

**FINANCIAL DISCLOSURE REPORT
FOR CALENDAR YEAR 2012**

*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 08/12/2013
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) ☐ Nomination ☐ Date ☐ Initial ☒ Annual ☐ Final 5b. ☐ Amended Report	6. Reporting Period 01/01/2012 to 12/31/2012
7. Chambers or Office Address 515 RUSK ROOM 11535 HOUSTON, TEXAS 77002		
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.</i>		

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. VICE CHAIR, BOARD OF TRUSTEES	CENTER FOR AMERICAN AND INTERNATIONAL LAW
5. MEMBER, ADVISORY BOARD	INSTITUTE FOR THE ADVANCEMENT OF THE AMERICAN LEGAL SYSTEM
6. MEMBER, BOARD OF VISITORS	DUKE UNIVERSITY SCHOOL OF LAW

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. 2012	National Board of Bar Examiners	\$5,000.00
2. 2012	University of Houston	\$2,200.00
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. 2012	OIL STATES INTERNATIONAL, INC.: DIRECTOR'S FEES
2. 2012	THE STERLING GROUP LP AND RELATED ENTITIES: 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 25-27, 2012	PHILADELPHIA, PA	ATTEND COUNCIL MEETING	LODGING, MEALS, TRANSPORTATION, AIRFARE
2.	DUKE LAW SCHOOL	JANUARY 29-30, 2012	DURHAM, NC	JUDGE MOOT COURT COMPETITION	LODGING, TRANSPORTATION, AIRFARE
3.	AMERICAN BAR ASSOCIATION	FEBRUARY 3, 2012	NEW ORLEANS, LA	SPEAKER ABA TORT TRIAL & INSURANCE PRACTICE MEETING	TRANSPORTATION, AIRFARE
4.	LEWIS & CLARK COLLEGE OF LAW	FEBRUARY 24-26, 2012	LOS ANGELES, CA	JUDGE MOOT COURT COMPETITION	LODGING, MEALS, TRANSPORTATION AND AIRFARE
5.	UNIVERSITY OF TEXAS LAW SCHOOL	MARCH 6, 2012	AUSTIN, TX	SPEAKER BRADFORD SOCIETY MEETING	TRANSPORTATION, AIRFARE

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6.	GEORGETOWN LAW SCHOOL	APRIL 8-10, 2012	WASHINGTON, DC	PANELIST NEW CRIMINAL ESI PROTOCOL SEMINAR	TRANSPORTATION
7.	AMERICAN BAR ASSOCIATION	APRIL 12-13, 2012	LOS ANGELES, CA	ATTEND ABA SPRING MEETING	LODGING, TRANSPORTATION, AIRFARE
8.	AMERICAN BAR ASSOCIATION	APRIL 18-19, 2012	WASHINGTON, DC	SPEAKER RULE 502 PROGRAM (ABA LITIGATION SECTION)	LODGING, MEALS, TRANSPORTATION, AIRFARE
9.	DUKE LAW SCHOOL	APRIL 19-21, 2012	DURHAM, NC	ATTEND DUKE LAW SCHOOL BOARD OF VISITORS MEETING	LODGING, TRANSPORTATION, AIRFARE
10.	NEW YORK SCHOOL OF LAW	APRIL 22-24, 2012	NEW YORK, NY	SPEAKER NY LAW SCHOOL EMPLOYMENT LAW SYMPOSIUM	LODGING, MEALS, TRANSPORTATION, AIRFARE
11.	NATIONAL CONFERENCE OF BAR EXAMINERS	APRIL 26-28, 2012	SAN ANTONIO, TX	ATTEND BAR EXAM COMMISSION MEETING	LODGING, MEALS, TRANSPORTATION, AIRFARE
12.	SEDONA CONFERENCE	MAY 2-4, 2012	DEL MAR, CA	ATTEND SEDONA COMPLEX LITIGATION CONFERENCE	LODGING, MEALS, TRANSPORTATION, AIRFARE
13.	DUKE LAW SCHOOL	MAY 24-25, 2012	DURHAM, NC	FACULTY AT DUKE LAW JUDICIAL STUDIES PROGRAM	LODGING, TRANSPORTATION, AIRFARE
14.	DUKE LAW SCHOOL	MAY 31-JUNE 1, 2012	DURHAM, NC	FACULTY AT DUKE LAW JUDICIAL STUDIES PROGRAM	LODGING, TRANSPORTATION, AIRFARE
15.	DUKE LAW SCHOOL	JUNE 7-8, 2012	DURHAM, NC	FACULTY AT DUKE LAW JUDICIAL STUDIES PROGRAM	LODGING, TRANSPORTATION, AIRFARE
16.	AMERICAN LAW INSTITUTE	JUNE 11-12, 2012	WASHINGTON, DC	PANELIST ALI FOREIGN RELATIONS LAW MEETING	LODGING, MEALS, TRANSPORTATION, AIRFARE
17.	DUKE LAW SCHOOL	JUNE 14-15, 2012	DURHAM, NC	FACULTY AT DUKE LAW JUDICIAL STUDIES PROGRAM	LODGING, TRANSPORTATION, AIRFARE
18.	NATIONAL CONFERENCE OF BAR EXAMINERS	SEPTEMBER 13-15, 2012	PHILADELPHIA, PA	ATTEND BAR EXAM COMMISSION MEETING	LODGING, MEALS, TRANSPORTATION, AIRFARE
19.	INSTITUTE FOR THE ADVANCEMENT OF THE AMERICAN LAW SYSTEM	SEPTEMBER 20-21, 2012	DENVER, CO	PANELIST CIVIL JUSTICES REFORM SUMMIT	LODGING, MEALS, TRANSPORTATION, AIRFARE
20.	AMERICAN LAW INSTITUTE	SEPTEMBER 27-28, 2012	SAN FRANCISCO, CA	PANELIST ALI INFORMATION PRIVACY LAW MEETING	LODGING, MEALS, TRANSPORTATION, AIRFARE
21.	AMERICAN LAW INSTITUTE	OCTOBER 18-19, 2012	NEW YORK, NY	ATTEND ALI COUNCIL MEETING	LODGING, MEALS, TRANSPORTATION, AIRFARE
22.	AMERICAN INNS OF COURT	OCTOBER 19-21, 2012	WASHINGTON, DC	POWELL AWARD RECIPIENT	LODGING, TRANSPORTATION, AIRFARE

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23.	AMERICAN BAR ASSOCIATION	OCTOBER 24-25, 2012	CHICAGO, IL	PANELIST ABA NATIONAL INSTITUTE ON CLASS ACTIONS	LODGING, MEALS, TRANSPORTATION, AIRFARE
24.	UNIVERSITY OF TAX SCHOOL OF LAW	NOVEMBER 7, 2012	AUSTIN, TX	SPEAKER BRADFORD SOCIETY MEETING	TRANSPORTATION, AIRFARE
25.	UNIVERSITY OF KANSAS SCHOOL OF LAW	NOVEMBER 8-9, 2012	LAWRENCE, KS	SPEAKER UNIVERSITY OF KANSAS LAW REVIEW SYMPOSIUM	LODGING, MEALS, TRANSPORTATION, AIRFARE
26.	COLUMBIA UNIVERSITY LAW SCHOOL	NOVEMBER 11-12, 2012	NEW YORK, NY	SPEAKER COLUMBIA UNIVERSITY OF LAW SCHOOL FEDERALIST SOCIETY MEETING	LODGING, MEALS, TRANSPORTATION, AIRFARE
27.	AMERICAN BAR ASSOCIATION	NOVEMBER 15, 2012	NEW ORLEANS, LA	PANELIST ABA E-DISCOVERY MEETING	TRANSPORTATION, AIRFARE
28.	THE HAGUE INSTITUTE FOR GLOBAL JUSTICE	NOVEMBER 27-DECEMBER 1, 2012	THE HAGUE, THE NETHERLANDS	PANELIST CONFERENCE ON GLOBALIZATION OF CLASS ACTIONS	LODGING (MEALS INCLUDED), TRANSPORTATION, AIRFARE
29.					

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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

8.12.2013

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)		(2)	(1)		(2)	(1) Type (e.g. buy,sell merger, redemp- tion)	If not exempt from disclosure			
	Amt. Code 1 (A-H)		Type (e.g., div., rent or int.)	Value Code 2 (J-P)		Value Method Code 3 (Q-W)		(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)
Amegy Bank Account	A		int	J		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			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					
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	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	N		T					
Grapevine-Colleyville ISD 0.00% due 8/15/23			None	M		T					
Harris Cty, TX, 3.25% due 10/1/12	D		int				redemption	10/1	M	C	
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					

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 26.

FINANCIAL DISCLOSURE REPORT (cont'd)

Name of Person Reporting
Lee H. Rosenthal

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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 (2)	(3) Value Code 2 (J-P)	(4) Gain Code 1 (A-H)	(5) Identity of buyer/seller (if private transaction)
Houston, TX ISD 5.00% due 2/15/22		D		int	M		T											
Houston, TX Wtr-Swr 5.00% due 12/1/30		E		int				redemption	12/3	O	E							
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				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				redemption	8/15	N	F							
Lewisville TX ISD 0.00% due 8/15/21				None	O		T											
Massachusetts St. Ons 5.25% due 11/1/30		E		int				redemption	11/1	N	E							
Massachusetts St Spl Obg 5.00% due 6/1/21		D		int				redemption	6/1	N	D							
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				redemption	7/2	N	E							
Northwest, TX ISD 5.00% due 2/15/16		D		int	M		T											
Royse City, TX ISD 0.00% due 8/15/25				None	N		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

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		(1) Amt. Code 1 (A-H)			(2) Type (e.g., div., rent or int.) 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 (2)	(3) Value Code 2 (J-P)	(4) Gain Code 1 (A-H)	(5) Identity of buyer/seller (if private transaction)
Schertz-Cibolo-Unvl City, TX 0.00% due 2/1/24				None	N		T								
Schertz-Cibolo-Unvl 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				redemption	7/2	N	F				
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								
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	N		T								
JPM Chase-Checking				None	J		T								
HSA Bank		A		int	K		T								
ML (SP)		A		int	K		T								
American Express Bank, FSB		C		int	P1		T								
AIF V Private Investors LLC				(1)	L		U(1)	sell	(1)	J					

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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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								(1) Type (e.g. buy,sell merger, redemp- tion)	If not exempt from disclosure			
		(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)	(2) Date: Month- Day	(3) Value Code 2 (J-P)		(4) Gain Code 1 (A-H)	(5) Identity of buyer/seller (if private transaction)		
						(2)						
AIF VI Private Investors LLC				(1)	O		U(1)	sell	(1)	M		
AIF VII Private Investors LLC				(1)	N		U(1)	sell	(1)	M		
APAX Europe VII Private Investors, LLC				(1)(a)	(1)(a)		(1)(a)					
Atlantic Trust Company, N.A.		A		div	K		T					
BRKB-Common				None	M		T	buy	12/17	M		
Blackstone Natural Resources I, LP				(1)				final exchange	12/31	P1		exchanged to units of Black Stone Minerals Company, L.P.
Blackstone Natural Resources II,LP				(1)				final exchange	12/31	M		exchanged to units of Black Stone Minerals Company, L.P.
Blackstone Natural Resources III,LP				(1)				final exchange	12/31	N		exchanged to units of Black Stone Minerals Company, L.P.
Blackstone Hatfield Royalty, L.P.				(1)				final exchange	12/31	K		exchanged to units of Black Stone Minerals Company, L.P.
Blackstone Ivory Working Interests, LP				(1)				final exchange	12/31	(1) (b)		exchanged to units of Black Stone Minerals Company, L.P.
Blackstone Overline Acquisition, L.P.				(1)				final exchange	12/31	O		exchanged to units of Black Stone Minerals Company, L.P.
Blackstone Ivory Acquisition Partners, L.P. (direct)				(1) (b)				final exchange	12/31	P1		exchanged to units of Black Stone Minerals Company, L.P.

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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)	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)
						(2)			

Place "(X)" after each asset
exempt from prior disclosure.

Blackstone O'Connell Partners, LP				(1)			final exchange	12/31	M		exchanged to units of Black Stone Minerals Company, L.P.
Blackstone Raptor, L.P.				(1)			final exchange	12/31	O		exchanged to units of Black Stone Minerals Company, L.P.
Black Stone Minerals Company, LP				(1)	P1	U(1)	initial exchange	12/31	P1		exchanged from Blackstone Interests listed above
Arrowhead Research Corp				None	(11)	(11)					
Brand Group Holdings, Inc. (formerly Brand Energy)-Common				None	(11)	(11)	exchange	12/10	M		LP interest exchanged for common stock
							buy (add'l)	12/10	K		
Carlyle Asia Partners II				(1)	N	U(1)	sell	(1)	M		
Carlyle Japan International Partners II, L.P.				(1)	M	U(1)	sell	(1)	J		
CIE-Common				None	M	T	gift	12/20	M		Charitable Gift Fund
							buy	12/20	M		
CJIP II Limited, L.P.				(1)	K	U(1)					
CD&R Fund VII Private Investors, LLC				(1)	O	U(1)	sell	(1)	N		
DGAGX-Mutual Fund		A		div/int	M	T	buy	12/17	M		
Emerald Marina Bay				(1)	M	U(1)					

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

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See explanatory footnotes on page 26.

FINANCIAL DISCLOSURE REPORT (cont'd)

Name of Person Reporting
Lee H. Rosenthal

Date of Report

8.12.2013

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.) Value Code 2 (J-P) Value Method Code 3 (Q-W)			(1) Type (e.g. buy,sell merger, redemp- tion)	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)
Emerald Cambridge			(1)	J		U(1)					
Emerald Marina Cove			(1)	J		U(1)					
Emerald Marina Shores			(1)	J		U(1)					
Encino Energy, LLC			(1)	L		U(1)	buy	(1)	L		
Energy Capital Investors Fund, LLC			(1)	M		U(1)	buy	(1)	K		
FDC Group McKinney, Ltd			(1)	M		U(1)	sell	(1)	K		
FPACX-Mutual Fund		E	div/int	N		T	buy	5/15	K		
							buy (add'l)	5/17	K		
							buy (add'l)	5/17	L		
							buy (add'l)	6/19	M		
							buy (add'l)	7/27	L		
GLD-Mutual Fund			None	M		T	buy	12/17	M		
GS Bank		A	int/div	N		T					
GS Mt. Kellett			(1) (a)	(1) (a)		(1) (a)					
GS Mt. Kellett II			(1) (a)	(1) (a)		(1) (a)					
Great Northern Midstream, LLC			(1)	N		U(1)	buy	12/17	N		
Hawkins Investment Partnership			(1)	P2		U(1)					
HCI Investment LLC			(1)				final sell	(1)	J		

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

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See explanatory footnotes on page 26.

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) 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)
		(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)							
HDV-Mutual Fund		D		int/div	N		T					
Heaney Rosenthal Inc.				(1)	J		U(1)	buy (add'l)	6/26	K		
								buy (add'l)	12/19	K		
HMTF Europe Private Fund				(1)	J		U(1)	sell	(1)	J		
HMTF Fund IV				(1)	K		U(1)					
HydroEx Acquisition, LLC				(1)	M		U(1)	buy	(1)	M		
IXC-Common		E		div	O		T					
IYK-Common		E		div	P1		T					
JPMorgan Chase Investment Account		A		int	N		T					
KKR 2006 Private Investors, LLC				(1) (a)	(1) (a)		(1) (a)					
KMI-Common		E		div	O		T	buy (add'l)	2/1	L		
								buy (add'l)	5/21	L		
								buy (add'l)	6/7	M		
								buy (add'l)	6/19	L		
								buy (add'l)	12/13	M		
								buy (add'l)	12/17	M		
ML (CMA)		C		int/div	P1		T					
NOA-Common				None	M		T	distribution	12/18	M		distribution from Sterling Grp Ptnrs I

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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See explanatory footnotes on page 26.

FINANCIAL DISCLOSURE REPORT (cont'd)

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8.12.2013

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) 	
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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)								
		(2)											
B&G				(1)	M		U(1)						
Express				(1)	M		U(1)						
Saxco				(1)	M		U(1)						
Stackpole				(1)	O		U(1)						
Liqui-Box				(1)	M		U(1)						
Dexter				(1)	M		U(1)	buy	10/29	N			
The Sterling Group, L.P. 401(k):FA Stable Value		A		div/int	M		T						
Sternhill Affiliates I, LP				(1)				final sell	(1)	J			
Sternhill Partners I, LP				(1)				final sell	(1)	J			
CapStreet II, LP				(1)	J		U(1)	sell	(1)	J			
CapStreet Parallel II, LP				(1)	J		U(1)	sell	(1)	J			
JP Morgan Chase-Checking				None	J		T						
JP Morgan Chase-Checking-S				None	J		T						
TROW-Common		D		div	N		T	gift	12/20	N			
								buy	12/20	N			
VMSXX-Mutual Fund		A		div/int	M		T						
VUSXX-Mutual Fund		A		div/int	J		T						

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See explanatory footnotes on page 26.

FINANCIAL DISCLOSURE REPORT (cont'd)

Name of Person Reporting
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8.12.2013

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				
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							(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)		

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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VII. INVESTMENTS AND TRUSTS -- income, value, transactions.

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

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VII. INVESTMENTS AND TRUSTS -- income, value, transactions.

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												(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)
- Goldman Mt. Kellett								(1)(a)	(1)(a)	(1)(a)					
- Goldman Mt. Kellett II								(1)(a)	(1)(a)	(1)(a)					
- Great Northern Midstream, LLC								buy	12/17	M					
- Hawkins Investment Partnership, L.P.															
- HMTF Fund IV															
- HMTF Europe Private Fund								sell	(1)	J					
- HydroEx Acquisition, LLC								buy	(1)	M					
- IYK															
- JPMorgan Chase Investment Account															
- KKR 2006 Private Investors, LLC								(1)(a)	(1)(a)	(1)(a)					
- KMI-Common								buy	6/7	M					
								buy (add'l)	6/19	M					
								buy (add'l)	6/19	M					
								buy (add'l)	10/12	M					
- ML Reserves															
- NOA-Common								distribution	12/18	L		distribution from Sterling Grp Ptnrs I			
- Pearl Midtown, LLC								buy	(1)	M					
- Platform Partners LLC								(1)(a)	(1)(a)	(1)(a)					

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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

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 26.

FINANCIAL DISCLOSURE REPORT (cont'd)

Name of Person Reporting
Lee H. Rosenthal

Date of Report

8.12.2013

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) 	
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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

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 26.

FINANCIAL DISCLOSURE REPORT (cont'd)

Name of Person Reporting
Lee H. Rosenthal

Date of Report

8.12.2013

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)		(2)	(1)		(2)	(1) Type (e.g. buy,sell merger, redemp- tion)	If not exempt from disclosure			
	Amt. Code 1 (A-H)		Type (e.g., div., rent or int.)	Value Code 2 (J-P)		Value Method Code 3 (Q-W)		(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)
VMSXX-Mutual Fund #3		A		div/int	O		T				
Amegy Bank Account #3		A		div/int	J		T				
VUSXX-Mutual Fund #4		A		div/int	J		T				
VMSXX-Mutual Fund #4		A		div/int	O		T				
Amegy Bank Account #4		A		div/int	J		T				
ML Reserves #1		A		div/int	J		T				
ML Reserves #2	Y										
- VEU	Y										
- MGC	Y										
ML Reserves #3		A		div/int	J		T				
ML Reserves #4		A		div/int	J		T				
JPM Chase Checking #3				None	J		T				
JPM Chase Checking #4				None	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 26.

- (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 separate 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.
- (13) Amounts for each company aggregate values for the direct ownership of each entity as well as indirectly through other Sterling group entities.

Name of Person Reporting	Date of Report
ROSENTHAL, LEE H.	08/12/2013

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

FINANCIAL DISCLOSURE REPORT

Page 8 of 8

Name of Person Reporting	Date of Report
ROSENTHAL, LEE H.	08/12/2013

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/ **LEE H. ROSENTHAL**

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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Washington, D.C. 20544