

**FINANCIAL DISCLOSURE REPORT
FOR CALENDAR YEAR 2010**

Report Required by the Ethics
in Government Act of 1978
(5 U.S.C. app. §§ 101-111)

1. Person Reporting (last name, first, middle initial) ROSENTHAL, LEE H.	2. Court or Organization U.S.D.C.-S.D.TX	3. Date of Report 08/12/2011
4. Title (Article III judges indicate active or senior status; magistrate judges indicate full- or part-time) U.S.DISTRICT JUDGE-ACTIVE	5a. Report Type (check appropriate type) <input type="checkbox"/> Nomination, Date <input type="checkbox"/> Initial <input checked="" type="checkbox"/> Annual <input type="checkbox"/> Final 5b. <input type="checkbox"/> Amended Report	6. Reporting Period 01/01/2010 to 12/31/2010
7. Chambers or Office Address 515 RUSK ROOM 11535 HOUSTON, TEXAS 77002	8. On the basis of the information contained in this Report and any modifications pertaining thereto, it is, in my opinion, in compliance with applicable laws and regulations. Reviewing Officer _____ Date _____	
IMPORTANT NOTES: The instructions accompanying this form must be followed. Complete all parts, checking the NONE box for each part where you have no reportable information. Sign on last page.		

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

NONE (No reportable positions.)

<u>POSITION</u>	<u>NAME OF ORGANIZATION/ENTITY</u>
1. MEMBER, BOARD OF TRUSTEES	THE KINKAID SCHOOL
2. MEMBER, BOARD OF OVERSEERS	THE RAND INSTITUTE FOR CIVIL JUSTICE
3. MEMBER, BOARD OF TRUSTEES	RICE UNIVERSITY
4. MEMBER, BOARD OF TRUSTEES	CENTER FOR AMERICAN AND INTERNATIONAL LAW
5.	

II. AGREEMENTS. (Reporting individual only; see pp. 14-16 of filing instructions.)

NONE (No reportable agreements.)

<u>DATE</u>	<u>PARTIES AND TERMS</u>
1.	
2.	
3.	

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Name of Person Reporting ROSENTHAL, LEE H.	Date of Report 08/12/2011
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III. NON-INVESTMENT INCOME. (Reporting individual and spouse; see pp. 17-24 of filing instructions.)

A. Filer's Non-Investment Income

NONE (No reportable non-investment income.)

<u>DATE</u>	<u>SOURCE AND TYPE</u>	<u>INCOME</u> (yours, not spouse's)
1. 2010	UNIVERSITY OF HOUSTON LAW FOUNDATION	\$3,200.00
2.		
3.		
4.		

B. Spouse's Non-Investment Income - If you were married during any portion of the reporting year, complete this section.

(Dollar amount not required except for honoraria.)

NONE (No reportable non-investment income.)

<u>DATE</u>	<u>SOURCE AND TYPE</u>
1. 2010	██████████ DIRECTOR'S FEES
2. 2010	██████████ PARTNER DISTRIBUTION
3.	
4.	

IV. REIMBURSEMENTS – transportation, lodging, food, entertainment.

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

NONE (No reportable reimbursements.)

	<u>SOURCE</u>	<u>DATES</u>	<u>LOCATION</u>	<u>PURPOSE</u>	<u>ITEMS PAID OR PROVIDED</u>
1.	PENN STATE LAW SCHOOL	MARCH 25-26, 2011	PHILADELPHIA, PA	PANELIST	AIRFARE & GROUND TRANSPORTATION
2.	DEFENSE RESEARCH INSTITUTE	APRIL 6-7, 2011	LAS VEGAS, NV	PANELIST	AIRFARE, MEALS & GROUND TRANSPORTATION
3.	SEDONA CONFERENCE	APRIL 7-9, 2011	PHOENIX, AZ	PANELIST	AIRFARE, MEALS & GROUND TRANSPORTATION
4.	AMERICAN BAR ASSOCIATION	JUNE 17-19, 2011	WHISTLER, CANADA	SPEAKER	AIRFARE, MEALS & GROUND TRANSPORTATION
5.	AMERICAN LAW INSTITUTE	SEPTEMBER 11-12, 2011	PHILADELPHIA, PA	ADVISERS MEETING	AIRFARE, HOTEL & GROUND TRANSPORTATION

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6. AMERICAN LAW INSTITUTE	OCTOBER 20-22, 2011	NEW YORK, NY	COUNCIL MEETING	AIRFARE, HOTEL & GROUND TRANSPORTATION
7. UNIVERSITY OF TEXAS LAW SCHOOL	NOVEMBER 2-3, 2011	AUSTIN, TX	SPEAKER	AIRFARE & GROUND TRANSPORTATION
8. GEORGETOWN UNIVERSITY LAW SCHOOL	NOVEMBER 17-19, 2011	WASHINGTON, DC	PANELIST	AIRFARE, MEALS & GROUND TRANSPORTATION
9. LAWYERS FOR CIVIL JUSTICE	DECEMBER 2, 2011	NEW YORK, NY	SPEAKER	AIRFARE & GROUND TRANSPORTATION
10. YALE LAW SCHOOL	DECEMBER 2-3, 2011	NEW HAVEN, CT	SPEAKER	AIRFARE & GROUND TRANSPORTATION
11. GEORGE MASON UNIVERSITY	DECEMBER 5-6, 2011	WASHINGTON, DC	SPEAKER	AIRFARE & GROUND TRANSPORTATION

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

NONE *(No reportable gifts.)*

	<u>SOURCE</u>	<u>DESCRIPTION</u>	<u>VALUE</u>
1.			
2.			
3.			
4.			
5.			

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

NONE *(No reportable liabilities.)*

	<u>CREDITOR</u>	<u>DESCRIPTION</u>	<u>VALUE CODE</u>
1.			
2.			
3.			
4.			
5.			

FINANCIAL DISCLOSURE REPORT (cont'd)

Name of Person Reporting Lee H. Rosenthal	Date of Report 8/12/2011
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VII. INVESTMENTS AND TRUSTS -- income, value, transactions.
(Includes those of spouse and dependent children; see pp. 34-60 of Instructions).

A. Description of Assets (including trust assets)	B. Income during reporting period		C. Gross value at end of reporting period		D. Transactions during reporting period					
	(1) Amt. Code 1 (A-H)	(2) Type (e.g., div., rent or int.)	(1) Value Code 2 (J-P)	(2) Value Method Code 3 (Q-W)	(1) Type (e.g., buy, sell, merger, redemption)	If not exempt from disclosure				
						(2) Date: Month-Day	(3) Value Code 2 (J-P)	(4) Gain Code 1 (A-H)	(5) Identity of buyer/seller (if private transaction)	
Place "(X)" after each asset exempt from prior disclosure.										
Goldman Sachs Bank	A	div/int			closed	7/2	J			
Amegy Bank Account	D	int	O	T	redeem	2/16	L			
Alief TX ISD 5.60% due 2/15/14	C	int	N	T						
Arkansas St College 0.00% due 6/1/15	D	None	N	T	buy	1/25	N			
Austin TX Wtr 5.00% due 5/15/35		int	N	T						
Azle TX ISD 0.00% due 2/15/14	E	None	N	T						
Bexar Cty, TX GO 5.25% due 6/15/23	D	int	N	T						
Brazos Cty, TX 5.00% due 9/1/25	D	int	N	T						
Chicago Brd Ed 0.00% due 12/1/19	E	None	L	T						
Clackamas OR Cmty Col 5.25% due 6/15/11	E	int	N	T						
College Station ISD 4.6250% due 9/15/20	D	int	N	T						
Dallas, TX 5.00% due 2/15/24	D	int	N	T	buy	6/24	N			
Denton, TX ISD 0.00% due 8/15/23		None	N	T						
District Columbia 5.00% due 6/1/17	E	int	N	T						
Ft. Bend TX ISD 0.00% due 8/15/15		None	M	T						
Grand Prairie, TX ISD 0.00% due 8/15/33		None	M	T						
Grapevine-Colleyville ISD 0.00% due 8/15/23		None	M	T						
Harris Cty, TX, 3.25% due 10/1/12	D	int	N	T						
Harris Cty, TX, 5.75% due 10/1/14	E	int	N	T						
Harris Cty, TX, 5.00% due 10/1/19	D	int	N	T						

1 Income/Gain Codes: A=\$1,000 or less; B=\$1,000-\$2,500; C=\$2,501-\$5,000; D=\$5,001-\$15,000; E=\$15,001-\$50,000; F=\$50,001-\$100,000; G=\$100,001-\$1,000,000; H1=\$1,000,001-\$5,000,000; H2=More than \$5,000,000

2 Value Codes: J=\$15,000 or less; K=\$15,001-\$50,000; L=\$50,001 to \$100,000; M=\$100,001-\$250,000; N=\$250,001-\$500,000; O=\$500,001-\$1,000,000; P1=\$1,000,001-\$5,000,000; P2=\$5,000,001-\$25,000,000; P3=\$25,000,001-\$50,000,000; P4=\$50,000,000 or more

3 Value Method Codes: Q=Appraisal; R=Cost (Real Estate Only); S=Assessment; T=Cash/Market; U=Book Value; V=Other; W=Estimated

See explanatory footnotes on page 22.

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Place "(X)" after each asset exempt from prior disclosure.									
Harris Cty, TX, 5.75% due 10/1/20	D	int	M	T					
Houston, TX ISD 5.00% due 2/15/22	D	int	M	T					
Houston, TX Wtr-Swr 5.50% due 12/1/11	E	int	O	T					
Houston, TX Wtr-Swr 5.00% due 12/1/30	E	int	O	T					
Houston, TX Pub Impt 5.375% due 3/1/15	D	int	M	T					
Houston, TX Pub Impt 5.00% due 3/1/20	E	int	O	T					
Laredo TX ISD 0.00% due 08/01/23		None	M	T					
Leander TX ISD 0.00% due 8/15/20		None	M	T					
Leander TX ISD 0.00% due 8/15/22		None	M	T					
Leander TX ISD 0.00% due 8/15/23		None	N	T					
Leander TX ISD 0.00% due 8/15/25		None	N	T					
Lewisville TX ISD 0.00% due 8/15/21		None	O	T					
Massachusetts St. Ons 5.25% due 11/1/30	E	int	O	T					
Massachusetts St Spi Obg 5.00% due 6/1/21	D	int	N	T					
Mesquite TX ISD 0.00% due 8/15/32		None	M	T					
Midlothian TX ISD 0.00% due 2/15/22		None	N	T					
New Haven, MI Schs 5.25% due 5/1/22	E	int	O	T					
Northwest, TX ISD 5.00% due 2/15/16	D	int	M	T					
Piano TX 5.00% due 9/1/18	D	int	M	T					
Royse City, TX ISD 0.00% due 8/15/25		None	N	T					
					buy	8/2		N	

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2 Value Codes: J=\$15,000 or less; K=\$15,001-\$50,000; L=\$50,001 to \$100,000; M=\$100,001-\$250,000; N=\$250,001-\$500,000; O=\$500,001-1,000,000; P1=\$1,000,001-\$5,000,000; P2=\$5,000,001-\$25,000,000; P3=\$25,000,001-\$50,000,000; P4=\$50,000,000 or more

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A. Description of Assets (including trust assets)	B. Income during reporting period		C. Gross value at end of reporting period	D. Transactions during reporting period					
	(1) Amt. Code 1 (A-H)	(2) Type (e.g., div., rent or int.)		(1) Value Code 2 (J-P)	(2) Type (e.g., buy, sell merger, redemp- tion)	If not exempt from disclosure			(5) Identity of buyer/seller (if private transaction)
						(3) Value Code 2 (J-P)	(4) Gain Code 1 (A-H)	(2) Date: Month- Day	
Place "(X)" after each asset exempt from prior disclosure.									
Schertz-Cibolo-Univl City, TX 0.00% due 2/1/24		None	M	T					
Schertz-Cibolo-Univl City, TX 0.00% due 2/1/25		None	M	T					
Snohomish City WA ISD 5.25% due 12/1/24	D	int	N	T					
St of Florida 6.375% due 7/1/12	E	int	O	T					
St of Illinois 5.00% due 6/1/22	D	int	M	T					
St of Washington BO 0.00% due 12/01/21		None	O	T					
Texarkana, TX ISD 0.00% due 2/15/26		None	M	T					
TX Water Dev 5.00% due 10/1/23	D	int	M	T					
University TX Univ 5.25% due 7/1/21	E	int	N	T					
Weatherford, TX ISD 0.00% due 2/15/28		None	M	T					
Wylie, TX ISD 0.00% due 8/15/17		None	M	T					
Wylie, TX ISD 0.00% due 8/15/19		None	N	T					
Wylie, TX ISD 0.00% due 8/15/23		None	M	T					
JP Morgan Chase-Checking		None	J	T					
HSA Bank	A	int	K	T					
Merrill Lynch Reserves (SP)	A	int	M	T					
Amegy Bank Account									combined with Line 2, Amegy Bank
Amegy Bank Account (SP)									combined with Line 2, Amegy Bank
American Express Bank, FSB									
AIF V Private Investors LLC	B	int	P1	T			open	12/2	P1
AIF VI Private Investors LLC		(1) (a)	(1) (a)	(1) (a)					

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2 Value Codes: J=\$15,000 or less; K=\$15,001-\$50,000; L=\$50,001 to \$100,000; M=\$100,001-\$250,000; N=\$250,001-\$500,000; O=\$500,001-1,000,000; P1=\$1,000,001-\$5,000,000; P2=\$5,000,001-\$25,000,000; P3=\$25,000,001-\$50,000,000; P4=\$50,000,000 or more

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						(2) Date: Month- Day	(3) Value Code 2 (J-P)	(4) Gain Code 1 (A-H)	(5) Identity of buyer/seller (if private transaction)
AIF VII Private Investors LLC	(1)(a)	(1)(a)	(1)(a)	(1)(a)					
APAX Europe VII Private Investors, LLC	(1)(a)	(1)(a)	(1)(a)	(1)(a)					
Atlantic Trust Company, N.A.	A	div	J	T					
Avalon Advisors, L.P.	(1)	(1)	K	U(1)	sell	(1)	K		
Blackstone Natural Resources I, LP	(13)	(13)	N	U(13)	sell	(13)	M		
Blackstone Natural Resources II, LP	(13)	(13)	M	U(13)	sell	(13)	K		
Blackstone Natural Resources III, LP	(13)	(13)	N	U(13)	sell	(13)	K		
Blackstone Hatfield Royalty, L.P.	(13)	(13)	L	U(13)	sell	(13)	J		
Blackstone Ivory Working Interests, LP	(13)	(13)	M	U(13)					
Blackstone Overline Acquisition, L.P.	(13)	(13)	L	U(13)	sell	(13)	K		
Blackstone Ivory Acquisition Partners, L.P. (direct)	G	rents, royalties	PI	Q(13)					
Blackstone O'Connell Partners, LP	(13)	(13)	M	U(13)	sell	(13)	J		
Blackstone Raptor, L.P.	(13)	(13)	N	U(13)	buy	(13)	N		
Arrowhead Research Corp		None	J	(1)					
Carlyle Asia Partners II	(1)(a)	(1)(a)	(1)(a)	(1)(a)					
Carlyle Japan International Partners II, L.P.	(1)	(1)	L	U(1)	buy	(1)	J		
CD&R Fund VII Private Investors, LLC	(1)(a)	(1)(a)	(1)(a)	(1)(a)	buy				
CB-Common		None	M	T	buy	11/17	M		
Emerald Marina Bay	(1)	(1)	M	U(1)					
Emerald Cambridge	(1)	(1)	J	U(1)					

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VIL INVESTMENTS AND TRUSTS -- income, value, transactions.
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					(1) Type (e.g., buy, sell merger, redemption)	(2) Date: Month- Day (2)	(3) Value Code 2 (J-P)	(4) Gain Code 1 (A-H)	(5) Identity of buyer/seller (if private transaction)
Emerald Marina Cove		(1)	J	U(1)					
Emerald Marina Shores		(1)	J	U(1)					
Energy Capital Investors Fund, LLC		(1)	M	U(1)	buy	(1)	K		distribution from CapStreet II, L.P.
EQIX-Common		None	M	T	distribution	5/25	K		distribution from CapStreet Parallel II, L.P.
FAIRX-Common	E	div	N	T	distribution	5/25	K		
FDC Group McKinney, Ltd		(1)	M	U(1)	partial buy	8/25	K		
First Reserve Fund XI, L.P.		(1)	N	U(1)	buy	3/15	L		
First Reserve Fund XII, L.P.		(1)	M	U(1)	partial buy	4/5	L		
Goldman Sachs Bank		int/div	K	T	partial buy	4/29	K		
Goldman Mt. Kellett	A	(1)(a)	(1)(a)	(1)(a)	partial buy	11/8	L		
Hawkins Investment Partnership		(1)	P2	U(1)	sell	(1)	J		
[REDACTED]		(1)	J	U(1)	buy	(1)	L		
[REDACTED]		(1)	J	U(1)	partial buy	6/20	K		
[REDACTED]		(1)	J	U(1)	partial buy	12/15	K		

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HMTF Europe Private Fund

HMTF Fund IV

INTC-Common

IXC-Common

IYK-Common

JPMorgan Chase Investment Account

KKR 2006 Private Investors, LLC

Merrill Lynch Reserves (CMA)

Common

Neffis Holdings, LLC

NSRGY ADR

NTRS-Common

Options

1 Income/Gain Codes: A=\$1,000 or less; B=\$1,000-\$2,500; C=\$2,501-\$5,000; D=\$5,001-\$15,000; E=\$15,001-\$50,000; F=\$50,001-\$100,000; G=\$100,001-\$1,000,000; H1=\$1,000,001-\$5,000,000; H2=More than \$5,000,000

2 Value Codes: J=\$15,000 or less; K=\$15,001-\$50,000; L=\$50,001 to \$100,000; M=\$100,001-\$250,000; N=\$250,001-\$500,000; O=\$500,001-1,000,000; P1=\$1,000,001-\$5,000,000; P2=\$5,000,001-\$25,000,000; P3=\$25,000,001-\$50,000,000; P4=\$50,000,000 or more

3 Value Method Codes: Q=Appraisal; R=Cost (Real Estate Only); S=Assessment; T=Cash/Market; U=Book Value; V=Other; W=Estimated
See explanatory footnotes on page 22.

FINANCIAL DISCLOSURE REPORT (cont'd)

Name of Person Reporting
Lee H. Rosenthal

Date of Report
8/12/2011

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

A. Description of Assets (including trust assets) Place "(X)" after each asset exempt from prior disclosure.	B. Income during reporting period		C. Gross value at end of reporting period		D. Transactions during reporting period				
	(1) Amt. Code 1 (A-H)	(2) Type (e.g., div., rent or int.)	(1) Value Code 2 (J-P)	(2) Value Method Code 3 (Q-W)	(1) Type (e.g. buy, sell merger, redemption)	If not exempt from disclosure			
						(2) Date: Month- Day (2)	(3) Value Code 2 (J-P)	(4) Gain Code 1 (A-H)	(5) Identity of buyer/seller (if private transaction)
Options (cont'd)					exercise	11/15	L	F	
		None	(9)	(9)	exercise	12/2	L	F	
-Restricted Stock		None	(9)	(9)	buy	11/17	M		
-Common		None	O	T	buy	11/17	M		
PEP-Common		None	M	T	sell	(1)	K		
PG-Common		None	M	T	sell	(1)	M		
Platform Partners, LLC		(1)	O	U(1)	sell	(1)	K		
SCFIV-3i, L.P.		(1)	L	U(1)	sell	(1)	M		
SCF-V, L.P.		(1)	M	U(1)	buy	(1)	K		
SCF-VI, L.P.		(1)	M	U(1)	buy	(1)	J		
SCF-VII, L.P.		(1)	M	U(1)	buy	(1)	M		
Seminole		(13) (a)	(13) (a)	(13) (a)					
SJKI-Common		None	K	T	sell	(1)	J		
SRE Properties, LP		(1)	J	U(1)					
		(1)	O	U(1)					
		(1)	L	U(1)	partial sell	(1)	M		
		(1)	K	U(1)	partial sell	(1)	K		
		(1)	J	U(1)	buy	(1)	J		
		(1)	P1	U(1)	partial sell	6/11	K		
		(1)		U(1)	partial sell	8/12	N		
					partial sell	9/17	M		

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See explanatory footnotes on page 22.

FINANCIAL DISCLOSURE REPORT (cont'd)

Name of Person Reporting Lee H. Rosenthal	Date of Report 8/12/2011
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VII. INVESTMENTS AND TRUSTS -- income, value, transactions.
(Includes those of spouse and dependent children; see pp. 34-60 of Instructions).

A. Description of Assets (including trust assets)	B. Income during reporting period		C. Gross value at end of reporting period		D. Transactions during reporting period									
	(1) Amt. Code 1 (A-H)	(2) Type (e.g., div., rent or int.) (1)	(1) Value Code 2 (J-P)	(2) Value Method Code 3 (Q-W)	(1) Type (e.g., buy, sell merger, redemp- tion)	If not exempt from disclosure								
						(2) Date: Month- Day	(3) Value Code 2 (J-P)	(4) Gain Code 1 (A-H)	(5) Identity of buyer/seller (if private transaction)					
Place "(X)" after each asset exempt from prior disclosure.														
II, LP		(1)	L	U(1)	partial buy	1/6	J							
					partial buy	3/22	J							
					partial buy	7/16	M							
					partial sell	4/13	J							
					partial sell	9/17	K							
		(1)	K	U(1)	partial buy	3/22	J							
					partial buy	7/16	K							
					partial buy	7/29	K							
					partial sell	4/13	J							
					partial sell	9/17	J							
		(1)	M	U(1)	partial buy	12/10	N							
GP, LP														
		(1)	K	U(1)										
		(1)	M	U(1)										
		(1)	K	U(1)										
		(1)	J	U(1)										
		(1)	J	U(1)										
		(1)	N	U(1)										
		(1)	O	U(1)										
		(1)	J	U(1)										
		(1)	O	U(1)										
		(1)	L	U(1)										
		(1)	M	U(1)										

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See explanatory footnotes on page 22.

FINANCIAL DISCLOSURE REPORT (cont'd)

Name of Person Reporting: Lee H. Rosenthal	Date of Report: 8/12/2011
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VII. INVESTMENTS AND TRUSTS -- income, value, transactions.
(Includes those of spouse and dependent children; see pp. 34-60 of Instructions).

A. Description of Assets (including trust assets) Place "(X)" after each asset exempt from prior disclosure.	B. Income during reporting period		C. Gross value at end of reporting period		D. Transactions during reporting period						
	(1) Amt. Code 1 (A-H)	(2) Type (e.g., div., rent or int.)	(1) Value Code 2 (J-P)	(2) Value Method Code 3 (Q-W)	(1) Type (e.g., buy, sell merger, redemption)	If not exempt from disclosure				(5) Identity of buyer/seller (if private transaction)	
						(2) Date: Month- Day	(3) Value Code 2 (J-P)	(4) Gain Code 1 (A-H)	(5)		
[REDACTED]											
Sternhill Affiliates I, LP		(1)	M	U(1)							
Sternhill Partners I, LP		(1)	N	U(1)							
CapStreet II, LP	A	div/int	M	T							
CapStreet Parallel II, LP		(1)	K	U(1)		(1)	M				distribution to filer
JP Morgan Chase-Checking, Houston, TX	A	int	J	T		5/25	K				distribution to filer
JP Morgan Chase-Checking, Houston, TX-S	A	int	J	T		(1)	N				
TROW-Common	C	div	N	T		5/25	K				
VIG-ETF	C	div	N	T							
VWNAX-Mutual Fund	D	div/int		T							
VMSXX-Mutual Fund	C	div/int	O	T							
VTCLX-Mutual Fund	A	div/int	P1	T							

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FINANCIAL DISCLOSURE REPORT (cont'd)

Name of Person Reporting Lee H. Rosenthal	Date of Report 8/12/2011
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VII. INVESTMENTS AND TRUSTS - income, value, transactions.
(Includes those of spouse and dependent children; see pp. 34-60 of Instructions).

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	(1) Amt. Code 1 (A-H)	(2) Type (e.g., div., rent or int.)	(1) Value Code 2 (J-P)	(2) Value Method Code 3 (Q-W)	(1) Type (e.g., buy, sell merger, redemp- tion)	(2) Date: Month- Day	(3) Value Code 2 (J-P)	(4) Gain Code 1 (A-H)	(5) Identity of buyer/seller (if private transaction)
VUSXX-Mutual Fund	A	div/int	J	T	partial sell	11/16	N		
VWLUX-Mutual Fund	F	div/int	J	T	partial sell	11/16	O		
VLCAX-Mutual Fund	D	div/int	N	T	sell	11/16	M		
WLR Recovery IV Investors, LLC		(1)	M	U(1)	buy	(1)	J		
Certain LLC 1/18		(13)	J	U(13)					
Certain Limited Partners 1/39		(13)	K	U(13)					
Certain Limited Partners 2/54		(1)	M	U(1)	buy	(13)	J		
- Elliott Associates, L.P.		(13)	M	U(13)	sell	(13)	M		
- West Cam, L.P.		(13)	J	U(13)	sell	(13)	K		
- MP GEO, LLC		(1)	J	U(1)	buy	(13)	J		
Certain LLC 2/54		(13)	J	U(13)	sell	(13)	J		
- Elliott Associates, L.P.		(13)	J	U(13)	sell	(13)	J		
- West Cam, L.P.		(13)	J	U(13)	sell	(13)	J		
- MP GEO, LLC		div/int	P1	T/U					
IRA #1 (2)	A	div/int	P1	T/U					
US Treasury Zero% Obligations					closed	6/10	L		
Goldman Sachs Bank									
Merrill Lynch Cash Reserves									
X									

1 Income/Gain Codes: A=\$1,000 or less; B=\$1,000-\$2,500; C=\$2,501-\$5,000; D=\$5,001-\$15,000; E=\$15,001-\$50,000; F=\$50,001-\$100,000; G=\$100,001-\$1,000,000; H1=\$1,000,001-\$5,000,000; H2=More than \$5,000,000

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FINANCIAL DISCLOSURE REPORT (cont'd)

Name of Person Reporting
Lee H. Rosenthal

Date of Report
8/12/2011

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

A. Description of Assets (including trust assets)	B. Income during reporting period		C. Gross value at end of reporting period		D. Transactions during reporting period				
	(1) Amt. Code 1 (A-H)	(2) Type (e.g., div., rent or int.)	(1) Value Code 2 (J-P)	(2) Value Method Code 3 (Q-W)	If not exempt from disclosure				
					(1) Type (e.g., buy, sell merger, redemption)	(2) Date: Month-Day	(3) Value Code 2 (J-P)	(4) Gain Code 1 (A-H)	(5) Identity of buyer/seller (if private transaction)
Place "(X)" after each asset exempt from prior disclosure.									
Amevy Bank Account									
VUSXX-Mutual Fund									
IRA #2 (2)									
Merrill Lynch Cash Reserves									
US Treasury Zero% Obligations									
US Treas Zero% due 11/15/10					matured	11/15	N		
US Treas 2.375% due 1/15/17									
ADP-Common Stock					sell	4/12	K	D	
Amevy Bank Account									
CB-Common Stock									
DEO-Common Stock									
FAIRX-Mutual Fund									
Goldman Sachs Bank									
GS Liberty Harbor					closed	11/19	K		
Hawkins Investment Partnership, L.P.									
SJKI-Common Stock									
VUSXX-Mutual Fund									
VGELX-Mutual Fund					sell	4/5	M		
VMMXX-Mutual Fund									
WRI-Investors Shares					buy	9/8	L		
VIG-Common									

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2 Value Codes: J=\$15,000 or less; K=\$15,001 to \$100,000; L=\$100,001 to \$250,000; M=\$250,001 to \$500,000; N=\$500,001 to \$1,000,000; O=\$1,000,001 to \$5,000,000; P1=\$1,000,001-\$5,000,000; P2=\$5,000,001-\$25,000,000; P3=\$25,000,001-\$50,000,000; P4=\$50,000,000 or more

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FINANCIAL DISCLOSURE REPORT (cont'd)

Name of Person Reporting Lee H. Rosenthal	Date of Report 8/12/2011
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VII. INVESTMENTS AND TRUSTS -- income, value, transactions.
(Includes those of spouse and dependent children; see pp. 34-60 of Instructions).

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	(1)	(2)	(1)	(2)	(1) Type (e.g., buy, sell merger, redemption)	(2) Date: Month- Day	(3) Value Code 2 (J-P)	(4) Gain Code 1 (A-H)	(5) Identity of buyer/seller (if private transaction)	

Foundation #1 (terminated as of December 9, 2010)

Merrill Lynch Cash Reserves	A	div/int			transfer	12/17	M			Donor Advised Fund
Amegy Bank	C	int			close	10/19	M			
ADP-Common	B	div			sell	4/5	L	D		
CB-Common	C	div			transfer	11/3	M			Donor Advised Fund
Fairholme-Mutual Fund	A	div/int			transfer	11/3	N			Donor Advised Fund
LUV-Common	A	div			transfer	11/3	L			Donor Advised Fund
VWNAX-Mutual Fund	C	div/int			transfer	11/2	N			Donor Advised Fund
VUSXX-Mutual Fund	A	div/int			transfer	11/2	L			Donor Advised Fund
VMMXX-Mutual Fund	A	div/int			transfer	11/2	J			Donor Advised Fund
WRI-Investors Shares	A	div			sell	4/5	K			Donor Advised Fund

The F Trust (2)

- John Hancock Life Policy Equity Income
- ING/Security Life Policy AIM VI Core Equity
- Prudential Life Paid Up Policy

The XYZ Trust (2)

- AIF V Private Investors LLC
- AIF VI Private Investors LLC
- Atlantic Trust Company, N.A.
- Avalon Advisors, L.P.

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FINANCIAL DISCLOSURE REPORT (cont'd)

Name of Person Reporting Lee H. Rosenthal	Date of Report 8/12/2011
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VII. INVESTMENTS AND TRUSTS -- income, value, transactions.
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					(1) Type (e.g., buy, sell, merger, redemption)	(2) Date: Month- Day	(3) Value Code 2 (J-P)	(4) Gain Code 1 (A-H)	(5) Identity of buyer/seller (if private transaction)	
- Arrowhead Research Corp					(1) (a)					
- Carlyle Asia Partners II					(1) (a)					
- CD&R Fund VII Private Investors, LLC										
- Emerald Cambridge LLC										
- Emerald Marina Cove LLC										
- Emerald Marina Shores LLC										
- Energy Capital Investors Fund, LLC										
- EQIX-Common										
- FDC Group McKinney, Ltd.					buy	(1)	J			distribution from CapStreet II, L.P.
- First Reserve Fund XI, L.P.					distribution	5/25	K			distribution from CapStreet Parallel II, L.P.
- First Reserve Fund XII, L.P.					distribution	5/25	K			
- Goldman Sachs Accts										
- Goldman Sachs KMI Investors, L.P.					sell	(1)	J			
- Goldman Mt. Kelleet					buy	(1)	K			
- Hawkins Investment Partnership, L.P.					sell	(1)	K			
- HMTF Fund IV					(1) (a)					
- HMTF Europe Private Fund					sell	(1)	J			
- IYK										
- JPMorgan Chase Investment Account										

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FINANCIAL DISCLOSURE REPORT (cont'd)

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- KKR 2006 Private Investors, LLC					(1) (a)				
- Merrill Lynch Reserves									
- Neffis Holdings, Inc.									
- Platform Partners LLC									
- SCF-IV-3I, L.P.									
- SCF V, L.P.									
- SCF VI, L.P.									
- SCF VII, L.P.									
- Seminole									
- [REDACTED] L.P.									
- [REDACTED] LP									
- [REDACTED] LP									
- Sternhill Partners I, LP									
- Sternhill Affiliates I, LP									
- SJKI-Common									
- SRE Properties, LP									
- CapStreet II, LP									
- CapStreet Parallel II, LP									
					sell	(1)	K		
					sell	(1)	M		
					sell	(1)	J		
					buy	(1)	J		
					buy	(1)	M		
					(13) (a)				
					buy	(1)	L		
					sell	(1)	J		
					sell	(1)	L		
					distribution	5/25	K		distribution to XYZ
					Sell	(1)	M		
					distribution	5/25	K		distribution to XYZ

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(Includes those of spouse and dependent children; see pp. 34-60 of instructions).

A. Description of Assets (including trust assets) Place "(X)" after each asset exempt from prior disclosure.	B. Income during reporting period		C. Gross value at end of reporting period		D. Transactions during reporting period					
	(1) Amt. Code 1 (A-H)	(2) Type (e.g., div., rent or int.)	(1) Value Code 2 (J-P)	(2) Value Method Code 3 (Q-W)	(1) Type (e.g. buy, sell merger, redemp- tion)	If not exempt from disclosure				
						(2) Date: Month- Day	(3) Value Code 2 (J-P)	(4) Gain Code 1 (A-H)	(5) Identity of buyer/seller (if private transaction)	
- Certain Limited Partners 1/39										
- Certain Limited Partners 2/54										
- Elliott Associates, L.P.					buy	(13)	J			
- West Cam, L.P.					sell	(13)	M			
- MP GEO, LLC					sell	(13)	K			
- VEA										
- VUSXX-Mutual Fund										
- VTGLX-Mutual Fund										
- VTCLX-Mutual Fund					sell	9/23	M	E		
- VMSXX-Mutual Fund					partial sell	9/23	M	G		
- VGTXX-Mutual Fund										
- WLR Recovery IV Investors, LLC					buy	(1)	J			
#2 Trust (R8) (2)	E	div/int	P1	T						all #1 Trust (R5) assets transferred here
- Merrill Lynch Reserves										
- Amegy Bank Account										
- IYK										
- VIG					buy	9/23	M			
- VTCLX-Mutual Fund										
- VTGLX-Mutual Fund										
- VUSXX-Mutual Fund										

1 Income/Gain Codes: A=\$1,000 or less; B=\$1,000-\$2,500; C=\$2,501-\$5,000; D=\$5,001-\$15,000; E=\$15,001-\$50,000; F=\$50,001-\$100,000; G=\$100,001-\$1,000,000; H=\$1,000,001-\$5,000,000; H2=More than \$5,000,000

2 Value Codes: J=\$15,000 or less; K=\$15,001 to \$100,000; L=\$50,001 to \$100,000; M=\$100,001-\$250,000; N=\$250,001-\$500,000; O=\$500,001-1,000,000; P1=\$1,000,001-\$5,000,000; P2=\$5,000,001-\$25,000,000; P3=\$25,000,001-\$50,000,000; P4=\$50,000,000 or more

3 Value Method Codes: Q=Appraisal; R=Cost (Real Estate Only); S=Assessment; T=Cash/Market; U=Book Value; V=Other; W=Estimated

See explanatory footnotes on page 22.

FINANCIAL DISCLOSURE REPORT (cont'd)

Name of Person Reporting: Lee H. Rosenthal	Date of Report: 8/12/2011
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VII. INVESTMENTS AND TRUSTS -- income, value, transactions.
(Includes those of spouse and dependent children; see pp. 34-60 of Instructions).

A. Description of Assets (including trust assets) Place "(X)" after each asset exempt from prior disclosure.	B. Income during reporting period		C. Gross value at end of reporting period		D. Transactions during reporting period				
	(1) Amt. Code 1 (A-H)	(2) Type (e.g., div., rent or int.)	(1) Value Code 2 (J-P)	(2) Value Method Code 3 (Q-W)	(1) Type (e.g. buy, sell merger, redemption)	If not exempt from disclosure			(5) Identity of buyer/seller (if private transaction)
					(2) Date: Month- Day	(3) Value Code 2 (J-P)	(4) Gain Code 1 (A-H)		
- VMSXX-Mutual Fund									
- VWNFX-Mutual Fund									
#3 Trust (H8) (2)									
- Merrill Lynch Reserves									
- VTCLX-Mutual Fund									
- VUSXX-Mutual Fund									
- VMSXX-Mutual Fund									
- VFINX-Mutual Fund									
- VFIAX-Mutual Fund									
#1 Trust (R5) (2)									
- Merrill Lynch Reserves									
- Amegy Bank Account									
- IYK									
- VTCLX-Mutual Fund									
- VTGLX-Mutual Fund									
- VMSXX-Mutual Fund									
- VUSXX-Mutual Fund									
U.S. Savings Bonds (3)									
VUSXX-Mutual Fund #1	A	None	N	T	conversion	5/6	L		converted to VFIAX
VMSXX-Mutual Fund #1	A	div/int	K	T	conversion	5/6	L		converted from VFINX
		div/int	M	T					trust terminated in 2010
									all #1 Trust (R5) assets transferred to #2 Trust (R8)
<p>1 Income/Gain Codes: A=\$1,000 or less; B=\$1,000-\$2,500; C=\$2,501-\$5,000; D=\$5,001-\$15,000; E=\$15,001-\$50,000; F=\$50,001-\$100,000; G=\$100,001-\$1,000,000; H1=\$1,000,001-\$5,000,000; H2=More than \$5,000,000</p> <p>2 Value Codes: J=\$15,000 or less; K=\$15,001-\$50,000; L=\$50,001 to \$100,000; M=\$100,001-\$250,000; N=\$250,001-\$500,000; O=\$500,001-1,000,000; P1=\$1,000,001-\$5,000,000; P2=\$5,000,001-\$25,000,000; P3=\$25,000,001-\$50,000,000; P4=\$50,000,000 or more</p> <p>3 Value Method Codes: Q=Appraisal; R=Cost (Real Estate Only); S=Assessment; T=Cash/Market; U=Book Value; V=Other; W=Estimated</p> <p>See explanatory footnotes on page 22.</p>									

FINANCIAL DISCLOSURE REPORT (cont'd)

Name of Person Reporting Lee H. Rosenthal	Date of Report 8/12/2011
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VII. INVESTMENTS AND TRUSTS -- income, value, transactions.
(Includes those of spouse and dependent children; see pp. 34-60 of Instructions).

A. Description of Assets (including trust assets) Place "X" after each asset exempt from prior disclosure.	B. Income during reporting period		C. Gross value at end of reporting period		D. Transactions during reporting period				
	(1) Amt. Code 1 (A-H)	(2) Type (e.g., div., rent or int.)	(1) Value Code 2 (J-P)	(2) Value Method Code 3 (Q-W)	(1) Type (e.g., buy, sell merger, redemption)	If not exempt from disclosure			(5) Identity of buyer/seller (if private transaction)
						(2) Date: Month-Day	(3) Value Code 2 (J-P)	(4) Gain Code 1 (A-H)	
VUSXX-Mutual Fund #2	A	div/int	J	T					
VMSXX-Mutual Fund #2	A	div/int	J	T					
Ameqy Bank Account #2	B	int	M	T					
VUSXX-Mutual Fund #3	A	div/int	J	T					
VMSXX-Mutual Fund #3	A	div/int	J	T					
Ameqy Bank Account #3	B	int	M	T					
VUSXX-Mutual Fund #4	A	div/int	J	T					
VMSXX-Mutual Fund #4	A	div/int	J	T					
Ameqy Bank Account #4	B	int	M	T					
Merrill Lynch Reserves #1	A	div/int	L	T					
Merrill Lynch Reserves #2	A	div/int	K	T					
- VEU	A	div	J	T					
- MGC	A	div	J	T					
Merrill Lynch Reserves #3	A	div/int	K	T					
Merrill Lynch Reserves #4	A	div/int	K	T					
JPM Chase Checking #3	A	int	J	T					
JPM Chase Checking #4	A	int	J	T					

1 Income/Gain Codes: A=\$1,000 or less; B=\$1,000-\$2,500; C=\$2,501-\$5,000; D=\$5,001-\$15,000; E=\$15,001-\$50,000; F=\$50,001-\$100,000; G=\$100,001-\$1,000,000; H1=\$1,000,001-\$5,000,000; H2=More than \$5,000,000
 2 Value Codes: J=\$15,000 or less; K=\$15,001-\$50,000; L=\$50,001 to \$100,000; M=\$100,001-\$250,000; N=\$250,001-\$500,000; O=\$500,001-1,000,000; P1=\$1,000,001-\$5,000,000; P2=\$5,000,001-\$25,000,000; P3=\$25,000,001-\$50,000,000; P4=\$50,000,000 or more
 3 Value Method Codes: Q=Appraisal; R=Cost (Real Estate Only); S=Assessment; T=Cash/Market; U=Book Value; V=Other; W=Estimated
 See explanatory footnotes on page 22.

- (1) Private entities including private company investment partnerships. For private companies, valuation is based on net book value. For such entities, valuation (Column C(2)) is based on capital account as set forth on form K-1 and income and gain is included (to the extent distributed) in net cash paid or received (as described below) under column D(3) and not in Column B and/or Column D(4). Where filer is a passive owner with no control over investments or timing of calls or distributions, such cash distributions and calls are set forth in Column D(3) as a net aggregate amount for the reporting period. "Buy" indicates net cash paid into the entity and "sell" indicates net cash paid by entity to filer.

(1) (a) In connection with Footnote (1) private company investment partnerships, in absence of receipt of K-1 by filer by filing date, no information is provided as to income, gross value or transaction values.
- (2) Amounts indicated are aggregate net amounts for entire beneficial interest of trust or IRA.
- (3) U.S. Savings Bonds are valued at stated face value of bonds.
- (4) Purchase and sale price of regular interest paying bonds excludes accrued interest. Interest income on regular interest paying bonds excludes accrued interest bought or sold. Gain indicated on redeemed bonds represents only the redemption amount (and premium, if any) in excess of principal amount. Bond premium or discount at purchase is assumed to be fully amortized for purposes of calculating gain or loss on sale, redemption or maturity on regular interest paying bonds, and such amortization does not affect interest reported annually.
- (5) No interest income is included in Interest Income Column B(1) on zero coupon bonds. Total to date accreted interest for zero coupon bonds is included in Value Column C(1). On maturity of zero coupon bonds, total accreted interest is included in Value Column D(3). On maturity, redemption, or sale of zero coupon bonds, Value Column D(3) is the maturity value, redemption price, or sales price and Gain Column D(4) reflects the difference between the maturity value, redemption price, or sales price and the original cost.
- (6) All mutual fund reinvested dividends, interest and capital gains are not separately shown as new purchases, but are included in the end of period (Column C(2)) values. All unreinvested distributions from mutual funds (dividends, interest and capital gains) are included in Column B(1). Money market mutual funds set forth aggregate dividend/interest paid for year and end of year value only.
- (7) Municipal and U.S. Treasury bond values reflected in Value Column C(2) are based on market value.

- (8) No transaction value or gain or loss is reported on non-taxable exchanges of one security for another or spin-offs of securities or stock dividends. If publicly traded, the value as of the date of the transaction when such security is received is reflected in Column C(1) Gross Value. In instances noted in first sentence, any gain is reported only when the new security is sold.
- (9) ██████ received options for compensation. Vested options are valued at spread between (1) exercise price and (2) market value in the case of publicly traded securities or exercise price in the case of nonpublic securities. Unvested options are given no value. Restricted stock is not valued during restriction period. After restrictions lapse, restricted stock is reflected as owned shares.
- (10) Oil and Gas interests – value not known to filer.
- (11) Private company – value not known to filer.
- (12) Inadvertently omitted in prior year report.
- (13) Passive oil, gas or seismic investment – treated as a Footnote (1) or (1) (a) [see above] holding.

FINANCIAL DISCLOSURE REPORT
Page 7 of 7

Name of Person Reporting ROSENTHAL, LEE H.	Date of Report 08/12/2011
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IX. CERTIFICATION.

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

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

Signature _____

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

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