

**FINANCIAL DISCLOSURE REPORT
FOR CALENDAR YEAR 2011**

*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 08/10/2012
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 01/01/2011 to 12/31/2011
7. Chambers or Office Address 515 RUSK ROOM 11535 HOUSTON, TEXAS 77002		
<p align="center">IMPORTANT NOTES: <i>The instructions accompanying this form must be followed. Complete all parts, checking the NONE box for each part where you have no reportable information. Insert signature on last page.</i></p>		

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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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. 2011	LSU Law Foundation	\$8,764.00
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. 2011	[REDACTED] : DIRECTOR'S FEES
2. 2011	[REDACTED] 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.	AMERICAN LAW INSTITUTE	JANUARY 19-21, 2011	PHILADELPHIA, PA	COUNCIL MEETING	AIRFARE, HOTEL & GROUND TRANSPORTATION
2.	HARVARD/LEWIS & CLARK	FEBRUARY 26-27, 2011	CAMBRIDGE, MA	MOOT COURT PANELIST	GROUND TRANSPORTATION
3.	UNIVERSITY OF TEXAS	MARCH 1, 2011	AUSTIN, TX	SPEAKER	AIRFARE, MEALS & GROUND TRANSPORTATION
4.	AMERICAN BAR ASSOCIATION	APRIL 9, 2011	NEW ORLEANS, LA	SPEAKER	AIRFARE & GROUND TRANSPORTATION
5.	UNIVERSITY OF ILLINOIS	APRIL 13-14, 2011	CHAMPAIGN, IL	MOOT COURT PANELIST	AIRFARE & GROUND TRANSPORTATION

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6. AMERICAN LAW INSTITUTE	JUNE 16, 2011	PHILADELPHIA, PA	ADVISORS MEETING	AIRFARE & GROUND TRANSPORTATION
7. LSU FOUNDATION	JULY 1-25, 2011	LYON, FRANCE	TEACHER	AIRFARE, HOUSING, TELEPHONE, MEALS & TRANSPORTATION
8. SEATTLE UNIVERSITY LAW SCHOOL	SEPTEMBER 15-17, 2011	SEATTLE, WASHINGTON	PANELIST	MEALS & GROUND TRANSPORTATION
9. UNIVERSITY OF TEXAS LAW SCHOOL	OCTOBER 5, 2011	AUSTIN, TX	SPEAKER	AIRFARE & GROUND TRANSPORTATION
10. SEDONA CONFERENCE	OCTOBER 6-7, 2011	AUSTIN, TX	SPEAKER	AIRFARE, HOTEL, MEALS & GROUND TRANSPORTATION
11. AMERICAN LAW INSTITUTE	OCTOBER 20-21, 2011	NEW YORK, NY	COUNCIL MEETING	AIRFARE & GROUND TRANSPORTATION
12. IAALS AT THE UNIVERSITY OF DENVER	OCTOBER 27-28, 2011	DENVER, CO	AWARD RECIPIENT	GROUND TRANSPORTATION
13. DUKE UNIVERSITY	OCTOBER 21-22, 2011	DURHAM, NC	BOARD MEETING	AIRFARE, HOTEL & GROUND TRANSPORTATION
14. GEORGETOWN UNIVERSITY	NOVEMBER 16-18, 2011	WASHINGTON, DC	PANELIST	AIRFARE, MEALS & GROUND TRANSPORTATION
15. PA ASSOC. OF CRIMINAL DEFENSE LAWYERS	NOVEMBER 18-29, 2011	PHILADELPHIA, PA	PANELIST	AIRFARE, MOTEL, GROUND TRANSPORTATION & MISC.
16. STANFORD LAW SCHOOL/UNIVERSITY OF OXFORD	DECEMBER 5-11, 2011	THE HAGUE	PANELIST	AIRFARE, MEALS & GROUND TRANSPORTATION

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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, redemp- tion)	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)	
Amegy Bank Account	B	int	K	T					
Arkansas St College 0.00% due 6/1/15		None	N	T					
Austin TX Wtr 5.00% due 5/15/35	D	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	E	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		None	L	T					
Claackamas OR Cmty Col 5.25% due 6/15/11	D	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					
Denton, TX ISD 0.00% due 8/15/23		None	N	T					
District Columbia 5.00% due 6/1/17		int	N	T					
Ft. Bend TX ISD 0.00% due 8/15/15	E	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					
Harris Cty, TX, 5.75% due 10/1/20	D	int	N	T					
Houston, TX ISD 5.00% due 2/15/22	D	int	N	T					
<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=\$15,001-\$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 24.</p>									

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Houston, TX Wtr-Swr 5.50% due 12/1/11	E	int							
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	N	T					
Leander TX ISD 0.00% due 8/15/21 (12)		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 Spl Obg 5.00% due 6/1/21	D	int	N	T					
Mesquite TX ISD 0.00% due 8/15/32		None	N	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	N	T					
Northwest, TX ISD 5.00% due 2/15/16	D	int	O	T					
Plano TX 5.00% due 9/1/18	D	int	M	T					
Royce City, TX ISD 0.00% due 8/15/25		None	N	T					
Schertz-Cibolo-Unv'l City, TX 0.00% due 2/1/24		None	M	T					
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					(2) Date: Month-Day	(3) Value Code 2 (J-P)	(4) Gain Code 1 (A-H)		
Schertz-Cibolo-Univl City, TX 0.00% due 2/1/25		None	N	T					
Snohomish Cty 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	O	T					
University TX Univ 4.50% due 7/1/33		None	M	T					
Weatherford, TX ISD 0.00% due 2/15/28		None	M	T	buy	12/15	M		
Wylie, TX ISD 0.00% due 8/15/17		None	M	T	redeemed	2/15	M	A	
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	J	T					
American Express Bank, FSB	E	int	P1	T					
AIF V Private Investors LLC		(1)	L	U(1)	sell	(1)	J		
AIF VI Private Investors LLC		(1) (a)	(1) (a)	(1) (a)					
AIF VII Private Investors LLC		(1) (a)	(1) (a)	(1) (a)					

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APAX Europe VII Private Investors, LLC	A	(1)(a) div	(1)(a) J	(1)(a) T	(1) final sell	(1)	M			The Carlyle Group, L.P.
Atlantic Trust Company, N.A.		(1)	N	U(1)	sell	(1)	M			
Avalon Advisors, L.P.		(1)	M	U(1)	sell	(1)	K			
Blackstone Natural Resources I, LP		(1)	N	U(1)	sell	(1)	K			
Blackstone Natural Resources II, LP		(1)	L	U(1)	sell	(1)	J			
Blackstone Natural Resources III, LP		(1)	M	U(1)	sell	(1)	M			
Blackstone Hatfield Royalty, L.P.		(1)	L	U(1)	sell	(1)	K			
Blackstone Ivory Working Interests, LP		(1)(b)	(1)(b)	U(1)	sell	(1)(b)	J			
Blackstone Overline Acquisition, L.P.		(1)	L	U(1)	sell	(1)	K			
Blackstone Ivory Acquisition Partners, L.P. (direct)		(1)	L	U(1)	sell	(1)	K			
Blackstone O'Connell Partners, LP		(1)	N	U(1)	sell	(1)	K			
Blackstone Raptor, L.P.		None	(11)	(11)						
Arrowhead Research Corp		None	M	U(1)	buy	6/1	M			distribution from First Reserve XI
Brand Energy-Common		None			distribution	1/11	J			
Buckeye Partners, LP		(1)	(1)	U(1)	final sell	(1)	J			
Carlyle Asia Partners II		(1)(a)	(1)(a)	(1)(a)	buy	(1)	K			
Carlyle Japan International Partners II, L.P.		(1)	L	U(1)	buy	(1)	K			

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CIE-Common		None	M	T	buy	7/1	M		
					partial buy	8/9	K		
					partial buy	8/12	K		
					partial buy	8/16	J		
					partial buy	8/16	J		
					partial sell	8/10	L		
					partial buy	8/23	J		
					buy	(1)	K		
CJIP II Limited, L.P.		(1)	K	U(1)					
CD&R Fund VII Private Investors, LLC		(1) (a)	(1) (a)	(1) (a)					
CB-Common	B	div	M		sell	1/24	M	C	
Emerald Marina Bay		(1)	M	U(1)					
Emerald Cambridge		(1)	J	U(1)					
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		
EOG-Common		None			buy	8/19	L		
					partial buy	8/23	K		
					partial buy	8/29	K		
					sell	9/6	L		
					sell	1/28	M	F	

EQIX-Common

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FAIRX-Common		None			partial sell	4/28	M	A	
FDC Group McKinney, Ltd		(1)	M	U(1)	sell	10/31	L		
First Reserve Fund XI, L.P.		(1)			buy	(1)	L		Amberbook V LLC
First Reserve Fund XII, L.P.		(1)			final sell	3/31	N		Amberbook V LLC
Goldman Sachs Bank	A	int/div	K	T	final sell	3/31	M		
Goldman Mt. Kellett		(1)(a)	(1)(a)	(1)(a)	buy	(1)	O		
Goldman Mt. Kellett II		(1)(a)	(1)(a)	(1)(a)	buy	(1)	O		
Hawkins Investment Partnership		(1)	P2	U(1)	buy	(1)	O		
HDV-ETF	C	int/div	J	U(1)	buy	4/28	M		
			N	T	partial buy	8/30	L		
		(1)	J	U(1)	partial buy	6/20	J		
HMTF Europe Private Fund		(1)	J	U(1)	partial buy	12/15	K		
HMTF Fund IV		(1)	J	U(1)	sell	(1)	K		
INTC-Common		(1)	K	U(1)	sell	1/10	M		
IXC-Common	E	div	O	T	partial buy	8/30	N		
IYK-Common	E	div	P1	T	partial sell	10/31	N	D	

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 2. Value Codes: J=\$15,000 or less; K=\$25,000-\$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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 See explanatory footnotes on page 24.

FINANCIAL DISCLOSURE REPORT (cont'd)

Name of Person Reporting Lee H. Rosenthal	Date of Report 8/10/2012
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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)	(2) Date: Month-Day	(3) Value Code 2 (J-P)	(4) Gain Code 1 (A-H)	(5) Identity of buyer/seller (if private transaction)
JPMorgan Chase Investment Account	A	int	M	T					
KKR 2006 Private Investors, LLC	B	(1)(a) div	(1)(a) M	(1)(a) T	buy	10/13	M		
KMI-Common	D	int/div	O	T					
Merrill Lynch Reserves (CMA)		None	L	T					
[REDACTED]-Common		(1)			final K-1 sell	(1) 1/24	J	N	
Nefis Holdings, LLC		None			partial sell	1/24	N	C	
NSRGY ADR		None			partial buy	8/19	L	D	
NTRS-Common	B	div			partial buy	8/23	K		
[REDACTED]-Restricted Stock		None	(9)	(9)	sell	9/6	L		
[REDACTED]-Common		None	P1	T	partial buy	9/6	M		
PEP-Common	B	div			partial buy	9/13	K		
PG-Common	B	div			partial buy	9/22	L		
Platform Partners, LLC		div			sell	1/24	M	D	
SCFIV-3i, L.P.		(1)	O	U(1)	sell	1/24	M	D	
SCF-V, L.P.		(1)	L	Partnership wound up in 2010	buy	(1)	K		

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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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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)
SCF-VI, L.P.		(1)	N	U(1)	buy	(1)	J		
SCF-VI Offshore, L.P.		(1)	K	U(1)	sell	(1)	N		
SCF-VII, L.P.		(1)	N	U(1)	buy	(1)	M		
Seminole		(1)	L	U(1)	buy	(1)	J		
SJKI-Common		None	L	T					
SRE Properties, L.P.		(1)(a)		U(1)(a)		(1)(a)			
[REDACTED], LP #1		(1)	N	U(1)					
[REDACTED] LP		(1)	L	U(1)	partial sell	(1)	L		
[REDACTED] LLC		(1)	K	U(1)					
[REDACTED] LLC		(1)	J	U(1)					
[REDACTED] LP		(1)	PI	U(1)	partial sell	(1)	N		
[REDACTED] II, LP		(1)	M	U(1)					
[REDACTED] LP		(1)		U(1)	partial buy	3/24	L		
[REDACTED] LP		(1)		U(1)	partial sell	4/6	J		
[REDACTED] LP		(1)		U(1)	partial buy	12/15	L		
[REDACTED] LP		(1)	M	U(1)	partial buy	3/24	J		
[REDACTED] LP		(1)	N	U(1)	partial sell	4/6	J		
[REDACTED] LP		(1)	K	U(1)	partial buy	12/15	J		
[REDACTED] LP		(1)		U(1)	partial sell	(1)	PI		

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FINANCIAL DISCLOSURE REPORT (cont'd)

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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) Type (e.g., buy, sell, merger, redemption)	If not exempt from disclosure			(5) Identity of buyer/seller (if private transaction)	
						(1) Value Code 3 (Q-W)	(2) Date: Month-Day	(3) Value Code 2 (J-P)		(4) Gain Code 1 (A-H)
Place "(X)" after each asset exempt from prior disclosure.										
[Redacted] LP	(1)	(1)	N	U(1)	partial buy	12/15	M			
[Redacted] LP	(1)	(1)	L	U(1)	partial buy	12/15	K			
[Redacted] L.P.	(1)	(1)	M	U(1)	buy	7/25	N			
[Redacted] L.P.	(1)	(1)	K	U(1)	buy	7/25	L			
[Redacted] Ltd.	(1)	(1)	J	U(1)	buy	7/25	J			
[Redacted]	(1)	(1)	J	U(1)						
[Redacted]	(1)	(1)	L	U(1)						
[Redacted]	(1)	(1)	O	U(1)						
[Redacted]	(1)	(1)	N	U(1)						
[Redacted]	(1)	(1)	K	U(1)						
[Redacted]	(1)	(1)	M	U(1)						
[Redacted]	(1)	(1)	L	U(1)						
[Redacted]	(1)	(1)	M	U(1)						
[Redacted]	(1)	(1)	N	U(1)						
[Redacted]	(1)	(1)	N	U(1)						
[Redacted]	(1)	(1)	N	U(1)						

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FINANCIAL DISCLOSURE REPORT (cont'd)

Name of Person Reporting Lee H. Rosenthal	Date of Report 8/10/2012
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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			(5) Identity of buyer/seller (if private transaction)	
						(2) Date: Month- Day	(3) Value Code 2 (J-P)	(4) Gain Code 1 (A-H)		
Place "(X)" after each asset exempt from prior disclosure.										
[REDACTED] value										
Sternhill Affiliates I, LP	A	div/int	M	U(1)						
Sternhill Partners I, LP		(1)	M	T	sell	(1)	J			
CapStreet II, LP		(1)	J	U(1)	sell	(1)	K			
CapStreet Parallel II, LP		(1)	J	U(1)	sell	(1)	K			
JP Morgan Chase-Checking, Houston, TX		(1)	J	U(1)	sell	(1)	K			
JP Morgan Chase-Checking, Houston, TX-S		None	J	T						
TROW-Common	D	None	K	T						
VIG-ETF	D	div	M	T						
VMSXX-Mutual Fund	A	div/int	J	T	partial buy	1/24	O			
VTCLX-Mutual Fund	A	div/int			partial sell	1/28	L			
					partial buy	3/21	M			
					partial sell	8/30	N			
					sell	10/13	N			
VUSXX-Mutual Fund	A	div/int	J	T	partial sell	8/30	N	G		
					partial sell	8/31	N	G		
					sell	10/3	N	G		

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Name of Person Reporting Lee H. Rosenthal	Date of Report 8/10/2012
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(Includes those of spouse and dependent children; see pp. 34-60 of Instructions).

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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)
VLCAX-Mutual Fund	B	div/int			partial sell	2/22	M	E	
VWUUX-Mutual Fund	B	div/int			sell	8/31	M	E	
WIFI-Common					buy	2/28	O		
WLR Recovery IV Investors, LLC		None	K	T	partial sell	3/11	N		
XLP-ETF	C	(1) div	M	U(1)	sell	3/21	N	A	
Certain LLC 1/18		(1)	N	T	distribution	12/7	J		
Certain Limited Partners 1/39		(1)	J	U(1)	distribution	12/7	J		
Certain Limited Partners 2/54		(1)	K	U(1)	partial sell	12/21	J	D	
- Elliott Associates, L.P.		(1)	P1	U(1)	buy	(1)	K		
- West Cam, L.P.		(1)	J	U(1)	buy	10/3	N		
- MP GEO, LLC		(1)	J	U(1)	partial buy	10/13	L		
- Midland Basin GEO, LLC		(1)	L	U(1)	partial buy	(1)	J		
		(1)	L	U(1)	partial buy	(1)	J		
		(1)	L	U(1)	buy	(1)	P1		
		(1)	J	U(1)	sell	(1)	M		
		(1)	J	U(1)	sell	(1)	L		
		(1)	L	U(1)	buy	(1)	L		

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						(2) Date: Month- Day	(3) Value Code 2 (J-P)	(4) Gain Code 1 (A-H)		
Certain LLC 2/54										
- Elliott Associates, L.P.		(1)	L	U(1)	buy	(1)				L
- West Cam, L.P.		(1)	J	U(1)	sell	(1)				J
- MP GEO, LLC		(1)	J	U(1)	sell	(1)				J
- Midland Basin GEO, LLC		(1)	J	U(1)	buy	(1)				J
IRA #1 (2)	B	div/int	P1	T/U						
US Treasury Zero% Obligations										
Merrill Lynch Cash Reserves										
Ameqy Bank Account										
VUSXX-Mutual Fund										
IRA #2 (2)	E	div/int	P2	T/U						
Merrill Lynch Cash Reserves										
US Treasury Zero% Obligations										
US Treas 2.375% due 11/15/17										
Ameqy Bank Account										
CB-Common Stock					sell	2/7	M			E
DEO-Common Stock					sell	2/7	N			G
FAIRX-Mutual Fund					partial sell	4/29	M			B
GS Liberty Harbor										
Hawkins Investment Partnership, L.P.										

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Place "(X)" after each asset exempt from prior disclosure.										
HDV-ETF					buy	4/28	M			
SJKI-Common Stock					buy	10/21	N			
VUSXX-Mutual Fund					sell	4/4	M			
VMMXX-Mutual Fund					partial buy	2/7	O			
VMSXX-Mutual Fund					partial buy	4/4	M			
WRI-Investors Shares					partial sell	4/4	M			
VIG-ETF										
The F Trust (2)	D	div	N	V						
- John Hancock Life Policy Equity Income					sell	(1)	J			
- ING/Security Life Policy AIM VI Core Equity					(1) (a)					
- Prudential Life Paid Up Policy					final sell	(1)	L			The Carlyle Group, L.P.
The XYZ Trust (2)	F	div/nu/royalt	P2	T/U						
- AIF V Private Investors LLC					buy	6/11	L			
- AIF VI Private Investors LLC										
- Atlantic Trust Company, N.A.										
- Avalon Advisors, L.P.										
- Arrowhead Research Corp										
- Brand Energy-Common										
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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)	
- Buckeye Partners, L.P.					distribution	1/11	J			distribution from First Reserve XI
- Carlyle Asia Partners II					final sell	(1)	J			
- CD&R Fund VII Private Investors, LLC					(1) (a)					
- CIE-Cornmon					(1) (a)					
- Emerald Cambridge LLC					buy	8/15	K			
- Emerald Marina Cove LLC					partial buy	8/24	J			
- Emerald Marina Shores LLC										
- Energy Capital Investors Fund, LLC										
- EQIX-Common					buy	(1)	J			
- FDC Group McKinney, Ltd.					sell	4/5	K	E		
- First Reserve Fund XI, L.P.					buy	(1)	L			
- First Reserve Fund XII, L.P.					final sell	3/31	M			Amberbook V LLC
- Goldman Sachs Bank Acct					final sell	3/31	M			Amberbook V LLC
- Goldman Sachs KMI Investors, L.P.					sell	(1)	N			
- Goldman Mt. Kellett					(1) (a)					
- Goldman Mt. Kellett II					(1) (a)					
- Hawkins Investment Partnership, L.P.										
- HMTF Fund IV					sell	(1)	K			

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FINANCIAL DISCLOSURE REPORT (cont'd)

Name of Person Reporting Lee H. Rosenthal	Date of Report 8/10/2012
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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)	(1) Type (e.g., buy, sell, merger, redemption)	If not exempt from disclosure		
Place "(X)" after each asset exempt from prior disclosure.				(2) Date: Month-Day	(3) Value Code 2 (J-P)	(4) Gain Code 1 (A-H)		

- HMTF Europe Private Fund									
- IYK									
- JPMorgan Chase Investment Account									
- KKR 2006 Private Investors, LLC									
- Merrill Lynch Reserves									
- Neffis Holdings, Inc.									
- Platform Partners LLC									
- SCF-IV-3I, L.P.									
- SCF V, L.P.									
- SCF VI, L.P.									
- SCF-VI Offshore									
- SCF VII, L.P.									
- Seminole									
- [REDACTED] L.P.									
- [REDACTED] LP									
- [REDACTED] LP									
- [REDACTED] LP									
- Sternhill Partners I, LP									
- Sternhill Affiliates I, LP									
- SJKI-Corimon									

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 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

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See explanatory footnotes on page 24.

FINANCIAL DISCLOSURE REPORT (cont'd)

Name of Person Reporting Lee H. Rosenthal	Date of Report 8/10/2012
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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, 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)	
- SRE Properties, LP					(1) (a)					
- CapStreet II, LP					sell	(1)	J			
- CapStreet Parallel II, LP					sell	(1)	K			
- Certain Limited Partners 1/39					buy	(1)	J			
- Certain Limited Partners 2/54					buy	(1)	P1			
- Elliott Associates, L.P.					sell	(13)	M			
- West Cam, L.P.					sell	(13)	K			
- MP GEO, LLC					buy	(13)	K			
- Midland Basin GEO, LLC					sell	8/31	M	E		
- VEA					partial sell	10/31	N	G		
- VUSXX-Mutual Fund					sell	8/31	M	E		
- VTCLX-Mutual Fund					distribution	12/7	K			Distribution from Sternhill Partners
- VMSXX-Mutual Fund					distribution	12/7	J			Distribution from Sternhill Affiliates
- VGTXX-Mutual Fund					buy	(1)	K			
- WIF1-Common										
- WLR Recovery IV Investors, LLC	A	div/int	P1	T						
The Z Trust (2)										
- Merrill Lynch CMA										
- Vanguard										

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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 24.

FINANCIAL DISCLOSURE REPORT (cont'd)

Name of Person Reporting Lee H. Rosenthal	Date of Report 8/10/2012
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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)	If not exempt from disclosure				
					(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)
- VTCLX-Mutual Fund									
- VUSXX-Mutual Fund									
- VMSXX-Mutual Fund									
- VFLAX-Mutual Fund									
U.S. Savings Bonds (3)									
VUSXX-Mutual Fund #1	A	None	N	T	sell	10/13	M	E	
VMSXX-Mutual Fund #1	A	div/int	K	T					
VUSXX-Mutual Fund #2	A	div/int	M	T					
VMSXX-Mutual Fund #2					exempt from further disclosure				
Amegy Bank Account #2					exempt from further disclosure				
VUSXX-Mutual Fund #3					exempt from further disclosure				
VMSXX-Mutual Fund #3					exempt from further disclosure				
Amegy Bank Account #3					exempt from further disclosure				
VUSXX-Mutual Fund #4	A	div/int	J	T					
VMSXX-Mutual Fund #4	A	div/int	J	T					
Amegy Bank Account #4	B	int	M	T					
Merrill Lynch Reserves #1	A	div/int	L	T					

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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

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 24.

FINANCIAL DISCLOSURE REPORT (cont'd)

Name of Person Reporting Lee H. Rosenthal	Date of Report 8/10/2012
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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) 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)		
Merrill Lynch Reserves #2								
- VEU								
- MGC								
Merrill Lynch Reserves #3	A	div/int						
Merrill Lynch Reserves #4	A	div/int						
JPM Chase Checking #3		None	J					
JPM Chase Checking #4		None	J					

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

See explanatory footnotes on page 24.

- (1) Private entities including private company investment partnerships. For private entities, 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. Sale by filer of an interest in any such entity is treated as part of the net cash transferred per the immediately preceding sentence with any proceeds from such sale being added to such net cash amount (as opposed to any D(4) calculation).
 - (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.
 - (1) (b) Ivory Acquisitions Partners, L.P. (direct) distributions are included under Column D(3) for Ivory Working Interests, L.P. above. Filer has not received valuation information for Blackstone Ivory Acquisition Partners, L.P. (direct).
- (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) 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.

FINANCIAL DISCLOSURE REPORT
Page 7 of 7

Name of Person Reporting ROSENTHAL, LEE H.	Date of Report 08/10/2012
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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 WILLFULLY FALSIFIES OR FAILS TO FILE THIS REPORT MAY BE SUBJECT TO CIVIL AND CRIMINAL SANCTIONS (5 U.S.C. app. § 104)

Committee on Financial Disclosure
Administrative Office of the United States Courts
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