SF278 (Rev. 03/2000)
5 C.F.R Part 2634
U.S. Office of Government Ethics

Form Approved:
OMB No. 3209-0001

Executive Branch Personnel PUBLIC FINANCIAL DISCLOSURE REPORT

Date of Appointment, Candidacy, Election or Nomination (*Month, Day, Year*)	Reporting Status (*Check appropriate boxes*) ☐ Incumbent	Calendar Year Covered by Report	☒ New Entrant, Nominee, or Candidate; ☐ Termination Filer; Termination Date (*If Applicable*) (*Month, Day, Year*)
Reporting Individual's Name	Last Name: Gips	First Name and Middle Initial: Donald H	
Position for Which Filing	Title of Position: Ambassador to South Africa	Department or Agency (*If Applicable*): State Dept	
Location of Present Office (or forwarding address)	Address (*Number, Street, City, State, and ZIP Code*): The White House, EEOB Room 130, 1600 Pennsylvania Ave, Washington DC 20502	Telephone No. (*Include Area Code*): 202-395-1323	
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: Assistant to the President, Director of Presidential Personnel, 1/20/2009 to present		
Presidential Nominees Subject to Senate Confirmation	Name of Congressional Committee Considering Nomination: Foreign Relations Committtee	Do You Intend to Create a Qualified Diversified Trust? ☐ Yes ☒ No	
Certification 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: [signature]	Date (*Month, Day, Year*): 6/5/09	
Other Review (If desired by agency)	Signature of Other Reviewer	Date (*Month, Day, Year*)	
Agency Ethics Official's Opinion 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: Jane Thesin	Date (*Month, Day, Year*): 6/10/09	
Office of Government Ethics Use Only	Signature: [signature]	Date (*Month, Day, Year*): 6/19/09	

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* ________) ☐

(*Check box if comments are continued on the reverse side*) ☐

Fee for Late Filing

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 Periods

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.

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Reporting Individual's Name: Donald Gips

SCHEDULE A

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

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.

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 acount of any honoraria over $200 of your spouse).

None ☐

	Assets and Income	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: Dividends	Type: Rent and Royalties	Type: Interest	Type: Capital Gains	Amount: 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
Examples	Central Airlines Common				x												x						x										
	Doe Jones & Smith, Hometown, State			x																												Law Partnership Income $130,000	
	Kempstone Equity Fund					x								x										x									
	IRA: Heartland 500 Index Fund							x						x											x								
1	Level 3 Communications Salary																															bonus $ 238,262 salary $522,898 bonus $120,000	2009 2008 2008
2	Mindspeed Communications Board of Directors Fees																															$65,000.00	2008
3	Global Education Fund Salary (Spouse)																																
4	Line left intentionally blank.																																
5	Vanguard Primecap Fund(VPMCX) (spouse IRA)				x									x										x									
6	American Funds Growth Fund of America Class F (GFAFX) UBS IRA		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.

Prior Editions Cannot be Used.

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Reporting Individual's Name: Donald Gips

SCHEDULE A continued

(Use only if needed)

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

None ☐

#	Assets and Income	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: Dividends	Type: Rent and Royalties	Type: Interest	Type: Capital Gains	Amount: 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	Columbia Marsico Growth Fund Class C (NMICX) UBS IRA		x											x							x												
2	Columbia Acorn USA Fund Class A (AUSAX) UBS IRA		x											x							x												
3	Eaton Vance Large Cap Value C Fund (ECSTX) UBS IRA			x										x							x												
4	First Eagle Global Fund Class A (SGENX) UBS IRA		x											x							x												
5	Oppenheimer Developing Markets Fund (ODVNX) UBS IRA		x											x							x												
6	Thornburg International Value Fund Class A (TGVAX) UBS IRA			x										x							x												
7	Thornburg Core Growth Fund R3 (THCRX) UBS IRA		x											x							x												
8	Ivy Global Natural Resources Adv Fund Class A (IGNVX) UBS IRA		X											X							x												
9	Level 3 options (see attachment A) value not readily ascertainable Fully vested																				x												

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Reporting Individual's Name: Donald Gips

SCHEDULE A continued

(Use only if needed)

Assets and Income (BLOCK A) | **Valuation of Assets** at close of reporting period (BLOCK B)

None ☐

#	Assets and Income (Block A)	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
1	McKinsey and Company 401k plan, Special Situations Aggressive Long-Term Portfolio						x							x		
2	Level 3 401k plan Oakmark Equity and Income (OAKBX)			x										x		
3	Level 3 401k plan Dodge and Cox Stock Fund (DODGX)			x										x		
4	Level 3 401k plan Vanguard Institutional Index Fund (VINIX)					x								x		
5	Level 3 401k plan WF Advantage Small Cap Opp-Adm (NVSOX)		x											x		
6	Level 3 401k plan American Funds EuroPacific (CEUBX)			x										x		
7	Level 3 401k plan Level 3 Stock			x												
8	Level 3 Stock						x									
9	First Eagle Global Fund (SGENX)			x										x		

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: Dividends	Rent and Royalties	Interest	Capital Gains	Amount: 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												
2					x												
3					x												
4					x												
5					x												
6					x												
7					x												
8					x												
9										x							

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Reporting Individual's Name		Page Number
Donald Gips	**SCHEDULE A continued** (Use only if needed)	5

#	**Assets and Income** BLOCK A (None ☐)	**Valuation of Assets** at close of reporting period BLOCK B: 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	**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: Dividends	Rent and Royalties	Interest	Capital Gains	Amount: 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	Oppenheimer Quest International Value A Fund (QIVAX)					X								X											X								
2	Seariver Maritime Financial, zero coupon Bond , an affiliate of Exxon Mobil			X																	X												
3	Oppenheimer International Bond Fund (OIBNX) Class N						X							X												X							
4	UBS Select Series II				X									X							X												
5	UBS Activist Partners LLC, Hedge Fund						X							X							X												
6	Met Life Investors class L Shares Variable Annuity, See Attachment B						X							X							X												
7	UBS Scholars Choice 529 College Equity 80% investment Option Class C (1 fund for each of my three dc)						X							X							X												
8	Obama transition																															salary of $13,769.23	
9	Alcon Managed by Neuberger			X																	X												

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Reporting Individual's Name: Donald Gips

SCHEDULE A continued

(Use only if needed)

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

None [ ]

#	Assets and Income (BLOCK A)	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: Dividends	Type: Rent and Royalties	Type: Interest	Type: Capital Gains	Amount: 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	Mindspeed Deferred Directors Fees Aim VI Dynamics Fund (IFDCX)		X											X							X												
2	Mindspeed Deferred Directors Fees Aim VI Financial Services Fund (IFSCX)		X											X							X												
3	Mindspeed Deferred Directors Fees DWS Equity 500 index Fund (BTIIX)		X											X							X												
4	Mindspeed Defered Directors Fees DWS smalll Cap Index Fund (SZCAX)		X											X							X												
5	Mindspeed Deferred Directors Fees Fidelity Contrafund (fcntx)			X										X							X												
6	Mindspeed Deferred Directors Fees Janus Aspen Growth Instl Fund (JAWGX)		X											X							X												
7	Mindspeed Defered Directors Fees T Rowe Price Equity Income Fund (IRPAX)		X											X							X												
8	Mindspeed Defered Directors Fees T Rowe price International Stock Fund (PAITX)		X											X							X												
9	Mindspeed Deferred Directors Fees Vanguard International Growth Adm Fund (VWILX)		X											X							X												

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Reporting Individual's Name: Donald Gips

SCHEDULE A continued

(Use only if needed)

#	Assets and Income (BLOCK A)	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
	None ☐																																
1	Bessemer Venture Partners - LP			X										X						X						X							
2	Columbia Capital Venture Fund LP		X											X							X												
3	Telesoft Venture Fund			X										X						X		X											
4	Skyterra Stock Options vested, value not readily ascertainable, 176,250 shares strike price $2.287, expires 2/14/2014																				X												
5	Gips Management checking Account, Wells Fargo Bank				X														X			X										$5113.03 management fee	
6	Aon managed by Neuberger at UBS		X														X				X												
7	Wells Fargo Bank Accounts (saving and checking)					X													X				X										
8	US Savings Bonds	X																			X												
9	Mindspeed Stock		X																		X												

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Reporting Individual's Name: Donald Gips

SCHEDULE A continued

(Use only if needed)

Assets and Income (BLOCK A) — None ☐

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)

#	Assets and Income	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: Dividends	Type: Rent and Royalties	Type: Interest	Type: Capital Gains	Amount: 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	UBS Pace Large Company Growth Equity Fund (PCLCX) IRA plan		X											X							X												
2	UBS Pace intl Emerging Markets Equity Investment Fund (PWEYX) IRA plan	X												X							X												
3	UBS Pace Large Company Value Equtiy Investment Fund (PLVYX) IRA plan		X											X							X												
4	UBS Pace International Equity Investment Fund Class C (PWGCX) IRA plan		X											X							X												
5	UBS Pace Small/Medium Co Growth Equity Investment Fund IRA plan (PUMBX)	X												X							X												
6	UBS Pace Small/Medium Co Value Equity Investment Fund Class P IRA plan (PVEYX)	X												X							X												
7	UBS Pace Govt Fixed income Investment Fund (PCGTX) IRA plan		X											X							X												
8	UBS Pace Govt Sec Fixed Income Investment Fund (PFXCX) IRA plan		X											X							X												
9	UBS Pace Strategic Fixed Income Investment Fund (PCSIX) IRA plan		X											X							X												

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SCHEDULE A continued

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Income: type and amount. If "None (or less than $201)" is checked, no other entry is needed in Block C for that item.

#	Assets and Income (BLOCK A)	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: Dividends	Type: Rent and Royalties	Type: Interest	Type: Capital Gains	Amount: 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
	None ☐																																
1	Abbott Labs Stock Neuberger managed account		X														X					X											
2	RMA Money Market Portfolio Neuberger managed account			X										X									X										
3	American Tower Corp Class A Neuberger managed account			X																	X												
4	Blackrock Inc Neuberger managed account		X														X					X											
5	Ch Robinson Worldwide Neuberger managed account		X														X			X			X										
6	Covance Neuberger managed account	X																		X			X										
7	Denbury Resources Neuberger managed account	X																		X				X									
8	Ecolab Neuberger managed account		X														X			X		X											
9	Johnson and Johnson Neuberger managed account		X														X					X											

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Reporting Individual's Name: Donald Gips

SCHEDULE A continued

(Use only if needed)

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

None ☐

#	Assets and Income (BLOCK A)	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: Dividends	Type: Rent and Royalties	Type: Interest	Type: Capital Gains	Amount: 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	JP Morgan Chase managed by Neuberger and Berman		x														x			x	x												
2	Kansas City STHN New managed by Neuberger and Berman		x																	x				x									
3	Medco Health Solutions managed by Neuberger and Berman		x																		x												
4	Monsanto managed by Neuberger and Berman		x														x				x												
5	Oracle managed by Neuberger and Berman		x																		x												
6	Pepsico managed by Neuberger and Berman		x														x				x												
7	Procter and Gamble managed by Neuberger and Berman		x														x			x		x											
8	Suncor managed by Neuberger and Berman		x														x			x					x								
9	Walmart managed by Neuberger and Berman		x														x				x												

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SCHEDULE A continued

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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. — BLOCK C

None [ ]

#	Assets and Income (BLOCK A)	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: Dividends	Type: Rent and Royalties	Type: Interest	Type: Capital Gains	Amount: 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	T Rowe Price Mid Cap Value Fund (TRMCX) Level 3 401 K			x										x							x												
2	Enterprise Products managed by Neuberger			x																	x												
3	Plains All America managed by Neuberger			x																	x												
4	RMA Money Market Portfolio managed by Nuveen					x								x								x											
5	Puerto Rico Bldg GTD Ser Muni Bond managed by Nuveen				x														x						x								
6	Colorado ST Higher ED CA ser 2008 bond managed by Nuveen					x													x		x												
7	Denver Co. City and and County WTR co Rev bond managed by Nuveen					x													x						x								
8	Donna Texas Ind Sch Dist bond managed by Nuveen					x													x						x								
9	Douglass Co Colo S/D Bond managed by Nuveen					x													x						x								

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Reporting Individual's Name	SCHEDULE A continued	Page Number
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	Assets and Income BLOCK A None ☐	Valuation of Assets at close of reporting period (BLOCK B): 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	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: Dividends	Rent and Royalties	Interest	Capital Gains	Amount: 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	University Colo Enterprise Sys Rev Bond managed by Nuveen				x														x					x									
2	Denton Co Texas Ser A Bond managed by Nuveen					x													x						x								
3	Garland Texas CFTS Oblig Ser A Bond managed by Nuveen					x													x						x								
4	Denver Colo City and County Ser A Rev Bond managed by Nuveen				x														x						x								
5	Boulder Larimer Weld Co ST Vrain 03 MBIA be/r Bond managed by Nuveen					x													x						x								
6	Mesa County Colo vy SD 51 Ser a MBIA B/E Bond managed by Nuveen				x														x					x									
7	Jefferson Cnty Co S/D NO R-001 FSA B/E Bond managed by Nuveen					x													x						x								
8	ADAMS County Colo School District FSA B/E Bond managed by Nuveen					x													x						x								
9	Colorado Health Facs Auth 2008 RV BE/R Bond managed by Nuveen					x													x					x									

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SCHEDULE A continued
(Use only if needed)

Income: type and amount. If "None (or less than $201)" is checked, no other entry is needed in Block C for that item.

	Assets and Income (BLOCK A)	Valuation of Assets at close of reporting period (BLOCK B): 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	Income Type (BLOCK C): Dividends	Rent and Royalties	Interest	Capital Gains	Income Amount: 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
	None ☐																																
1	Neuberger Berman Instl Liquidity Series Intstl casj Gips Partnership Interest					x								x										x									
2	Amdocs Gips Partnership Interest		x																		x												
3	ABB Gips Partnership Interest		x																x	x					x								
4	Arris Group Gips Partnership Interest		x																		x												
5	Cisco Systems Gips Partnership Interest		x																		x												
6	Charles River laboratories Gips Partnershp Interest		x																		x												
7	Chevron Gips Partnership Interest		x														x			x						x							
8	Canadian National Railroad Gips Partnership Interest	x																		x					x								
9	Corinthian Colleges inc Gips Partnership Interest	x																		x					x								

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SCHEDULE A continued

(Use only if needed)

#	Assets and Income (BLOCK A)	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
	None ☐																																
1	Dresser Rand Group inc Gips Partnershp Interest		X																		X												
2	EMC Corp Gips Partnershp Interest		X																		X												
3	EOG Res Inc Gips Partnershp Interest		X														X			X	X												
4	IBM Gips Partnership interest	X																		X					X								
5	Kennametal Gips Partnership interest	X																		X				X									
6	Itt Industries Gips Partnershp Interest		X														X			X	X												
7	Johnson and Johnson Gips Partnershp Interest		X														X			X					X								
8	Millipore Gips Partnershp Interest	X															X			X			X										
9	Oracle Gips Partnership interest		X																	X	X												

Income: type and amount. If "None (or less than $201)" is checked, no other entry is needed in Block C for that item.

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SCHEDULE A continued

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Income: type and amount. If "None (or less than $201)" is checked, no other entry is needed in Block C for that item.

None ☐

#	Assets and Income (BLOCK A)	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: Dividends	Type: Rent and Royalties	Type: Interest	Type: Capital Gains	Amount: 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	NBTY Inc Gips Partnership Interest		X																	X	X												
2	Novartis sponsored ADR Gips Partnership Interest		X														X			X	X												
3	petsmart inc Gips Partnership Interest		X														X				X												
4	Reinsurance Group of America Gips Partnership Interest	X		X													X			X			X										
5	Talisman Energy Inc Gips Partnership Interest		X														X			X			X										
6	US Treasury Bills Gips Partnership Interest					X													X				X										
7	Plains All America Pipeline Gips Partnership Interest		X														X			X			X										
8	VCA Antech Inc Gips Partnership Interest		X																	X	X												
9	Wilbros Group inc Gips Partnership Interest		X																	X					X								

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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. BLOCK C

None: ☐

#	Assets and Income	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: Dividends	Type: Rent and Royalties	Type: Interest	Type: Capital Gains	Amount: 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	Transoceanic Inc Ser A, CVRT Sr Notes Gips Partnership Interest			X															X			X											
2	Federal Farm Credit Bank Notes Gips Partnership Interest	X																	X				X										
3	Federal Home Loan Bank Notes Gips Partnership Interest	X																	X				X										
4	Expeditors International managed by Neuberger	X															X			X				X									
5	Arapohoe County Co SD No 5 Bond managed by Nuveen	X																	X	X			X										
6	General Electirc Cap Corp Bonds Gips Partnership Interest			X															X			X											
7	Goldman Sachs Group Inc Bonds Gips Partnership Interest			X															X			X											
8	Pfizer Inc Bonds Gips partnership Interest		X																X			X											
9	Davis New York Ventures A Fund UBS IRA		X											X							X												

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SCHEDULE A continued

(Use only if needed)

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)

None ☐

#	Assets and Income (BLOCK A)	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: Dividends	Type: Rent and Royalties	Type: Interest	Type: Capital Gains	Amount: 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	BHP Billiton managed by Neuberger		x																		x												
2	Colgate managed by Neuberger		x														x				x												
3	Enbridge managed by Neuberger		x																		x												
4	Expeditors Intel managed by Neuberger		x														x			x				x									
5	General Electric managed by Neuberger		x																		x												
6	Goldman Sachs managed by Neuberger		x																		x												
7	Hewlett Packard managed by Neuberger		x																		x												
8	HSBC Holdings managed by Neuberger	x															x			x		x											
9	Lockheed Martin managed by Neuberger		x														x				x												

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Reporting Individual's Name: Donald Gips

SCHEDULE A continued

(Use only if needed)

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

None ☐

#	Assets and Income (BLOCK A)	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: Dividends	Type: Rent and Royalties	Type: Interest	Type: Capital Gains	Amount: 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	Petroleo Brasillero managed by Neuberger		X																		X												
2	Qualcomm Inc managed by Neuberger		X																		X												
3	Range Resources managed by Neuberger		X														X				X												
4																																	
5																																	
6																																	
7																																	
8																																	
9																																	

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Do not Complete Schedule B if you are a new entrant, nominee, Vice Presidential or Presidential Candidate

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Donald Gips	SCHEDULE B	19

Part I: Transactions

None ☐

Report any purchase, sale, or exchange by you, your spouse, or dependent children during the reporting period of any real property, stocks, bonds, commodity futures, and other securities when the amount of the transaction exceeded $1,000. Include transactions that resulted in a loss. Do not report a transaction involving property used solely as your personal residence, or a transaction solely between you, your spouse, or dependent child. Check the "Certificate of divestiture" block to indicate sales made pursuant to a certificate of divestiture from OGE.

	Identification of Assets	Transaction Type (x): Purchase	Sale	Exchange	Date (Mo., Day, Yr.)	Amount of Transaction (x): $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	Certificate of divestiture
Example:	Central Airlines Common	x			2/1/99			x									
1																	
2																	
3																	
4																	
5																	

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

Part II: Gifts, Reimbursements, and Travel Expenses

For you, your spouse and dependent children, report the source, a brief description, and the value of: (1) gifts (such as tangible items, transportation, lodging, food, or entertainment) received from one source totaling more than $260; and (2) travel-related cash reimbursements received from one source totaling more than $260. For conflicts analysis, it is helpful to indicate a basis for receipt, such as personal friend, agency approval under 5 U.S.C. § 4111 or other statutory authority, etc. For travel-related gifts and reimbursements, include travel itinerary, dates, and the nature of expenses provided. **Exclude** anything given to you by the U.S. Government; given to your agency in connection with official travel; received from relatives; received by your spouse or dependent child totally independent of their relationship to you; or provided as personal hospitality at the donor's residence. Also, for purposes of aggregating gifts to determine the total value from one source, exclude items worth $104 or less. See instructions for other exclusions.

None ☐

	Source *(Name and Address)*	Brief Description	Value
Examples:	Nat'l Assn. of Rock Collectors, NY, NY	Airline ticket, hotel room & meals incident to national conference 6/15/99 (personal activity unrelated to duty)	$500
	Frank Jones, San Francisco, CA	Leather briefcase (personal friend)	$300
1			
2			
3			
4			
5			

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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 [x]

	Creditors (Name and Address)	Type of Liability	Date Incurred	Interest Rate	Term if applicable	$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
Examples:	First District Bank, Washington, DC	Mortgage on rental property, Delaware	1991	8%	25 yrs.			x								
	John Jones, 123 J St., Washington, DC	Promissory note	1999	10 %	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 [ ]

	Status and Terms of any Agreement or Arrangement	Parties	Date
Example:	Pursuant to partnership agreement, will receive lump sum payment of capital account & partnership share calculated on service performed through 1/00.	Doe Jones & Smith, Hometown, State	7/85
1	Level 3. Resigned. Continued participation in 401K plan. No further contributions. All assets reported on Schedule A. Will retain my stock options in Level-3.	Level 3, Broomfield CO	1/12/2009
2	Continued participation in Mindspeed deferred compensation plan. No further contributions. All assets reported on Schedule A.	Mindspeed Corp. Newport Beach CA	1/18/2009
3	Continued participation in McKinsey 401K plan. No further contributions. All assets reported on Schedule A	McKinsey and Company, New York, NY	10/1993
4	Will retain my stock options in Skyterra.	Skyterra Communications, Reston, VA	12/2001
5			
6			

Prior Editions Cannot Be Used.

Reporting Individual's Name: Donald Gips

SCHEDULE D

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	President, Gips Management. Resigned Boulder, CO	Family Partnership	President	2/02	1/19/09
2	Transition Advisory Board. Resigned Washington, DC	Non Profit, set up to govern transition	Board Member	7/08	1/19/09
3	Level 3. Resigned Broomfield, CO	Public Corporation	Group Vice President Corporate Development	9/98	1/12/09
4	Mindspeed Corporation. Resigned Newport Beach, CA	Public Corporation	Board Member	5/2004	1/18/09
5	Mobile Satellite Ventures. Resigned. Washington, DC	Private Corporation	Board Member	12/2001	11/2008
6	Samuel Berry Gips 1999 Trust	Trust	Trustee	1999	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	Level 3 Communciations, Broomfield CO	Employee leading Corporate Development and Strategy efforts
2	Mindspeed Corporation, Newport Beach, CA	Board member
3	Gips Management, Washington, DC	President of Family Partnership
4	Obama Transition	Board member and staff member
5	Mobile Satellite Ventures	Board Member
6		

Reporting Individual's Name		Page Number
Donald Gips	**SCHEDULE D**	22

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 offic 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
	Peter Charles Gips 1999 Trust	Trust	Trustee	1999	Present
	Benjamin Walter Gips 1999 Trust	Trust	Trustee	1999	Present
	University of Colorado Telecommunications Program Boulder, CO (Resigned)	University	Member, Advisory Board	01/01	01/09
	Silicon Flatirons Center for Law Boulder, CO (Resigned)	University	Member, Advisory Board	11/00	01/09
	Governor's Innovation Council Denver, CO (Resigned)	Government Council	Member, Advisory Board	11/07	01/09

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 the reporting period. This includes the names of clients and customers of any corporation, firm, partnership, or other business enterprise, or any oth organization when you directly provided the services generating a fee of more than $5,000. You need not report the U.S. Government as a s

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
Exampl	Doe Jones & Smith, Hometown, State	Legal services
	Metro University (client of Doe Jones & Smith), Moneytown, State	Legal services in connection with university construction
1		
2		
3		
4		
5		
6		

Donald Gips

Level 3 Stock Options – ATTACHMENT 1 to Schedule A, Page 3, Item 9.

Level 3 vested stock options: 5,749 shares
@ $2.03, granted 71/2005 exp. 7/1/2009

Level 3 vested stock options: 5,879 shares
@ $2.32, granted 10/1/2005 exp. 10/1/2009

Level 3 vested stock options: 23,000 shares
@ 2.87, granted 1/1/2006; exp. 1/1/2010

Level 3 vested stock options: 29,000 shares
@ $5.18 granted 4/1/2006 exp. 1/11/2010

Level 3 vested stock options: 29,000 shares
@ $4.44 granted 7/1/2006, exp. 1/11/2010

Level 3 vested stock options: 23,000 shares
@ $5.39 granted 10/1/2006, exp. 1/11/2010

Total Options: 109.879 / **Total Vested**: 109,879 / **Total Unvested**: 0 / **Price of Stock** (as of 15/8/2009): $1.18

ATCH B

MetLife Moderate Allocation Portfolio Allocations
(estimated percentages)

Western Asset Management U.S. Government Portfolio	2%	EIF
PIMCO Inflation Protected Bond Portfolio	1%	EIF
PIMCO Total Return Portfolio	21%	EIF
Western Asset Management Strategic Bond Opportunities Portfolio	10%	EIF
BlackRock High Yield Portfolio	1%	EIF
Lord Abbett Bond Debenture Portfolio	2%	EIF
Harris Oakmark International Portfolio	3%	EIF
Julius Baer International tock Portfolio	4%	EIF
Met/Dimensional International Small Company	2%	EIF
Van Eck global Natural Resources Portfolio	1%	EIF
BlackRock Large Cap Core Portfolio	3%	EIF
BlackRock Large Cap Value Portfolio	6%	EIF
Davis Venture Value Portfolio	7%	EIF
Jennison Growth Portfolio	4%	EIF
Legg Mason Value Equity Portfolio	3%	EIF
MetLife Stock Index Portfolio	5%	EIF
T. Rowe Price Large Cap Growth Portfolio	4%	EIF
Clarion Global Real Estate Portfolio	1%	EIF
FI Mid Cap Opportunities Portfolio	2%	EIF
Lazard Mid-Cap Portfolio	3%	EIF
Neuberger Berman Mid Cap Value Portfolio	3%	EIF
Dreman Small-Cap Portfolio	3%	EIF
MET/AIM Small Cap Growth Portfolio	2%	EIF
Russell 2000 Index Portfolio	2%	EIF