in Block C for that item. BLOCK C																
<p>For you, your spouse, and dependent children, report each asset held for investment or the production of income which had a fair market value exceeding \$1,000 at the close of the reporting period, or which generated more than \$200 in income during the reporting period, together with such income.</p> <p>For yourself, also report the source and actual amount of earned income exceeding \$200 (other than from the U.S. Government). For your spouse, report the source but not the amount of earned income of more than \$1,000 (except report the actual amount of any honoraria over \$200 of your spouse).</p> <p>None <input type="checkbox"/></p>	None (or less than \$1,001)	\$1,001 - \$15,000	\$15,001 - \$50,000	\$50,001 - \$100,000	\$100,001 - \$250,000	\$250,001 - \$500,000	\$500,001 - \$1,000,000	Over \$1,000,000 *	\$1,000,001 - \$5,000,000	\$5,000,001 - \$25,000,000	\$25,000,001 - \$50,000,000	Over \$50,000,000	Excepted Investment Fund	Excepted Trust	Qualified Trust	Type					Amount					Other Income (Specify Type & Actual Amount)	Date (Mo., Day, Yr.)  Only if Honoraria
																Dividends	Rent and Royalties	Interest	Capital Gains	None (or less than \$201)	\$201 - \$1,000	\$1,001 - \$2,500	\$2,501 - \$5,000	\$5,001 - \$15,000	\$15,001 - \$50,000		
Examples	Central Airlines Common																										
	Doe Jones & Smith, Hometown, State																										
	Keystone Equity Fund																										
	IRA: Heartland 500 Index Fund																										
1	Covington & Burling LLP																										
2	Foxhall OB/GYN Associates P.C.																										
3	Smith Barney IRA - Cash																										
4	PNC Bank (7 accounts, all cash)																										
5	Verizon stock																										
6	Fidelity Contrafund (FCNTX)																										

\* This category applies only if the asset/income is solely that of the filer's spouse or dependent children. If the asset/income is either that of the filer or jointly held by the filer with the spouse or dependent children, mark the other higher categories of value, as appropriate.

Reporting Individual's Name

Eric H. Holder, Jr.

**SCHEDULE A continued**

(Use only if needed)

Page Number

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BLOCK A	Valuation of Assets at close of reporting period BLOCK B											BLOCK C											Other Income (Specify Type & Actual Amount)	Date (Mo., Day, Yr.)  Only if Honoraria												
	Income: type and amount. If "None (or less than \$201)" is checked, no other entry is needed in Block C for that item.											Type																								
												Amount																								
None <input type="checkbox"/>																																				
1	Fidelity Equity Income II (FEQTX)																																			
2	Fidelity Magellan (FMAGX)																																			
3	Fidelity Puritan (FPURX)																																			
4	Fidelity Blue Chip Growth (FBGRX)																																			
5	Fidelity Value (FDVLX)																																			
6	Fidelity Municipal Money Market (FTEXX)																																			
7	Foxhall OB/GYN Employee Benefit Plan (see Note 1)																																			
8	Covington & Burling LLP Defined Benefit Plan (cash balance plan)																																			
9	Covington & Burling LLP Retirement Savings Plan - Dodge & Cox Stock Fund (DODGX)																																			

\* This category applies only if the asset/income is solely that of the filer's spouse or dependent children. If the asset/income is either that of the filer or jointly held by the filer with the spouse or dependent children, mark the other higher categories of value, as appropriate.

Reporting Individual's Name  
 Eric H. Holder, Jr.

**SCHEDULE A continued**  
 (Use only if needed)

BLOCK A Assets and Income	BLOCK B Valuation of Assets at close of reporting period								BLOCK C Income: type and amount. If "None (or less than \$201)" is checked, no other entry is needed in Block C for that item.													
	None (or less than \$1,001)	\$1,001 - \$15,000	\$15,001 - \$50,000	\$50,001 - \$100,000	\$100,001 - \$250,000	\$250,001 - \$500,000	\$500,001 - \$1,000,000	Over \$1,000,000 *	None (or less than \$201)	Type				Amount							Other Income (Specify Type & Actual Amount)	Date (Mo., Day, Yr.)  Only if Honoraria
										Dividends	Rent and Royalties	Interest	Capital Gains	\$201 - \$1,000	\$1,001 - \$2,500	\$2,501 - \$5,000	\$5,001 - \$15,000	\$15,001 - \$50,000	\$50,001 - \$100,000	\$100,001 - \$1,000,000		
None <input type="checkbox"/>																						
1 LEFT INTENTIONALLY BLANK																						
2 Fidelity Traditional IRA – Fidelity Growth Discovery Fund (FDSVX)		X													X							
3 Fidelity Traditional IRA – Fidelity Blue Chip Growth (FBGRX)		X													X							
4 Fidelity Traditional IRA – Fidelity Value (FDVLX)		X													X							
5 Fidelity Traditional IRA – Fidelity Cash Reserves Money Market (FDRXX)		X													X							
6 T. Rowe Price IRA (spouse) – Equity Income		X													X							
7 T. Rowe Price IRA (spouse) – Value		X													X							
8 T. Rowe Price IRA (spouse) – Corporate Income		X													X							
9 T. Rowe Price IRA (spouse) – U.S. Bond Index		X													X							

\* This category applies only if the asset/income is solely that of the filer's spouse or dependent children. If the asset/income is either that of the filer or jointly held by the filer with the spouse or dependent children, mark the other higher categories of value, as appropriate.

Reporting Individual's Name  
 Eric H. Holder, Jr.

**SCHEDULE A continued**  
 (Use only if needed)

Page Number  
 5

BLOCK A	Valuation of Assets at close of reporting period										BLOCK B										BLOCK C										Other Income (Specify Type & Actual Amount)	Date (Mo., Day, Yr.)  Only if Honoraria		
	Income: type and amount. If "None (or less than \$201)" is checked, no other entry is needed in Block C for that item.										BLOCK C																							
	Type										Amount																							
None <input type="checkbox"/>	None (or less than \$1,001)	\$1,001 - \$15,000	\$15,001 - \$50,000	\$50,001 - \$100,000	\$100,001 - \$250,000	\$250,001 - \$500,000	\$500,001 - \$1,000,000	Over \$1,000,000 *	\$1,000,001 - \$5,000,000	\$5,000,001 - \$25,000,000	\$25,000,001 - \$50,000,000	Over \$50,000,000	Excepted Investment Fund	Excepted Trust	Qualified Trust	Dividends	Rent and Royalties	Interest	Capital Gains	None (or less than \$201)	\$201 - \$1,000	\$1,001 - \$2,500	\$2,501 - \$5,000	\$5,001 - \$15,000	\$15,001 - \$50,000	\$50,001 - \$100,000	\$100,001 - \$1,000,000	Over \$1,000,000 *	\$1,000,001 - \$5,000,000	Over \$5,000,000				
1		X											X							X														
	T. Rowe Price IRA (spouse) - Blue Chip Growth																																	
2					X															X														
	Foxhall OB-GYN Associates P.C. - capital account (spouse)																																	
3									X											X														
	Covington & Burling LLP -- partner separation payment																																	
4							X													X														
	Covington & Burling LLP - partner capital account																																	
5																																		
6																																		
7																																		
8																																		
9																																		

\* This category applies only if the asset/income is solely that of the filer's spouse or dependent children. If the asset/income is either that of the filer or jointly held by the filer with the spouse or dependent children, mark the other higher categories of value, as appropriate.

Reporting Individual's Name Eric H. Holder, Jr.	SCHEDULE C	Page Number 6
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**Part I: Liabilities**

Report liabilities over \$10,000 owed to any one creditor at any time during the reporting period by you, your spouse, or dependent children. Check the highest amount owed during the reporting period. Exclude a mortgage on your

personal residence unless it is rented out; loans secured by automobiles, household furniture or appliances; and liabilities owed to certain relatives listed in instructions. See instructions for revolving charge accounts.

None

Category of Amount or Value (x)

Examples:	Creditors (Name and Address)	Type of Liability	Date Incurred	Interest Rate	Term if applicable	Category of Amount or Value (x)																
						\$10,001 - \$15,000	\$15,001 - \$50,000	\$50,001 - \$100,000	\$100,001 - \$250,000	\$250,001 - \$500,000	\$500,001 - \$1,000,000	Over \$1,000,000*	\$1,000,001 - \$5,000,000	\$5,000,001 - \$25,000,000	\$25,000,001 - \$50,000,000	Over \$50,000,000						
	First District Bank, Washington, DC John Jones, 123 J St., Washington, DC	Mortgage on rental property, Delaware Promissory note	1991 1999	8% 10%	25 yrs. on demand				x													
1																						
2																						
3																						
4																						
5																						

\* This category applies only if the liability is solely that of the filer's spouse or dependent children. If the liability is that of the filer or a joint liability of the filer with the spouse or dependent children, mark the other higher categories, as appropriate.

**Part II: Agreements or Arrangements**

Report your agreements or arrangements for: continuing participation in an employee benefit plan (e.g. 401k, deferred compensation); (2) continuation payment by a former employer (including severance payments); (3) leaves

of absence; and (4) future employment. See instructions regarding the reporting of negotiations for any of these arrangements or benefits.

None

Examples:	Status and Terms of any Agreement or Arrangement	Parties	Date
	Pursuant to partnership agreement, will receive lump sum payment of capital account & partnership share calculated on service performed through 1/00.	Doc Jones & Smith, Hometown, State	7/85
1	Pursuant to firm partnership agreement, will receive (i) repayment of capital account, (ii) payment of deferred compensation from prior fiscal year, (iii) share of firm profits from current fiscal year (based on work performed through date of separation), and (iv) separation payment, calculated based on standard methodology applicable to departing partners.	Covington & Burling LLP, Washington, DC	7/2001
2	Continued participation in Covington & Burling Retirement Savings Plan; no additional contributions.	Covington & Burling LLP, Washington, DC	7/2001
3	Continued participation in Covington & Burling Defined Benefit Plan; no additional contributions.	Covington & Burling LLP, Washington, DC	7/2001
4			
5			

Reporting Individual's Name Eric H. Holder, Jr.	SCHEDULE D	Page Number 7
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**Part I: Positions Held Outside U.S. Government**

Report any positions held during the applicable reporting period, whether compensated or not. Positions include but are not limited to those of an officer, director, trustee, general partner, proprietor, representative, employee, or consultant of any corporation, firm, partnership, or other business enterprise or any non-profit organization or educational institution. Exclude positions with religious, social, fraternal, or political entities and those solely of an honorary nature.

None

	Organization (Name and Address)	Type of Organization	Position Held	From (Mo., Yr.)	To (Mo., Yr.)
Examples:	Natl Assn. of Rock Collectors, NY, NY	Non-profit education	President	6/92	Present
	Doe Jones & Smith, Hometown, State	Law firm	Partner	7/85	1/00
1	Covington & Burling LLP, Washington, DC	Law firm	Partner	2001	present
2	American Constitution Society, Washington, DC	Non-profit	Board member	2003	present
3	Columbia University	Non-profit	Trustee	2007	present
4	Georgetown Day School	Non-profit	Trustee	2006	present
5	Meyer Foundation	Non-profit	Board member	2001	present
6	Morehouse School of Medicine	Non-profit	Trustee	2005	present
7	Save the Children Foundation	Non-profit	Board member	2004	present
8	Tumaround for Children	Non-profit	Board member	2004	present
9	Washington, DC Police Foundation	Non-profit	Chairman	2006	present

**Part II: Compensation In Excess Of \$5,000 Paid by One Source**

Report sources of more than \$5,000 compensation received by you or your business affiliation for services provided directly by you during any one year of the reporting period. This includes the names of clients and customers of any corporation, firm, partnership, or other business enterprise, or any other non-profit organization when you directly provided the services generating a fee or payment of more than \$5,000. You need not report the U.S. Government as a source.

Do not complete this part if you are an Incumbent, Termination Filer, or Vice Presidential or Presidential Candidate.

None

	Source (Name and Address)	Brief Description of Duties
Examples:	Doe Jones & Smith, Hometown, State	Legal services
	Metro University (client of Doe Jones & Smith), Moneytown, State	Legal services in connection with university construction
1	Covington & Burling LLP	Legal services
2	Abbott Laboratories	Legal services
3	Bank of America	Legal services
4	Chiquita Brands International, Inc.	Legal services
5	Entertainment Software Rating Board	Legal services
6	Hewlett Packard Co. Special Litigation Committee	Legal Services

Reporting Individual's Name Eric H. Holder, Jr.	<b>SCHEDULE D continued</b>	Page Number 8
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**Part I: Positions Held Outside U.S. Government**

Report any positions held during the applicable reporting period, whether compensated or not. Positions include but are not limited to those of an officer, director, trustee, general partner, proprietor, representative, employee, or

consultant of any corporation, firm, partnership, or other business enterprise or any non-profit organization or educational institution. Exclude positions with religious, social, fraternal, or political entities and those solely of an honorary nature.

None

	Organization (Name and Address)	Type of Organization	Position Held	From (Mo., Yr.)	To (Mo., Yr.)
Examples:	Nat'l Assn of Rock Collectors, NY, NY	Non-profit education	President	6/92	Present
	Doe Jones & Smith, Hometown, State	Law firm	Partner	7/85	1/00
1	Common Good, New York, NY	Non-profit	Advisory board member	2002	2008
2	National Center for Victims of Crime, Washington, DC	Non-profit	Board member	2003	2007
3	District of Columbia Education Compact, Washington, DC	Non-profit	Board member	2006	2007
4	District of Columbia Commission on Judicial Disabilities and Tenure, Washington, DC	Government agency	Commissioner	2002	2008
5					
6					

**Part II: Compensation In Excess Of \$5,000 Paid by One Source**

Report sources of more than \$5,000 compensation received by you or your business affiliation for services provided directly by you during any one year of the reporting period. This includes the names of clients and customers of any

corporation, firm, partnership, or other business enterprise, or any other non-profit organization when you directly provided the services generating a fee or payment of more than \$5,000. You need not report the U.S. Government as a source.

Do not complete this part if you are an Incumbent, Termination Filer, or Vice Presidential or Presidential Candidate

None

	Source (Name and Address)	Brief Description of Duties
Examples:	Doe Jones & Smith, Hometown, State	Legal services
	Metro University (client of Doe Jones & Smith), Moneytown, State	Legal services in connection with university construction
1	Humana Inc.	Legal services
2	Merck & Co.	Legal services
3	Merck/Schering-Plough Pharmaceuticals	Legal services
4	National Football League	Legal services
5	Pfizer, Inc.	Legal services
6	Public Services Enterprise Group Incorporated	Legal services

Reporting Individual's Name Eric H. Holder, Jr.	<b>SCHEDULE D continued</b>	Page Number 9
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**Part I: Positions Held Outside U.S. Government**

Report any positions held during the applicable reporting period, whether compensated or not. Positions include but are not limited to those of an officer, director, trustee, general partner, proprietor, representative, employee, or

consultant of any corporation, firm, partnership, or other business enterprise or any non-profit organization or educational institution. Exclude positions with religious, social, fraternal, or political entities and those solely of an honorary nature.

None

	Organization (Name and Address)	Type of Organization	Position Held	From (Mo., Yr.)	To (Mo., Yr.)
Examples:	Natl Assn. of Rock Collectors, NY, NY Doe Jones & Smith, Hometown, State	Non-profit education Law firm	President Partner	6/92 7/85	Present 1/00
1					
2					
3					
4					
5					
6					

**Part II: Compensation In Excess Of \$5,000 Paid by One Source**

Report sources of more than \$5,000 compensation received by you or your business affiliation for services provided directly by you during any one year of the reporting period. This includes the names of clients and customers of any

corporation, firm, partnership, or other business enterprise, or any other non-profit organization when you directly provided the services generating a fee or payment of more than \$5,000. You need not report the U.S. Government as a source.

Do not complete this part if you are an Incumbent, Termination Filer, or Vice Presidential or Presidential Candidate

None

	Source (Name and Address)	Brief Description of Duties
Examples:	Doe Jones & Smith, Hometown, State Metro University (client of Doe Jones & Smith), Moneytown, State	Legal services Legal services in connection with university construction
1	The National Geographic Society	Legal services
2	UBS Financial Services Inc.	Legal services
3	Yahoo Corporation	Legal services
4		
5		
6		



Note 1 to SF-278 of Eric H. Holder Jr.

The "Foxhall OB/GYN Employee Benefit Plan" disclosed on Page 3, Line 7, of Schedule A, has two components. Through the first component of the plan, the participant selects individual investment options for contributions. The selected investments of the filer's spouse are disclosed in Schedule A on Page 4, Lines 6 through 9 and on Page 5, Line 1. Through the second component of the plan, the participating members of the filer's spouse's medical practice pool their contributions. These pooled contributions are invested by the fund trustees through a TD Ameritrade investment account. Filer's spouse holds a 10.9% interest in the pooled component of the plan. The assets held in the TD Ameritrade Account as of December 31, 2008, are listed below. The values listed are those for the total pooled investment in each holding; income amounts for each asset are not readily ascertainable. The notation "(EIF)" indicates that a reported asset qualifies as an excepted investment fund. The plan is currently being reviewed with the intent to eliminate the pooled component and instead place all investments in an individual investment component of the plan, which will permit participating employees to select their own options.

Stock - Cash	Value	Symbol/CUSIP
AEGON N V PFD 6.375% PERP/CALL	15 - 50 K	AEH
BAC CAPITAL TRUST VIII GTD COM	15 - 50 K	BAC PRZ
BANK OF AMERICA CORP COM	1 - 15 K	BAC
CITIGROUP CAPITAL XIV CALLABLE PFD 6.875%	50 - 100 K	C PRO
CITIGROUP CAPVII PFD 7.125% 7/31/31 CALLABLE	15 - 50 K	C PRV
CITIGROUP INC COM	1 - 15 K	C
DIAMONDS TRUST SERIES I COM (EIF)	50 - 100 K	DIA
GENERAL ELECTRIC CO COM	15 - 50 K	GE
ISHARES RUSSELL 1000 GROWTH FUND (EIF)	100 - 250 K	IWF
ISHARES MSCI EMERGING MKTS (EIF)	50 - 100 K	EEM
ISHARES RUSSELL MIDCAP INDEX (EIF)	50 - 100 K	IWR
JPMORGAN CHASE CAP XXIV PFD SER X 6.875% CALLABLE	50 - 100 K	JPM PRW
MERRILL LYNCH CAP TRUST III 7.375% CALLABLE (EIF)	50 - 100 K	MER PRP
NUVEEN EQTY PRE & GROWTH FUND CLOSED END FUND (EIF)	15 - 50 K	JPG
POWERSHARES QQQ (EIF)	50 - 100 K	QQQQ
PUBLIC STORAGE PFD 7.25% SER I	50 - 100 K	PSA PRI
ROYCE VALUE TR INC COM (EIF)	15 - 50 K	RVT
S&P 400 MID-CAP DEP RECPT COM (EIF)	50 - 100 K	MDY
SPDR TR UNIT SER I (EIF)	100 - 250 K	SPY
TDX INDEPENDENCE 2010 ETF (EIF)	100 - 250 K	TDD
TDX INDEPENDENCE 2020 ETF (EIF)	50 - 100 K	TDH
U.S. CELLULAR CORP COM	1 - 15 K	UZV
VANGUARD TOTAL STOCK MARKET ETF (EIF)	100 - 250 K	VTI
VANGUARD FUNDS EMERGING MARKETS VIPERS (EIF)	15 - 50 K	VWO

WELLS FARGO COMPANY COM	15 – 50 K	WFC
<b>Fixed Income – Cash</b>	<b>Value</b>	<b>Symbol/CUSIP</b>
AMERICAN EXPRESS CR CORP INTE SR UNSECURED SERIES NOT1 (5.7% 09/15/2001)	50 – 100 K	02586JAF3
BANK OF AMERICA CORP CALL STEP 081523 (4.5% 08/15/2023)	15 – 50 K	06050XMG5
BEAR STEARNS COMPANIES INC SUB GLBL 5.55% 17 (5.55% 01/22/2017)	50 – 100 K	073902PN2
FANNIE MAE CALL STEP 040626 (5.5% 04/06/2026)	100 – 250 K	3135AOSV2
GNMA PASS-THRU M SINGLE FAMILY (7% 11/20/2027)	1 – 15 K	36202CYF4
GOLDMAN SACHS GROUP INC NT 6.875% 11 (6.875% 01/15/2011)	100 – 250 K	38141GAZ7
HERTZ CORP SR NT 6.25% 10 (6.35% 06/15/2010)	15 – 50 K	428040BU2
HSBC FINANCE CORP FR 5.6%061511 (5.6% 06/15/2011)	50 – 100 K	40429XLN4
HSBC USA INC REVRS CV LKD 09 (10% 1/30/2009)	15 – 50 K	4042KORK3
JP MORGAN CHASE BANK CD IDX ZERO 10 (0% 01/29/2010)	50 – 100 K	48121CQ41
JPMORGAN CHASE & CO GLOBAL MT REVRS EXCH LKD09 (10.75% 07/31/2009)	15 – 50 K	48123LFD1
JPMORGAN CHASE & CO GLOBAL MT RERVRS CV LKD 09 (13% 07/31/2009)	15 – 50 K	481236LFF6
NEW YORK TELCO DEB 6.125% 10 (6.125% 01/15/2010)	50 – 100 K	650094CD5
SUNTRUST BANK CD IDX ZERO 11 (4.93693% 09/29/2011)	50 – 100 K	86789VFJ1
<b>Mutual Funds – Cash</b>	<b>Value</b>	<b>Symbol/CUSIP</b>
AIM GROWTH SER SMALL COMPANY GROWTH FD INV (EIF)	15 – 50 K	GTSIX
CALAMOS INVT TR GROWTH FD CL C (EIF)	15 – 50 K	CVGCX
EATON VANCE MUT FDS TR HIGH INCOME FD CL C (EIF)	50 – 100 K	ECHIX
FIRST EAGLE SOGEN FDS INC GLOBAL FD CL C (EIF)	100 – 250 K	FESGX
HIGHLAND FUNDS CAPITAL FLOATING RATE ADV CL C (EIF)	50 – 100 K	XLACX
MATTHEWS INTL FDS MATTHEWS INDIA FD (EIF)	15 – 50 K	MINDX
MATTHEWS INTL FDS JAPAN FD (EIF)	15 – 50 K	MJFOX
PIONEER FUNDS GLOBAL HIGH YIELD CL C (EIF)	15 – 50 K	PGYCX
ROWE T PRICE SMALL CAP STK FD COM (EIF)	50 – 100 K	OTCFX
TIAA-CREF FUNDS INTERNATIONAL EQUITY INSTL (EIF)	50 – 100 K	886315779
UMB SCOUT FDS INTL FD (EIF)	100 – 250 K	UMBWX
VANGUARD SMALL CAP TZN (EIF)	50 – 100 K	NAESX
<b>Other – Cash</b>	<b>Value</b>	<b>Symbol/CUSIP</b>
ADVISORS DISCIPLINED PFD DIV INC PORT SER TDA1	50 – 100 K	00766N27
FIRST TRUST UIT 1048 (EIF)	15 – 50 K	30270A313

Reporting Individual's Name Eric H. Holder, Jr.	SCHEDULE A	Page Number 2
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Assets and Income  BLOCK A	Valuation of Assets at close of reporting period BLOCK B											Income: type and amount. If "None (or less than \$201)" is checked, no other entry is needed in Block C for that item.																				
<p>For you, your spouse, and dependent children, report each asset held for investment or the production of income which had a fair market value exceeding \$1,000 at the close of the reporting period, or which generated more than \$200 in income during the reporting period, together with such income.</p> <p>For yourself, also report the source and actual amount of earned income exceeding \$200 (other than from the U.S. Government). For your spouse, report the source but not the amount of earned income of more than \$1,000 (except report the actual amount of any honoraria over \$200 of your spouse).</p> <p>None <input type="checkbox"/></p>	None (or less than \$1,001)	\$1,001 - \$15,000	\$15,001 - \$50,000	\$50,001 - \$100,000	\$100,001 - \$250,000	\$250,001 - \$500,000	\$500,001 - \$1,000,000	Over \$1,000,000 *	\$1,000,001 - \$5,000,000	\$5,000,001 - \$25,000,000	\$25,000,001 - \$50,000,000	Over \$50,000,000	Excepted Investment Fund	Excepted Trust	Qualified Trust	Type						Amount						Other Income (Specify Type & Actual Amount)	Date (Mo., Day, Yr.)  Only if Honoraria			
																Dividends	Rent and Royalties	Interest	Capital Gains	None (or less than \$201)	\$201 - \$1,000	\$1,001 - \$2,500	\$2,501 - \$5,000	\$5,001 - \$15,000	\$15,001 - \$50,000	\$50,001 - \$100,000	\$100,001 - \$1,000,000			Over \$1,000,000 *	\$1,000,001 - \$5,000,000	Over \$5,000,000
Examples	Central Airlines Common			x												x																
	Doc Jones & Smith, Hometown, State		x																								Law Partnership Income \$100,000					
	Kempstone Equity Fund				x																											
	IRA: Heartland 500 Index Fund					x																										
1	Covington & Burling LLP																										\$3,319,256 includes deferred comp					
2	Foxhall OB/GYN Associates P.C.																										spouse's P.C. income					
3	Smith Barney IRA - Cash	x															x	x														
4	PNC Bank (7 accounts, all cash)								x																							
5	Verizon stock				x										x																	
6	Fidelity Contrafund (FCNTX)	x											x																			

\* This category applies only if the asset/income is solely that of the filer's spouse or dependent children. If the asset/income is either that of the filer or jointly held by the filer with the spouse or dependent children, mark the other higher categories of value, as appropriate.

Reporting Individual's Name

Eric H. Holder, Jr.

**SCHEDULE A continued**

(Use only if needed)

Page Number

3

BLOCK A Assets and Income	BLOCK B Valuation of Assets at close of reporting period											BLOCK C Income: type and amount. If "None (or less than \$201)" is checked, no other entry is needed in Block C for that item.																							
	None <input type="checkbox"/>	None (or less than \$1,001)	\$1,001 - \$15,000	\$15,001 - \$50,000	\$50,001 - \$100,000	\$100,001 - \$250,000	\$250,001 - \$500,000	\$500,001 - \$1,000,000	Over \$1,000,000 *	\$1,000,001 - \$5,000,000	\$5,000,001 - \$25,000,000	\$25,000,001 - \$50,000,000	Over \$50,000,000	Excepted Investment Fund	Excepted Trust	Qualified Trust	Type				Amount							Other Income (Specify Type & Actual Amount)	Date (Mo., Day, Yr)  Only if Honoraria						
																	Dividends	Rent and Royalties	Interest	Capital Gains	None (or less than \$201)	\$201 - \$1,000	\$1,001 - \$2,500	\$2,501 - \$5,000	\$5,001 - \$15,000	\$15,001 - \$50,000	\$50,001 - \$100,000			\$100,001 - \$1,000,000	Over \$1,000,000*	\$1,000,001 - \$5,000,000	Over \$5,000,000		
1 Fidelity Equity Income II (FEQTX)			X											X							X														
2 Fidelity Magellan (FMAGX)		X												X								X													
3 Fidelity Puritan (FPURX)			X											X								X													
4 Fidelity Blue Chip Growth (FBGRX)		X												X								X													
5 Fidelity Value (FDVLX)			X											X								X													
6 Fidelity Municipal Money Market (FTEXX)				X										X								X													
7 Foxhall OB/GYN Employee Benefit Plan (see Note 1)							X															X													
8 Covington & Burling LLP Defined Benefit Plan (cash balance plan)								X														X													
9 Covington & Burling LLP Retirement Savings Plan - Dodge & Cox Stock Fund (DODGX)						X								X										X											

\* This category applies only if the asset/income is solely that of the filer's spouse or dependent children. If the asset/income is either that of the filer or jointly held by the filer with the spouse or dependent children, mark the other higher categories of value, as appropriate.

Reporting Individual's Name

Eric H. Holder, Jr.

**SCHEDULE A continued**

Page Number

4

(Use only if needed)

BLOCK A Assets and Income	BLOCK B Valuation of Assets at close of reporting period								BLOCK C Income: type and amount. If "None (or less than \$201)" is checked, no other entry is needed in Block C for that item.												
	None (or less than \$1,001)	\$1,001 - \$15,000	\$15,001 - \$50,000	\$50,001 - \$100,000	\$100,001 - \$250,000	\$250,001 - \$500,000	\$500,001 - \$1,000,000	Over \$1,000,000 *	None (or less than \$201)	Type				Amount						Other Income (Specify Type & Actual Amount)	Date (Mo., Day, Yr.)  Only if Honoraria
										Dividends	Rents and Royalties	Interest	Capital Gains	\$201 - \$1,000	\$1,001 - \$2,500	\$2,501 - \$5,000	\$5,001 - \$15,000	\$15,001 - \$50,000	\$50,001 - \$100,000		
None <input type="checkbox"/>																					
1 LEFT INTENTIONALLY BLANK																					
2 Fidelity Traditional IRA – Fidelity Growth Discovery Fund (FDSVX)		X													X						
3 Fidelity Traditional IRA – Fidelity Blue Chip Growth (FBGRX)		X													X						
4 Fidelity Traditional IRA – Fidelity Value (FDVLX)		X													X						
5 Fidelity Traditional IRA – Fidelity Cash Reserves Money Market (FDRXX)		X													X						
6 T. Rowe Price IRA (spouse) – Equity Income		X													X						
7 T. Rowe Price IRA (spouse) – Value		X													X						
8 T. Rowe Price IRA (spouse) – Corporate Income		X													X						
9 T. Rowe Price IRA (spouse) – U.S. Bond Index		X													X						

\* This category applies only if the asset/income is solely that of the filer's spouse or dependent children. If the asset/income is either that of the filer or jointly held by the filer with the spouse or dependent children, mark the other higher categories of value, as appropriate.

Reporting Individual's Name  
 Eric H. Holder, Jr.

**SCHEDULE A continued**  
 (Use only if needed)

Page Number  
 5

BLOCK A	BLOCK B										BLOCK C																									
	Valuation of Assets at close of reporting period										Income: type and amount. If "None (or less than \$201)" is checked, no other entry is needed in Block C for that item.																									
None <input type="checkbox"/>																																				
	None (or less than \$1,001)	\$1,001 - \$15,000	\$15,001 - \$50,000	\$50,001 - \$100,000	\$100,001 - \$250,000	\$250,001 - \$500,000	\$500,001 - \$1,000,000	Over \$1,000,000 *	\$1,000,001 - \$5,000,000	\$5,000,001 - \$25,000,000	\$25,000,001 - \$50,000,000	Over \$50,000,000	Excepted Investment Fund	Excepted Trust	Qualified Trust	Dividends	Rent and Royalties	Interest	Capital Gains	None (or less than \$201)	\$201 - \$1,000	\$1,001 - \$2,500	\$2,501 - \$5,000	\$5,001 - \$15,000	\$15,001 - \$50,000	\$50,001 - \$100,000	\$100,001 - \$1,000,000	Over \$1,000,000 *	\$1,000,001 - \$5,000,000	Over \$5,000,000	Other Income (Specify Type & Actual Amount)	Date (Mo., Day, Yr.)	Only if Honoraria			
1		X										X							X																	
	T. Rowe Price IRA (spouse) - Blue Chip Growth																																			
2					X															X																
	Foxhall OB-GYN Associates P.C. - capital account (spouse)																																			
3									X											X																
	Covington & Burling LLP -- partner separation payment																																			
4							X													X																
	Covington & Burling LLP - partner capital account																																			
5																																				
6																																				
7																																				
8																																				
9																																				

\* This category applies only if the asset/income is solely that of the filer's spouse or dependent children. If the asset/income is either that of the filer or jointly held by the filer with the spouse or dependent children, mark the other higher categories of value, as appropriate.

Reporting Individual's Name Eric H. Holder, Jr.	SCHEDULE C	Page Number 6
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**Part I: Liabilities**

Report liabilities over \$10,000 owed to any one creditor at any time during the reporting period by you, your spouse, or dependent children. Check the highest amount owed during the reporting period. Exclude a mortgage on your

personal residence unless it is rented out; loans secured by automobiles, household furniture or appliances; and liabilities owed to certain relatives listed in instructions. See instructions for revolving charge accounts.

None

Category of Amount or Value (x)

Examples:	Creditors (Name and Address)	Type of Liability	Date Incurred	Interest Rate	Term if applicable	Category of Amount or Value (x)																
						\$10,001 - \$15,000	\$15,001 - \$50,000	\$50,001 - \$100,000	\$100,001 - \$250,000	\$250,001 - \$500,000	\$500,001 - \$1,000,000	Over \$1,000,000*	\$1,000,001 - \$5,000,000	\$5,000,001 - \$25,000,000	\$25,000,001 - \$50,000,000	Over \$50,000,000						
	First District Bank, Washington, DC John Jones, 123 J St., Washington, DC	Mortgage on rental property, Delaware Promissory note	1991 1999	8% 10%	25 yrs. on demand				x													
1																						
2																						
3																						
4																						
5																						

\* This category applies only if the liability is solely that of the filer's spouse or dependent children. If the liability is that of the filer or a joint liability of the filer with the spouse or dependent children, mark the other higher categories, as appropriate.

**Part II: Agreements or Arrangements**

Report your agreements or arrangements for: continuing participation in an employee benefit plan (e.g. 401k, deferred compensation); (2) continuation payment by a former employer (including severance payments); (3) leaves

of absence; and (4) future employment. See instructions regarding the reporting of negotiations for any of these arrangements or benefits.

None

Examples:	Status and Terms of any Agreement or Arrangement	Parties	Date
	Pursuant to partnership agreement, will receive lump sum payment of capital account & partnership share calculated on service performed through 1/00.	Doc Jones & Smith, Hometown, State	7/85
1	Pursuant to firm partnership agreement, will receive (i) repayment of capital account, (ii) payment of deferred compensation from prior fiscal year, (iii) share of firm profits from current fiscal year (based on work performed through date of separation), and (iv) separation payment, calculated based on standard methodology applicable to departing partners.	Covington & Burling LLP, Washington, DC	7/2001
2	Continued participation in Covington & Burling Retirement Savings Plan; no additional contributions.	Covington & Burling LLP, Washington, DC	7/2001
3	Continued participation in Covington & Burling Defined Benefit Plan; no additional contributions.	Covington & Burling LLP, Washington, DC	7/2001
4			
5			

Reporting Individual's Name Eric H. Holder, Jr.	SCHEDULE D	Page Number 7
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**Part I: Positions Held Outside U.S. Government**

Report any positions held during the applicable reporting period, whether compensated or not. Positions include but are not limited to those of an officer, director, trustee, general partner, proprietor, representative, employee, or consultant of any corporation, firm, partnership, or other business enterprise or any non-profit organization or educational institution. Exclude positions with religious, social, fraternal, or political entities and those solely of an honorary nature.

None

	Organization (Name and Address)	Type of Organization	Position Held	From (Mo., Yr.)	To (Mo., Yr.)
Examples:	Natl Assn. of Rock Collectors, NY, NY	Non-profit education	President	6/92	Present
	Doe Jones & Smith, Hometown, State	Law firm	Partner	7/85	1/00
1	Covington & Burling LLP, Washington, DC	Law firm	Partner	2001	present
2	American Constitution Society, Washington, DC	Non-profit	Board member	2003	present
3	Columbia University	Non-profit	Trustee	2007	present
4	Georgetown Day School	Non-profit	Trustee	2006	present
5	Meyer Foundation	Non-profit	Board member	2001	present
6	Morehouse School of Medicine	Non-profit	Trustee	2005	present
7	Save the Children Foundation	Non-profit	Board member	2004	present
8	Tumaround for Children	Non-profit	Board member	2004	present
9	Washington, DC Police Foundation	Non-profit	Chairman	2006	present

**Part II: Compensation In Excess Of \$5,000 Paid by One Source**

Report sources of more than \$5,000 compensation received by you or your business affiliation for services provided directly by you during any one year of the reporting period. This includes the names of clients and customers of any corporation, firm, partnership, or other business enterprise, or any other non-profit organization when you directly provided the services generating a fee or payment of more than \$5,000. You need not report the U.S. Government as a source.

Do not complete this part if you are an Incumbent, Termination Filer, or Vice Presidential or Presidential Candidate.

None

	Source (Name and Address)	Brief Description of Duties
Examples:	Doe Jones & Smith, Hometown, State	Legal services
	Metro University (client of Doe Jones & Smith), Moneytown, State	Legal services in connection with university construction
1	Covington & Burling LLP	Legal services
2	Abbott Laboratories	Legal services
3	Bank of America	Legal services
4	Chiquita Brands International, Inc.	Legal services
5	Entertainment Software Rating Board	Legal services
6	Hewlett Packard Co. Special Litigation Committee	Legal Services



Reporting Individual's Name Eric H. Holder, Jr.	<b>SCHEDULE D continued</b>	Page Number 8
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**Part I: Positions Held Outside U.S. Government**

Report any positions held during the applicable reporting period, whether compensated or not. Positions include but are not limited to those of an officer, director, trustee, general partner, proprietor, representative, employee, or

consultant of any corporation, firm, partnership, or other business enterprise or any non-profit organization or educational institution. Exclude positions with religious, social, fraternal, or political entities and those solely of an honorary nature.

None

	Organization (Name and Address)	Type of Organization	Position Held	From (Mo., Yr.)	To (Mo., Yr.)
Examples:	Nat'l Assn of Rock Collectors, NY, NY	Non-profit education	President	6/92	Present
	Doe Jones & Smith, Hometown, State	Law firm	Partner	7/85	1/00
1	Common Good, New York, NY	Non-profit	Advisory board member	2002	2008
2	National Center for Victims of Crime, Washington, DC	Non-profit	Board member	2003	2007
3	District of Columbia Education Compact, Washington, DC	Non-profit	Board member	2006	2007
4	District of Columbia Commission on Judicial Disabilities and Tenure, Washington, DC	Government agency	Commissioner	2002	2008
5					
6					

**Part II: Compensation In Excess Of \$5,000 Paid by One Source**

Report sources of more than \$5,000 compensation received by you or your business affiliation for services provided directly by you during any one year of the reporting period. This includes the names of clients and customers of any

corporation, firm, partnership, or other business enterprise, or any other non-profit organization when you directly provided the services generating a fee or payment of more than \$5,000. You need not report the U.S. Government as a source.

Do not complete this part if you are an Incumbent, Termination Filer, or Vice Presidential or Presidential Candidate

None

	Source (Name and Address)	Brief Description of Duties
Examples:	Doe Jones & Smith, Hometown, State	Legal services
	Metro University (client of Doe Jones & Smith), Moneytown, State	Legal services in connection with university construction
1	Humana Inc.	Legal services
2	Merck & Co.	Legal services
3	Merck/Schering-Plough Pharmaceuticals	Legal services
4	National Football League	Legal services
5	Pfizer, Inc.	Legal services
6	Public Services Enterprise Group Incorporated	Legal services

Reporting Individual's Name Eric H. Holder, Jr.	<b>SCHEDULE D continued</b>	Page Number 9
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**Part I: Positions Held Outside U.S. Government**

Report any positions held during the applicable reporting period, whether compensated or not. Positions include but are not limited to those of an officer, director, trustee, general partner, proprietor, representative, employee, or

consultant of any corporation, firm, partnership, or other business enterprise or any non-profit organization or educational institution. Exclude positions with religious, social, fraternal, or political entities and those solely of an honorary nature.

None

	Organization (Name and Address)	Type of Organization	Position Held	From (Mo., Yr.)	To (Mo., Yr.)
Examples:	Natl Assn. of Rock Collectors, NY, NY Doe Jones & Smith, Hometown, State	Non-profit education Law firm	President Partner	6/92 7/85	Present 1/00
1					
2					
3					
4					
5					
6					

**Part II: Compensation In Excess Of \$5,000 Paid by One Source**

Report sources of more than \$5,000 compensation received by you or your business affiliation for services provided directly by you during any one year of the reporting period. This includes the names of clients and customers of any

corporation, firm, partnership, or other business enterprise, or any other non-profit organization when you directly provided the services generating a fee or payment of more than \$5,000. You need not report the U.S. Government as a source.

Do not complete this part if you are an Incumbent, Termination Filer, or Vice Presidential or Presidential Candidate

None

	Source (Name and Address)	Brief Description of Duties
Examples:	Doe Jones & Smith, Hometown, State Metro University (client of Doe Jones & Smith), Moneytown, State	Legal services Legal services in connection with university construction
1	The National Geographic Society	Legal services
2	UBS Financial Services Inc.	Legal services
3	Yahoo Corporation	Legal services
4		
5		
6		

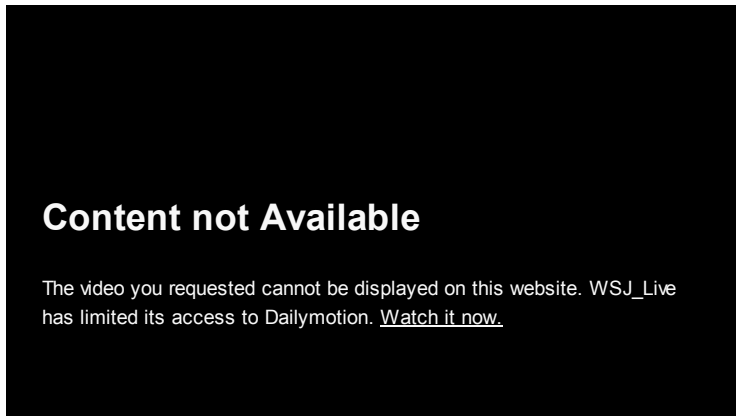
Source: [The Wall Street Journal Online](#)

MARKETS

# Morgan Stanley Funds in Big Facebook Bet

By Aaron Lucchetti and Telis Demos  
Updated Aug. 24, 2012 11:57 a.m. ET

U.S. mutual funds run by [Morgan Stanley](#), [MS -0.12%](#) the lead underwriter in Facebook Inc. FB \$16 billion initial public offering, have disproportionately high investments in the social-media company, leaving fund shareholders exposed to the stock's big drop since its May 18 IPO.



## Content not Available

The video you requested cannot be displayed on this website. WSJ\_Live has limited its access to Dailymotion. [Watch it now.](#)

[Morgan Stanley Bets Big on Facebook](#) by [WSJ Live](#)

New data show that eight of the top nine U.S. mutual funds with Facebook shares as a percentage of total assets are run by Morgan Stanley's asset-management arm, according to fund tracker Morningstar Inc.

Morgan Stanley had a crucial role in lining up orders for Facebook as the social-media company prepared to go public. It helped advise Facebook executives to increase the size and price of the IPO, despite warnings the company was making about its profit outlook. The New York securities firm, which declined to comment, took in \$200 million in underwriting fees and trading profits,

according to regulatory filings and people involved in the deal.

The Morgan Stanley funds that have Facebook shares got many of them before the IPO at prices well below the \$38 offering price.

That means that fund shareholders may still have paper gains on their Facebook purchases, depending on when the fund bought their original stake. It also means the funds have been unable to sell any of their pre-IPO holdings.

The company's mutual funds have made large bets on other big-name technology companies in recent years, including bets on [Apple Inc.](#), AAPL +1.48% [Amazon.com Inc.](#)AMZN -1.06% and [LinkedIn Corp.](#) LNKD +0.14% whose values have all surged this year.

## The Funds That Own Facebook

Hundreds of mutual funds have stakes in the social media company. See a list and sort by percentage of fund assets devoted to Facebook, and by absolute and relative performance.

Click here for an Excel file containing all four sections of the table below: [GoogleDocs](#) | [XLS file](#)

Q

August 24, 2012

## The Funds That Own Facebook

Hundreds of mutual funds have stakes in the social media company. Click column headers to sort by percentage of fund assets devoted to Facebook and by absolute relative performance.

<< first < prev 1 2 (#) 3 (#) 4 (#) next > (#) last >> (#)

Fund Name (yui-dt0-href-col 0)	Ticker (yui-dt0-href-col 1)	Total Facebook Weight (yui-dt0-href-col 2)	Total Investment as of portfolio date (yui-dt0-href-col 3)	July 2012 Return (yui-dt0-href-col 4)	July % rank against similar funds (yui-dt0-href-col 5)	Year-to-date Return (yui-dt0-href-col 6)	Year-to-date % rank against like funds (yui-dt0-href-col 7)	One-year return (yui-dt0-href-col 8)	One-year % rank against like funds (yui-dt0-href-col 9)
Morgan Stanley Inst Focus Growth I	MSAGX	7.77%	\$28,777,414	-2.98%	98%	9.64%	90%	8.33%	99%
Morgan Stanley Focus Growth B	AMOBX	7.72%	\$1,586,239,713	-3.08%	98%	8.63%	94%	7.06%	99%
Morgan Stanley Inst Opportunity H	MEGHX	7.39%	\$244,919,024	-3.91%	99%	6.71%	98%	10.10%	98%
Morgan Stanley Inst Advantage H	MAPHX	6.71%	\$12,159,351	-1.57%	96%	11.96%	71%	21.88%	77%
Morgan Stanley Institutional Growth I	MSEQX	6.63%	\$847,917,689	-2.33%	97%	11.34%	78%	12.88%	97%
Transamerica Capital Growth A	IALAX	6.58%	\$746,167,025	-2.39%	98%	10.35%	85%	11.62%	97%
Morgan Stanley Multi Cap Growth B	CPOBX	6.42%	\$313,515,817	-2.33%	97%	7.93%	96%	8.32%	99%
Morgan Stanley Inst Global Opportunity I	MGGIX	6.42%	\$15,221,935	-3.96%	98%	4.98%	93%	3.77%	93%
Morgan Stanley Inst Gbl Advantage I	MIGIX	5.19%	\$2,513,921	-0.36%	86%	13.94%	10%	19.13%	9%
Turner Concentrated Gr Investor	TTOPX	5.00%	\$35,255,772	-4.20%	99%	9.28%	92%	14.60%	96%
Morgan Stanley Inst Gbl Discovery I	MLDIX	4.79%	\$5,032,255	-1.53%	93%	11.60%	29%	15.92%	31%
Goldman Sachs Technology Tollkeeper A	GITAX	2.85%	\$358,167,660	-2.66%	92%	17.63%	26%	28.63%	29%
Turner Global Opportunities Instl	TGLBX	2.32%	\$1,420,185	-1.11%	91%	9.89%	52%	16.77%	23%
Chesapeake Core Growth	CHCGX	2.23%	\$31,550,392	0.20%	66%	16.83%	12%	28.85%	19%
Chesapeake Growth Instl	CHESX	2.15%	\$10,660,814	-1.39%	70%	15.84%	2%	23.82%	46%
Saratoga Large Capitalization Growth I	SLCGX	1.73%	\$20,539,302	0.63%	46%	12.43%	65%	26.38%	40%
Lord Abbett Growth Leaders A	LGLAX	1.67%	\$23,284,142	-0.78%	90%	10.58%	84%	22.02%	76%
Tocqueville Opportunity	TOPPX	1.61%	\$68,606,152	-2.15%	77%	12.18%	25%	25.75%	45%
Goldman Sachs Concentrated Growth A	GCGAX	1.60%	\$176,037,973	1.77%	7%	17.33%	9%	28.74%	20%
American Independence Large Cap Growth I	AFLX	1.59%	\$5,723,812	-3.24%	99%	1.67%	99%	10.15%	98%
Eagle Capital Appreciation A	HRCPX	1.58%	\$312,936,069	1.75%	8%	17.64%	7%	27.76%	26%
Loomis Sayles Growth Y	LSGRX	1.58%	\$137,102,956	1.09%	27%	13.02%	59%	26.08%	42%
Sands Capital Global Growth Inst	SCMGX	1.55%	\$26,411,222	-0.16%	84%	12.51%	18%	18.99%	10%
Firsthand Technology Opportunities	TEFQX	1.52%	\$83,809,180	2.91%	1%	17.78%	24%	15.43%	93%
Touchstone Sands Capital Select Growth Z	PTSGX	1.51%	\$2,650,677,414	0.34%	61%	20.80%	3%	34.98%	2%
Touchstone Sands Capital Inst Gr	CISGX	1.50%	\$1,879,329,652	0.36%	60%	21.45%	2%	35.72%	2%
Turner Large Growth Institutional	TTMEX	1.36%	\$254,252,990	-0.57%	86%	11.79%	73%	21.25%	80%
Columbia Global Extended Alpha A	RTAAX	1.36%	\$18,990,332	1.43%	34%	8.50%	73%	13.66%	59%
Invesco Leisure Investor	FLISX	1.25%	\$362,284,050	-2.50%	83%	18.34%	12%	29.20%	79%
Invesco Technology Sector B	FOBX	1.19%	\$103,441,217	-1.45%	81%	12.59%	67%	28.04%	34%
AllianceBern Global Thematic Gr A	ALTFX	1.17%	\$830,246,855	-3.98%	99%	5.56%	91%	-0.55%	95%
Invesco Technologov	FTCHX	1.17%	\$709,896,602	-1.29%	71%	12.27%	69%	25.97%	44%

Investor	Ticker	Assets	Facebook	Facebook %	Facebook %	Facebook %	Facebook %	Facebook %	Facebook %
Artisan Global Opportunities Inv	ARTRX	1.15%	\$238,682,629	2.30%	12%	22.11%	1%	26.59%	1%
Baron Global Advantage Institutional	BGAIX	1.11%	\$2,313,424	-1.64%	94%	N/A	N/A	N/A	N/A
FL Large-Cap Growth P	N/A	1.08%	\$125,638,896	-0.21%	80%	16.11%	19%	27.24%	31%
Invesco Van Kampen American Franchise A	VAFAX	1.04%	\$5,607,536,462	-0.25%	81%	12.63%	62%	19.20%	89%
Invesco Constellation A	CSTGX	1.04%	\$2,462,252,859	-0.22%	80%	11.61%	75%	17.55%	93%
Invesco Van Kampen Mid Cap Gr A	VGRAX	1.04%	\$1,891,989,133	-1.72%	78%	8.66%	75%	19.77%	74%
Invesco Dynamics Inv	FIDYX	1.02%	\$821,481,822	-1.76%	80%	9.18%	70%	21.21%	68%
T. Rowe Price Global Stock	PRGSX	1.00%	\$513,696,057	0.12%	78%	9.77%	54%	11.82%	68%
JHancock US Global Leaders Gr A	USGLX	0.99%	\$570,665,220	0.38%	59%	16.58%	14%	33.99%	3%
T. Rowe Price Media & Telecommunications	PRMTX	0.97%	\$2,176,042,473	1.34%	75%	20.59%	12%	28.47%	12%
Hodges Pure Contrarian Retl	HDPCX	0.95%	\$6,538,442	-0.27%	28%	19.01%	2%	20.88%	77%
T. Rowe Price Science & Tech	PRSCX	0.93%	\$2,691,539,999	-3.08%	96%	7.42%	93%	15.44%	92%
VALIC Company I Science & Technology	VCSTX	0.93%	\$239,494,861	-0.85%	51%	13.67%	58%	21.83%	64%
Hartford Growth Opportunities B	HGOBX	0.91%	\$1,878,737,839	0.00%	74%	20.86%	3%	25.27%	48%
Oppenheimer Main Street A	MSIGX	0.90%	\$5,199,383,488	2.20%	7%	14.49%	16%	30.19%	6%
Hartford Growth Opportunities HLS IA	HAGOX	0.89%	\$1,068,479,670	0.14%	69%	21.83%	2%	26.91%	35%
MassMutual Premier	MSSAX	0.87%	\$159,288,656	2.21%	7%	14.29%	18%	29.78%	7%

Still, the Morgan Stanley funds' large stakes raise questions about whether the firm's role as lead underwriter influenced decisions.

A large investment bank that simultaneously buys and sells shares in any company "is in this conflicted position," said Frank Partnoy, a law professor at the University of San Diego who worked for Morgan Stanley in the 1990s. "This time it didn't work out."

The funds span the \$1.6 billion Focus Growth fund to the \$2.5 million Institutional Global Advantage fund.

Morgan Stanley's funds don't appear to have violated Securities and Exchange Commission rules limiting investments in offerings underwritten by an affiliate. SEC rules allow bank-affiliated mutual funds to participate in offerings in which the bank's investment bankers are advising the company, as long as the fund managers don't buy more than 25% of the deal and they buy the shares from a different bank.

The concentration of Morgan Stanley's funds stands out when compared with funds operated by other large institutional holders of Facebook stock.

Morgan Stanley Focus Growth Portfolio had 5.7% of its assets in Facebook shares as of July 31, according to Morgan Stanley's website, while Morgan Stanley Institutional Opportunity Portfolio had 5.5% and Morgan Stanley Institutional Growth Portfolio had 4.8%. Others among the eight Morgan Stanley mutual funds range between 3.6% and 4.6%. Those proportions ranged between 5% and 7.8% on June 30, according to the most recent Morningstar data that included other fund families.

"It's surprising that so many Morgan Stanley affiliated funds out of the thousands of mutual funds show up as having

extremely big weights," said Jay Ritter, a professor of finance at the University Florida.

Morgan Stanley isn't the largest institutional holder of Facebook.

Larger holders by dollar value include Fidelity Investments, [T. Rowe Price Group](#) Inc. TROW -0.79% and Goldman Sachs Asset Management, a unit of underwriter [Goldman Sachs Group](#) Inc. GS -0.24% Goldman also owned Facebook shares before its IPO

Goldman's most concentrated mutual fund position in Facebook was the Technology Tollkeeper fund, with Facebook making up 2.85% of its portfolio as of the end of June.

No mutual funds operated by Fidelity or T. Rowe Price, two other large institutional holders, publicly reported holding more than 1% of their portfolios in Facebook through June.

Many of the Morgan Stanley funds are sold to institutions only, and require a \$5 million minimum investment.

Morgan Stanley Multicap Growth Fund—one fund open to retail investors, including Morgan Stanley Smith Barney brokers—had a stake in Facebook as early as November 2010, when Facebook shares were valued at about \$13. They closed Thursday at \$19.44, down 49% since the IPO.

In June, a commentary on Morgan Stanley's fund website noted that Facebook and other technology stocks were "the leading detractor in the portfolio this quarter," attributing the decline in Facebook shares "to post-IPO volatility."

Under SEC rules, mutual fund managers also are bound by fiduciary duties to look out for their investors' interests over their own.

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#### Read More

- [Deal Journal: Who Else Has a Big Bet on Facebook?](#)
- [Nasdaq's Facebook Plan Under Fire](#)

There's no sign that fund managers at Morgan Stanley bought Facebook shares because of the firm's underwriting relationship with Facebook, or to help curry favor with Facebook executives who chose Morgan Stanley for a key underwriting assignment in the spring IPO.

Mr. Ritter cited "psychological factors" as a possible explanation for the large investments, driven by the fact that many of the funds owned a big chunk of Facebook shares before the company sold shares to the public.

"There's a tendency to fall in love with what you've got rather than stepping back," said Mr. Ritter. Many Morgan Stanley funds added to their pre-public stakes during the month of the IPO—a sign, he said, that "they were drinking the Kool-Aid and became true believers."

Morgan Stanley has streamlined its mutual fund business under Gregory Fleming, who runs both the firm's asset management and wealth management units. Morgan Stanley's asset management at the end of June managed \$311 billion and produced \$456 million in revenues.

Morgan Stanley funds with the strongest liking for Facebook are overseen by Dennis Lynch, the firm's head of growth investing. A Morgan Stanley spokesman declined to comment on behalf of Mr. Lynch.

**Write to** Aaron Lucchetti at [aaron.lucchetti@wsj.com](mailto:aaron.lucchetti@wsj.com) and Telis Demos at [Telis.Demos@wsj.com](mailto:Telis.Demos@wsj.com)

Source: [The Wall Street Journal Online](#)



**THE WALL STREET JOURNAL**  
WSJ.com

August 24, 2012, 2:18 PM ET

# Who Else Has a Big Bet on Facebook

By Telis Demos

We [reported this morning about the concentration](#) of Facebook stock in the portfolio of one group of investors, several mutual funds operated by Morgan Stanley Asset Management. But that is not where the concentration of Facebook stock ends.



AFP/Getty Images

According to fresh data from Ipreo, which has tallied up the public filings by all investors, a relatively large chunk of Facebook stock just three months after its \$16 billion IPO in May is held by the company's 10 largest institutional investors (that excludes insiders, like CEO Mark Zuckerberg, and the early VC investors, like Accel Partners).

The top 10 "accounts," in banker-speak, represent about 50% of Facebook's institutional ownership, according to Ipreo, the capital markets data firm. That tops the 42% concentration for the top 10 institutions for all second quarter tech IPOs three months after they went public. Across more comparable \$1 billion-plus IPOs since 2010, the concentration is even lighter: The top 10 institutional accounts held 32% of those companies' shares.

This data, keep in mind, does not tell us who bought the IPO. That's a closely guarded secret held by the lead underwriters. These figures are based on public disclosures as of June 30. They are at best a proxy for how the IPO was actually distributed.

So who are the biggest betters — by total number of shares, not necessarily by weighting within the fund — on Facebook? Morgan Stanley Asset Management is only the fifth largest holder by that measure, according to Ipreo. Above them are Goldman Sachs Asset Management, Baillie Gifford & Company, Fidelity Investments, and T. Rowe Price Group Inc. Rounding out the top 10 are BlackRock Inc., Sands Capital Management LLC, Jennison Associates LLC, The Vanguard Group Inc. and Capital Research Global Advisors Inc.

Some of those investors were big pre-IPO holders. Goldman Sachs famously marketed a fund with pre-IPO Facebook stock to international investors, which accounts for a big chunk of its holdings. T. Rowe Price and Fidelity also bought in before the IPO. The point here is that they all may still be sitting on Facebook stock gains, depending on when exactly they got into the stock.

Others, however, appear to have gotten in primarily via the IPO, or after it began trading. That includes Baillie Gifford, an Edinburgh-based fund management giant that manages assets of £76.0 billion (\$120 billion). They are a sub-advisor to some large fund management families, like Vanguard, but also manage money on behalf of giant pension funds such as the California Public Employees' Retirement System (CALPERS), the New York City Police Pension Fund and the Korea National Pension Service, according to their website. The firm did not return requests for an interview.

Some of the big investors are also there just because they have to be. BlackRock and Vanguard operate many index funds that may have bought Facebook stock solely because it likely will be a member someday of indexes such as the S&P 500 and Nasdaq 100, and is already in indexes such as the Russell 1000.

What speaks loudly are the absences of firms that are typically very big holders of recently IPO'd companies. Citadel Advisors, which bought 17 other second-quarter IPOs according to Ipreo, owned just 167,164 Facebook shares at the end of June. Wellington Management Company LLP and Lord Abbett & Company LLC, which bought 11 second quarter IPOs, both held fewer than 1m shares. For context, Baillie Gifford reported holding 19 million shares.

RANK	NAME	TOTAL AUM	FB SHARES AS OF JUNE 30
1	Goldman Sachs Asset Management, L.P. (U.S.)	82,329.1	36,634,486.0
2	Baillie Gifford & Company	60,809.1	19,380,440.0
3	Fidelity Management & Research Company	544,656.5	18,774,915.0
4	T. Rowe Price Associates, Inc.	338,744.6	18,663,997.0
5	Morgan Stanley Investment Management, Inc. (U.S.)	54,113.2	16,362,788.0
6	BlackRock Fund Advisors	768,143.8	11,690,656.0
7	Sands Capital Management, LLC	22,157.4	11,649,292.0
8	Jennison Associates, LLC	80,316.4	9,691,825.0
9	The Vanguard Group, Inc.	908,526.5	9,582,480.0
10	Capital Research Global Investors (U.S.)	366,059.2	8,273,200.0

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[www.djreprints.com](http://www.djreprints.com)



Note 1 to SF-278 of Eric H. Holder Jr.

The "Foxhall OB/GYN Employee Benefit Plan" disclosed on Page 3, Line 7, of Schedule A, has two components. Through the first component of the plan, the participant selects individual investment options for contributions. The selected investments of the filer's spouse are disclosed in Schedule A on Page 4, Lines 6 through 9 and on Page 5, Line 1. Through the second component of the plan, the participating members of the filer's spouse's medical practice pool their contributions. These pooled contributions are invested by the fund trustees through a TD Ameritrade investment account. Filer's spouse holds a 10.9% interest in the pooled component of the plan. The assets held in the TD Ameritrade Account as of December 31, 2008, are listed below. The values listed are those for the total pooled investment in each holding; income amounts for each asset are not readily ascertainable. The notation "(EIF)" indicates that a reported asset qualifies as an excepted investment fund. The plan is currently being reviewed with the intent to eliminate the pooled component and instead place all investments in an individual investment component of the plan, which will permit participating employees to select their own options.

Stock - Cash	Value	Symbol/CUSIP
AEGON N V PFD 6.375% PERP/CALL	15 - 50 K	AEH
BAC CAPITAL TRUST VIII GTD COM	15 - 50 K	BAC PRZ
BANK OF AMERICA CORP COM	1 - 15 K	BAC
CITIGROUP CAPITAL XIV CALLABLE PFD 6.875%	50 - 100 K	C PRO
CITIGROUP CAPVII PFD 7.125% 7/31/31 CALLABLE	15 - 50 K	C PRV
CITIGROUP INC COM	1 - 15 K	C
DIAMONDS TRUST SERIES I COM (EIF)	50 - 100 K	DIA
GENERAL ELECTRIC CO COM	15 - 50 K	GE
ISHARES RUSSELL 1000 GROWTH FUND (EIF)	100 - 250 K	IWF
ISHARES MSCI EMERGING MKTS (EIF)	50 - 100 K	EEM
ISHARES RUSSELL MIDCAP INDEX (EIF)	50 - 100 K	IWR
JPMORGAN CHASE CAP XXIV PFD SER X 6.875% CALLABLE	50 - 100 K	JPM PRW
MERRILL LYNCH CAP TRUST III 7.375% CALLABLE (EIF)	50 - 100 K	MER PRP
NUVEEN EQTY PRE & GROWTH FUND CLOSED END FUND (EIF)	15 - 50 K	JPG
POWERSHARES QQQ (EIF)	50 - 100 K	QQQQ
PUBLIC STORAGE PFD 7.25% SER I	50 - 100 K	PSA PRI
ROYCE VALUE TR INC COM (EIF)	15 - 50 K	RVT
S&P 400 MID-CAP DEP RECPT COM (EIF)	50 - 100 K	MDY
SPDR TR UNIT SER I (EIF)	100 - 250 K	SPY
TDX INDEPENDENCE 2010 ETF (EIF)	100 - 250 K	TDD
TDX INDEPENDENCE 2020 ETF (EIF)	50 - 100 K	TDH
U.S. CELLULAR CORP COM	1 - 15 K	UZV
VANGUARD TOTAL STOCK MARKET ETF (EIF)	100 - 250 K	VTI
VANGUARD FUNDS EMERGING MARKETS VIPERS (EIF)	15 - 50 K	VWO

WELLS FARGO COMPANY COM	15 – 50 K	WFC
<b>Fixed Income – Cash</b>	<b>Value</b>	<b>Symbol/CUSIP</b>
AMERICAN EXPRESS CR CORP INTE SR UNSECURED SERIES NOT1 (5.7% 09/15/2001)	50 – 100 K	02586JAF3
BANK OF AMERICA CORP CALL STEP 081523 (4.5% 08/15/2023)	15 – 50 K	06050XMG5
BEAR STEARNS COMPANIES INC SUB GLBL 5.55% 17 (5.55% 01/22/2017)	50 – 100 K	073902PN2
FANNIE MAE CALL STEP 040626 (5.5% 04/06/2026)	100 – 250 K	3135AOSV2
GNMA PASS-THRU M SINGLE FAMILY (7% 11/20/2027)	1 – 15 K	36202CYF4
GOLDMAN SACHS GROUP INC NT 6.875% 11 (6.875% 01/15/2011)	100 – 250 K	38141GAZ7
HERTZ CORP SR NT 6.25% 10 (6.35% 06/15/2010)	15 – 50 K	428040BU2
HSBC FINANCE CORP FR 5.6%061511 (5.6% 06/15/2011)	50 – 100 K	40429XLN4
HSBC USA INC REVRS CV LKD 09 (10% 1/30/2009)	15 – 50 K	4042KORK3
JP MORGAN CHASE BANK CD IDX ZERO 10 (0% 01/29/2010)	50 – 100 K	48121CQ41
JPMORGAN CHASE & CO GLOBAL MT REVRS EXCH LKD09 (10.75% 07/31/2009)	15 – 50 K	48123LFD1
JPMORGAN CHASE & CO GLOBAL MT RERVRS CV LKD 09 (13% 07/31/2009)	15 – 50 K	481236LFF6
NEW YORK TELCO DEB 6.125% 10 (6.125% 01/15/2010)	50 – 100 K	650094CD5
SUNTRUST BANK CD IDX ZERO 11 (4.93693% 09/29/2011)	50 – 100 K	86789VFJ1
<b>Mutual Funds – Cash</b>	<b>Value</b>	<b>Symbol/CUSIP</b>
AIM GROWTH SER SMALL COMPANY GROWTH FD INV (EIF)	15 – 50 K	GTSIX
CALAMOS INVT TR GROWTH FD CL C (EIF)	15 – 50 K	CVGCX
EATON VANCE MUT FDS TR HIGH INCOME FD CL C (EIF)	50 – 100 K	ECHIX
FIRST EAGLE SOGEN FDS INC GLOBAL FD CL C (EIF)	100 – 250 K	FESGX
HIGHLAND FUNDS CAPITAL FLOATING RATE ADV CL C (EIF)	50 – 100 K	XLACX
MATTHEWS INTL FDS MATTHEWS INDIA FD (EIF)	15 – 50 K	MINDX
MATTHEWS INTL FDS JAPAN FD (EIF)	15 – 50 K	MJFOX
PIONEER FUNDS GLOBAL HIGH YIELD CL C (EIF)	15 – 50 K	PGYCX
ROWE T PRICE SMALL CAP STK FD COM (EIF)	50 – 100 K	OTCFX
TIAA-CREF FUNDS INTERNATIONAL EQUITY INSTL (EIF)	50 – 100 K	886315779
UMB SCOUT FDS INTL FD (EIF)	100 – 250 K	UMBWX
VANGUARD SMALL CAP TZN (EIF)	50 – 100 K	NAESX
<b>Other – Cash</b>	<b>Value</b>	<b>Symbol/CUSIP</b>
ADVISORS DISCIPLINED PFD DIV INC PORT SER TDA1	50 – 100 K	00766N27
FIRST TRUST UIT 1048 (EIF)	15 – 50 K	30270A313



U.S. Department of Justice  
Justice Management Division  
*Departmental Ethics Office*

Washington, D.C. 20530

Mr. Robert Cusick  
Director  
Office of Government Ethics  
1201 New York Avenue, NW  
Suite 500  
Washington, DC 20005-3919

JAN 12 2009

Dear Mr. Cusick:

In accordance with the provisions of Title I of the Ethics in Government Act of 1978 as amended, I am forwarding the financial disclosure report of Eric H. Holder, Jr. President-elect Obama has announced his intent to nominate Mr. Holder to serve as the Attorney General of the United States.

We have conducted a thorough review of the enclosed report. The conflict of interest statute, 18 U.S.C. § 208, requires that Mr. Holder recuse himself from participating personally and substantially in any particular matter that has a direct and predictable effect on his financial interests or the financial interests of any other person whose interests are imputed to him, unless he first obtains a written waiver, pursuant to Section 208(b)(1), or qualifies for a regulatory exemption, pursuant to Section 208(b)(2). Mr. Holder understands that the interests of the following persons are imputed to him: his spouse; minor children; any general partner; any organization in which he serves as an officer, director, trustee, general partner or employee; and any person or organization with which he is negotiating or has an arrangement concerning prospective employment. In determining whether a particular matter has a direct and predictable effect on his financial interests or on those of any other person whose interests are imputed to him, Mr. Holder will consult with Department of Justice ethics officials. Mr. Holder's spouse is a physician with Foxhall OB-GYN Associates, a private corporation in which she has a financial interest. Mr. Holder will not participate personally and substantially in any particular matter that has a direct and predictable effect on the financial interests of Foxhall OB-GYN Associates, unless he first obtains a written waiver pursuant to 18 U.S.C. § 208(b)(1).

Mr. Holder will withdraw from the partnership of Covington & Burling, LLP upon confirmation as Attorney General. Pursuant to the terms of the partnership agreement, Mr. Holder will receive a refund of his capital account. In addition, Mr. Holder will receive a prorated share of undistributed firm net income and deferred compensation for FY 2008 and FY 2009, calculated as of the date he withdraws from the partnership. This prorated share will be based solely on earnings that the partnership has accrued through the date of his withdrawal from the partnership.

according to a standard methodology for calculating the profits of partners who withdraw from the firm.

Before assuming the duties of the position of Attorney General, Mr. Holder will receive a separation payment from Covington & Burling, LLP. The firm will calculate this separation payment according to a standard methodology that would be applicable to any similarly situated partner who was to leave the law firm for an employer that was not a direct competitor of the law firm. In addition, this separation payment will include all outstanding amounts related to the refund of his capital account, the payment of his prorated share of undistributed firm net income and deferred compensation for FY 2008 and FY 2009.

Mr. Holder will continue to participate in the Covington & Burling, LLP Defined Benefit Plan, but neither he nor the partnership will make additional contributions to this cash balance pension plan. Accordingly, Mr. Holder will not participate personally and substantially in any particular matter that will have a direct and predictable effect on the ability or willingness of Covington & Burling, LLP to meet its obligations to him under the defined benefit plan, unless he first obtains a written waiver pursuant to 18 U.S.C. § 208(b)(1). Mr. Holder also will continue to participate in the Covington & Burling, LLP Retirement Savings Plan, but neither he nor the partnership will make additional contributions.

We have advised Mr. Holder that because of the standard of conduct on impartiality at 5 C.F.R. § 2635.502, he should seek advice before participating in any particular matter involving specific parties in which a member of his household has a financial interest or in which someone with whom he has a covered relationship is or represents a party. For a period of one year after his resignation from the law firm of Covington & Burling, LLP, he also will not participate personally and substantially in any particular matter involving specific parties in which that law firm is a party or represents a party, unless he is first authorized to participate pursuant to 5 C.F.R. § 2635.502(d). In addition, he will not participate personally and substantially in any particular matter involving specific parties in which a former client of his is a party or represents a party for a period of one year after he last provided service to that client, unless he is first authorized to participate pursuant to 5 C.F.R. § 2635.502(d).

Upon confirmation as Attorney General, Mr. Holder will resign from his positions with the American Constitution Society, Columbia University, Georgetown Day School, the Meyer Foundation, Morehouse School of Medicine, Save the Children Foundation, Turnaround for Children, and the Washington DC Police Foundation. For a period of one year after his resignation from each of these organizations, he will not participate personally and substantially in any particular matter involving specific parties in which that organization is a party or represents a party, unless he is first authorized to participate pursuant to 5 C.F.R. § 2635.502(d).

Based on the above agreements and counseling, I am satisfied that the report presents no conflicts of interest under applicable laws and regulations and that you can so certify to the Senate Judiciary Committee.

Sincerely,

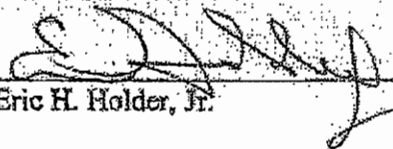
A handwritten signature in black ink, appearing to read "Lee J. Lofthus". The signature is written in a cursive style with a large, stylized initial "L".

Lee J. Lofthus  
Assistant Attorney General  
for Administration and  
Designated Agency Ethics Official

Enclosure

NOMINEE STATEMENT

I have read the attached Ethics Agreement signed by Lee J. Loftus, Assistant Attorney General for Administration and Designated Agency Ethics Official on January 13, 2009, and I agree to comply with the conflict of interest statute and regulations, and to follow the procedures set forth in the agreement.

  
Eric H. Holder, Jr.

1-12-09  
Date