

**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) ZageI, James B.	2. Court or Organization U.S. District Court No. III.	3. Date of Report 06/07/2012
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 <input type="checkbox"/> 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 219 S. Dearborn Room 2588 Chicago, IL 60604		
<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. Trustee	Abe Samuels [REDACTED]
2.	
3.	
4.	
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.	

FINANCIAL DISCLOSURE REPORT

Page 2 of 10

Name of Person Reporting

Zagel, James B.

Date of Report

06/07/2012

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. 1/11-12/31	Foundation Press-Book royalties	\$1,850.00
2. 1/11-12/31	EP Talent Services - Actor's Royalties	\$55.00
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.	
2. 1/11-12/31	Grant Thornton - Partnership and Consulting Income
3. 8/1-12/31	American Arbitration Association - Arbitrator's fees
4. 8/1-12/31	Fairfax Ltd. - Director's fees

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. Fairfax	September	Isle of Guernsey	Biannual Board meeting	Travel and lodging
2.				
3.				
4.				
5.				

FINANCIAL DISCLOSURE REPORT

Page 3 of 10

Name of Person Reporting

Zagel, James B.

Date of Report

06/07/2012

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

Page 4 of 10

Name of Person Reporting

Zagel, James B.

Date of Report

06/07/2012

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

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

A. Description of Assets (including trust assets) 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) Amount Code 1 (A-H)	(2) Type (e.g., div., rent, or int.)	(1) Value Code 2 (J-P)	(2) Value Method Code 3 (Q-W)	(1) Type (e.g., buy, sell, redemption)	(2) Date mm/dd/yy	(3) Value Code 2 (J-P)	(4) Gain Code 1 (A-H)	(5) Identity of buyer/seller (if private transaction)
	1. M.O.N.Y. Policy Value	D	Dividend	L	T				
2. Northern Trust Accts.	A	Dividend	P1	T					
3. Farm Land Washington/Clinton Counties Ill.	C	Rent	K	W					
4. Grant Thornton 401k	C	Interest	N	T					
5. Northwestern Mut. Life Ins. Policy	A	Dividend	J	T					
6. New York Life Ins. Pol.	A	Dividend	J	T					
7. Country Cos. Life Pol.	A	Dividend	K	T					
8. Transamer. Life Pol. Val.		None	L	T	Expired				
9. Transamer. Life Pol. Val.		None	L	T					
10. Prudential Life Ins.	A	Dividend	J	T					
11. Metropolitan Life Ins.	A	Dividend	J	T					
12. Equitable Life (Now AXA Equitable)	A	Dividend	K	T					
13. Royal Bank of Canada (RBC)	B	Interest	P1	T					
14. ING Life Policy	A	Dividend	J	T					
15. RBC	B	Interest	O	T					
16. TEMFX	A	Distribution	K	T					
17. TEMFX	A	Distribution	K	T					

1. Income Gain Codes: A=\$1,000 or less B=\$1,001 - \$2,500 C=\$2,501 - \$5,000 D=\$5,001 - \$15,000 E=\$15,001 - \$50,000
 (See Columns B1 and D4) 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 - \$100,000 M=\$100,001 - \$250,000
 (See Columns C1 and D3) N=\$250,001 - \$500,000 O=\$500,001 - \$1,000,000 P1=\$1,000,001 - \$5,000,000 P2=\$5,000,001 - \$25,000,000
 P3=\$25,000,001 - \$50,000,000 P4=More than \$50,000,000
 3. Value Method Codes R=Cost (Real Estate Only) S=Assessment T=Cash Market
 (See Column C2) U=Book Value V=Other W=Estimated

FINANCIAL DISCLOSURE REPORT

Page 5 of 10

Name of Person Reporting Zagel, James B.	Date of Report 06/07/2012
--	-------------------------------------

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

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

	A. Description of Assets (including trust assets) 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) Amount Code 1 (A-H)	(2) Type (e.g., div., rent, or int.)	(1) Value Code 2 (J-P)	(2) Value Method Code 3 (Q-W)	(1) Type (e.g., buy, sell, redemption)	(2) Date mm/dd/yy	(3) Value Code 2 (J-P)	(4) Gain Code 1 (A-H)	(5) Identity of buyer/seller (if private transaction)
		18. KO	A	Dividend	K	T				
19. KO	A	Dividend	K	T						
20. SAG Pension Plan	A	Interest	J	T						
21. CP	A	Dividend	K	T						
22. CP	A	Dividend	K	T						
23. Teck Cominco Ltd./TCK	A	Dividend	J	T						
24. Teck Cominco Ltd./TCK	A	Dividend	J	T						
25. Encana - ECA (formerly PCX)	B	Dividend	K	T						
26. Encana - ECA (formerly PCX)	B	Dividend	K	T						
27. Cenovius	B	Dividend	K	T						
28. Cenovius	B	Dividend	K	T						
29. Dell		None	J	T						
30. MK Limited Partners	B	Distribution	K	W						
31. I AM A CONTINGENT BENEFICIARY OF ABE SAMUELS [REDACTED]										
32. Assets of Trust: Total value of all assets listed										
33. My estimated share is 11%										
34. Bank Accounts: Harris Trust Chk./Int.	A	Interest	J	T						

1. Income Gain Codes: A = \$1,000 or less B = \$1,001 - \$2,500 C = \$2,501 - \$5,000 D = \$5,001 - \$15,000 E = \$15,001 - \$50,000
 (See Columns B1 and D4) 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 - \$100,000 M = \$100,001 - \$250,000
 (See Columns C1 and D3) 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
 3. Value Method Codes Q = Appraisal R = Cost (Real Estate Only) S = Assessment T = Cash Market
 (See Column C2) U = Book Value V = Other W = Estimated

FINANCIAL DISCLOSURE REPORT

Page 6 of 10

Name of Person Reporting

Zagel, James B.

Date of Report

06/07/2012

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

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

A. Description of Assets (including trust assets) 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)	(2)	(1)	(2)	(1)	(2)	(3)	(4)	(5)
	Amount Code 1 (A-H)	Type (e.g., div., rent, or int.)	Value Code 2 (J-P)	Value Method Code 3 (Q-W)	Type (e.g., buy, sell, redemption)	Date mm/dd/yy	Value Code 2 (J-P)	Gain Code 1 (A-H)	Identity of buyer/seller (if private transaction)
35. End of █████ Trust									
36. SEP/IRA RBC	B	Dividend	O	T					
37. CP	A	Dividend	K	T					
38. Teck Cominco Ltd./TCK	A	Dividend	J	T					
39. Encana - ECA	A	Dividend	J	T					
40. Cenovius	A	Dividend	K	T					
41. Oracle - ORCL	A	Dividend	K	T					
42. End of IRA									
43. HD	A	Dividend	K	T					
44. HD	A	Dividend	K	T					
45. PG	B	Dividend	L	T					
46. PG	B	Dividend	L	T					
47. GE	A	Dividend	J	T					
48. GE	A	Dividend	J	T					
49. AOL		None	J	T					
50. AOL		None	J	T					
51. Time Warner	A	Dividend	J	T					

1. Income Gain Codes: A = \$1,000 or less
(See Columns B1 and D4) F = \$50,001 - \$100,000
2. Value Codes J = \$15,000 or less
(See Columns C1 and D3) N = \$250,001 - \$500,000
P3 = \$25,000,001 - \$50,000,000
3. Value Method Codes Q = Appraisal
(See Column C2) U = Book Value
R = Cost (Real Estate Only)
V = Other
W = Estimated
C = \$2,501 - \$5,000
H1 = \$1,000,001 - \$5,000,000
L = \$50,001 - \$100,000
P1 = \$1,000,001 - \$5,000,000
P4 = More than \$50,000,000
S = Assessment
T = Cash Market
D = \$5,001 - \$15,000
E = \$15,001 - \$50,000
H2 = More than \$5,000,000
M = \$100,001 - \$250,000
P2 = \$5,000,001 - \$25,000,000

FINANCIAL DISCLOSURE REPORT

Page 7 of 10

Name of Person Reporting Zagel, James B.	Date of Report 06/07/2012
--	------------------------------

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

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

A. Description of Assets (including trust assets) 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)	(2)	(1)	(2)	(1)	(2)	(3)	(4)	(5)	
	Amount Code 1 (A-H)	Type (e.g., div., rent, or int.)	Value Code 2 (J-P)	Value Method Code 3 (Q-W)	Type (e.g., buy, sell, redemption)	Date mm/dd/yy	Value Code 2 (J-P)	Gain Code 1 (A-H)	Identity of buyer/seller (if private transaction)	
52. Time Warner	A	Dividend	J	T						
53. Time Warner Cable	A	Dividend	J	T						
54. Time Warner Cable	A	Dividend	J	T						
55. Janus Contrarian Fund	A	Dividend	K	T						
56. Janus Contrarian Fund	A	Dividend	K	T						
57. Pepco Holdings POM	B	Dividend	K	T						
58. FE	B	Dividend	K	T						
59. Duff & Phelps Fund - DNP	B	Dividend	K	T						
60. Fund Managed High Income - MHY	B	Dividend	K	T						
61. Lease of excess Berrien, Ctr, MI acreage to Leitz Corp.	B	Rent	L	W						
62. AT&T	A	Dividend	J	T						
63. NEE (formerly FPL)	B	Dividend	K	T						
64. COP	B	Dividend	K	T						
65. BAC	A	Dividend	J	T						
66. FIP Properties		None	M	R						
67. Alpine Ultra Short Tax ... Income Fund ATOIX	B	Interest	M	T	Buy	04/27/11	M			
68. Alpine Ultra Short Tax ... Income Fund ATOIX	B	Interest	M	T	Buy	04/27/11	M			

1. Income Gain Codes: (See Columns B1 and D4)	A = \$1,000 or less F = \$50,001 - \$100,000 J = \$15,000 or less N = \$250,001 - \$500,000 P3 = \$25,000,001 - \$50,000,000	B = \$1,001 - \$2,500 G = \$100,001 - \$1,000,000 K = \$15,001 - \$50,000 O = \$500,001 - \$1,000,000	C = \$2,501 - \$5,000 H1 = \$1,000,001 - \$5,000,000 L = \$50,001 - \$100,000 P1 = \$1,000,001 - \$5,000,000 P4 = More than \$50,000,000	D = \$5,001 - \$15,000 H2 = More than \$5,000,000 M = \$100,001 - \$250,000 P2 = \$5,000,001 - \$25,000,000	E = \$15,001 - \$50,000
2. Value Codes (See Columns C1 and D3)	Q = Appraisal U = Book Value	R = Cost (Real Estate Only) V = Other	S = Assessment W = Estimated	T = Cash Market	
3. Value Method Codes (See Column C2)					

FINANCIAL DISCLOSURE REPORT

Page 8 of 10

Name of Person Reporting Zagel, James B.	Date of Report 06/07/2012
--	-------------------------------------

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

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

A. Description of Assets (including trust assets) 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)	(2)	(1)	(2)	(1)	(2)	(3)	(4)	(5)	
	Amount Code 1 (A-H)	Type (e.g., div., rent, or int.)	Value Code 2 (J-P)	Value Method Code 3 (Q-W)	Type (e.g., buy, sell, redemption)	Date mm/dd/yy	Value Code 2 (J-P)	Gain Code 1 (A-H)	Identity of buyer/seller (if private transaction)	
69.										
70.										
71.										
72.										
73.										
74.										
75.										
76.										
77.										
78.										
79.										
80.										
81.										
82.										

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

FINANCIAL DISCLOSURE REPORT

Page 9 of 10

Name of Person Reporting

Zagel, James B.

Date of Report

06/07/2012

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

I participate in the Federal Thrift Savings Plan, but it is my understanding that this asset need not be listed.

All individual assets held in brokerage accounts are individually disclosed in report.

The double listing of certain investments is because some are in [REDACTED] name. I have not designated which are [REDACTED] assets, but I list them separately because they are individual holdings which might be sold separately at a future time.

In previous years, the Union League Club was listed under "Gifts." Based upon further information, and upon the opinion of the Committee on Codes of Conduct, the monthly fees paid by judges are equal to fees paid by younger members, clergy and military. The fees exceed the overhead costs to the club, and the privileges accorded are less than those accorded regular members. In the opinion of the Committee on Codes of Conduct, this fee classification does not constitute a "gift" under the Ethics in Government Act.

FIP Partners, LLC was purchased on 5/1/08 for \$186,000.

There is a possibility that I list some small number of low value assets that I no longer own (as some of my prior notes explain). My practice is not to delist assets until I have documentation that I no longer own it; it is better to be over-inclusive.

ATOIX is an income fund which is routinely reinvested every month and treated here as a continuation of the original investment. If reinvestment is not made, then the asset will be reported as sold. If the amount invested is increased, the new funds will be reported as a separate purchase. If the amount invested is decreased, it will be reported as a partial sale. These change of status events will be reported on the annual Financial Disclosure Report (VII).

After 7/31 [REDACTED] ceased to receive partnership income from Grant Thornton. After [REDACTED] ceased to be partner, [REDACTED] continued some consulting work as an independent contractor (III, B.1). As a partner of Grant Thornton, [REDACTED] served as a director of Fairfax Ltd., an insurer domiciled on the Isle of Guernsey. Grant Thornton reimbursed [REDACTED] expenses. After [REDACTED] ceased partnership, [REDACTED] retained [REDACTED] position as a director of Fairfax Ltd. In this capacity, [REDACTED] received director fees from Fairfax, which also reimbursed [REDACTED] travel and lodging expenses for attendance at the twice yearly meetings in the Isle of Guernsey (III B and IV).

FINANCIAL DISCLOSURE REPORT

Page 10 of 10

Name of Person Reporting	Date of Report
Zagel, James B.	06/07/2012

IX. CERTIFICATION.

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

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

Signature: **s/ James B. Zagel**

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

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