AO-10
Rev. 1/2004

FINANCIAL DISCLOSURE REPORT

Calendar Year 2003

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

1. Person Reporting (Last name, First name, Middle initial) Atlas, Nancy F	2. Court or Organization U.S.D.C. - S.D. Tx.	3. Date of Report 6/4/2004
4. Title (Article III Judges indicate active or senior status; magistrate judges indicate full- or part-time) U.S. District Judge, Active	5. Report Type (check appropriate type) ○ Nomination, Date ○ Initial ◉ Annual ○ Final	6. Reporting Period 1/1/2003 to 12/31/2003
7. Chambers or Office Address United States District Court 515 Rusk Street, Room 9015 Houston, TX 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.)

	POSITION	NAME OF ORGANIZATION/ENTITY
1.	Associate Member	VICTORY (Houston American Cancer Society)
2.	Co-Trustee	Trust 1 (1)
3.	Co-Trustee	Trust 2 (2)
4.	Co-Trustee	Trust 3
5.	Co-Trustee	Trust 4 (4)
6.	Co-Trustee	Trust 5 (1) (4)
7.	Co-Trustee	Trust 6 (2) (4)
8.	Task Force Co-Chair	American Bar Associations Section of Litigation

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

☑ NONE - (No reportable agreements.)

	DATE	PARTIES AND TERMS
1.		

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FINANCIAL DISCLOSURE OFFICE

FINANCIAL DISCLOSURE REPORT	Name of Person Reporting	Date of Report
	Atlas, Nancy F	6/4/2004

III. NON-INVESTMENT INCOME. (Reporting individual and spouse; see pp. 17-24 of filing instructions)

A. Filer's Non-Investment Incom

☐ NONE - (No reportable non-investment income.)

	DATE	SOURCE AND TYPE	GROSS INCOME (yours, not spouse's)
1.	2003	[redacted] (Law Firm), Partner(s)	0.00

B. Spouse's Non-Investment Incom - (If you were married during any portion of the reporting year, please complete this section. (dollar amount not required except for honoraria)

☐ NONE - (No reportable non-investment income.)

	DATE	SOURCE AND TYPE
1.		

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

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

☐ NONE - (No such reportable reimbursements.)

	SOURCE	DESCRIPTION
1.	[redacted]Women's Initiative Advisory Board	6/5/03 - 6/7/03 Meeting (lodging and meals)

FINANCIAL DISCLOSURE REPORT	Name of Person Reporting	Date of Report
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V. GIFTS. (Includes those to spouse and dependent children. See pp. 28-31 of instructions.)

☐ NONE - (No such reportable gifts.)

	SOURCE	DESCRIPTION	VALUE
1.	See Section VIII	(Section V Notes) (1)	$0

VI. LIABILITIES. (Includes those of spouse and dependent children. See pp. 32-34 of instructions.)

☐ NONE - (No reportable liabilities.)

	CREDITOR	DESCRIPTION	VALUE CODE
1.	Texas State Bank	Mortgage on property #1, Galveston, Texas (Not for production of income or investment.)	N
2.			

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Name of Person Reporting	Date of Report
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VII. INVESTMENTS and TRUSTS
– income, value, transcations (includes those of the spouse and dependent children. See pp. 34-57 of filing 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				
						If not exempt from disclosure			
Place "(X)" after each asset exempt from prior disclosure	(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, 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)
☐ NONE (No reportable income, assets, or transactions)									
1. Boston Celtics LP II Sub Deb	[redacted]								
2. Cisco Systems Inc. (2)		[redacted]							
3. Citigroup - Common	[redacted]								
4. Coca-Cola Co. - Common (2)	[redacted]								
5. Dreyfus Appreciation Fund (2)	[redacted]								
6. Equitable Universal Life Insurance (6)		[redacted]							
7. Franklin Templeton Mutual Beacon Fnd	[redacted]								
8. Goldman Sachs ILA - Prime Obligtns Portfolio (2)	[redacted]								
9. Intel Corp. (2)	[redacted]								
10. IRA: Dreyfus Appreciation Fund (2)	[redacted]								
11. IRA: Vanguard Index Trust 500 Portfolio	[redacted]								
12. ITT Hartford Annuity (6)		[redacted]							
13. Janus Worldwide Fund	[redacted]								
14. JP Morgan Chase Bank (2)	[redacted]								
15. Mass Mutual Group Universal Life Ins (2)(6)	[redacted]								
16. Medco Health Soulutions, Inc. (9)					[redacted]				
17. Merck & Co. Inc. - Common (2)	[redacted]								
18. Merrill Lynch Bank Deposit Program (17)	[redacted]								

1. Income/Gain Codes: (See Columns B1 and D4)	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: (See Columns C1 and D3)	J =$15,000 or less	K =$15,001-$50,000	L =$50,001-$100,000	M =$100,001-$250,000	
	N =$250,000-$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 (See Column C2)	Q =Appraisal	R =Cost (Real Estate Only)	S =Assessment	T =Cash/Market	
	U =Book Value	V =Other	W =Estimated		

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Atlas, Nancy F	6/4/2004

VII. INVESTMENTS and TRUSTS – income, value, transcations (includes those of the spouse and dependent children. See pp. 34-57 of filing instructions.)

A. Description of Assets (including trust assets) Place "(X)" after each asset exempt from prior disclosure	B. Income during reporting period (1) Amount Code 1 (A -H)	B. (2) Type (e.g. div. rent. or int.)	C. Gross value at end of reporting period (1) Value Code 2 (J-P)	C. (2) Value Method Code 3 (Q-W)	D. Transactions during reporting period (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)
19. MetLife Investors Group Inc. (6)		[redacted]							
20. Nexus BT, LLLP	[redacted]								
21. Nexus Members 1999 Drilling Fund LLLP	[redacted]								
22. Nexus Resources LLC-Preferred	[redacted]								
23. Partnership in real estate, Houston, TX (10)		[redacted]							
24. Polaris Aircraft V-A 1984 Ltd. Partnership (7)	[redacted]								
25. Shaw, Patricia loan (18)	[redacted]								
26. T. Rowe Price Small Cap Value Fund	[redacted]								
27. Texas Regional Bancshares, Inc. - Common (2)	[redacted]								
28. Texas State Bank, Houston, TX (2)		[redacted]							
29. Time Warner, Inc. - Common (8)					[redacted]				
30. Tower Equity '84 Ltd. Partnership (11)	[redacted]								
31. Traveler's Property Casualty Grp.		[redacted]							
32. U.S. Savings Bond (Series EE) (2)		[redacted]							
33. [redacted] Annuity (5)		[redacted]							
34. [redacted]apital Account		[redacted]							
35. [redacted] General Investments Fund (12)	[redacted]								
36. Vanguard 500 Index Fund	[redacted]								

1. Income/Gain Codes: (See Columns B1 and D4)	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
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37. Vanguard Extended Market Index Fund	[redacted]								
38. Vanguard Short-Term Bond Fund (2)	[redacted]								
39. Vanguard Total Stock Market Fund (2)	[redacted]								
40. Visteon Corp. Delaware	[redacted]								
41. Zero Coupon Dollar Savings Bond for St. of Israel (1)		[redacted]							
42. TRUST 1	[redacted]								
43. - Dreyfus Appreciation Fund									
44. TRUST 2	[redacted]								
45. - CATS									
46. - Coca-Cola Co. - Common									
47. - Goldman Sachs ILA - Prime Oblgtns Portfolio									
48. - Medco Health Soulutions, Inc. (9)									
49. - Merck & Co. Inc. - Common									
50. - TIGR									
51. - Vanguard Trust 500 Index Fund					[redacted]				
52. Trust 3	[redacted]								
53. - CATS									
54. - Coca-Cola Co. - Common									

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55. - Goldman Sachs ILA - Prime Oblgnts Portfolio									
56. - Medco Health Soulutions, Inc. (9)									
57. - Merck & Co., Inc. - Common									
58. - Vanguard Index Trust 500 Portfolio									
59. TRUST 4 (4)									
60. - Mercury Equity Index Fund					[redacted]				
61. TRUST 5 (4)	[redacted]								
62. - Active Assets Money Trust Insured Account(17)									
63. - Delphi TR 1 Ser.					[redacted]				
64. - FHLMC 2489 LA (15)					[redacted]				
65. - Ford Motor Co.					[redacted]				
66. - Ford Motor Co.					[redacted]				
67. - Gen. Motors CV Sen. Notes					[redacted]				
68. - GNMA 02-33 BA (16)					[redacted]				
69. - Muni Bond (FL): Dade School District					[redacted]				
70. - Muni Bond (FL): Hillsboro Aviation					[redacted]				
71. - Muni Bond (FL): Hollywood W/S					[redacted]				
72. - Muni Bond (FL): Homestead Assessment					[redacted]				

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73. - Muni Bond (FL): Jacksonville Sew									
74. - Muni Bond (IL): Illinois Health Facs - Silver Cross									
75. - Muni Bond (IL): Illinois Health Facs BE - Dupage									
76. - Nabisco									
77. - SAT - GE Global Ins.					[redacted]				
78. - Time Warner, Inc. (8)									
79. - U.S. Treasury Note 11/15/04									
80. - U.S. Treasury Note 5/15/06									
81. - U.S. Treasury Bond 5/15/16									
82. - Unit MIT Muni Put NY 1					[redacted]				
83. TRUST 6 (4)	[redacted]								
84. - Active Assets Insured Accunt & Money Trust (17)									
85. - American Electric Power					[redacted]				
86. - American Electric Power					[redacted]				
87. - FHLMC 2489 LA (20)					[redacted]				
88. - First Republic Cap. Corp.					[redacted]				
89. - Ford Motor Credit Corp.					[redacted]				
90. - Ford Motor Credit Corp.					[redacted]				

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91.	- GM CVT Sen. Nts.					[redacted]				
92.	- GNMA 01-63 BH (19)					[redacted]				
93.	- GNMA 02-33 BA (22)					[redacted]				
94.	- Muni Bond (FL): Cape Coral Health Facs A									
95.	- Muni Bond (FL): Jacksonville Pollution Control									
96.	- Muni Bond (NY): New York City G.O. Rfdg. Ser. F									
97.	- Muni Bond (TN): Tennessee Housing Dev. (21)					[redacted]				
98.	- Muni Bond: NY State Mortgage Agency									
99.	- SAT - GE Global Ins.					[redacted]				
100.	- Trans Canada Ltd. Pfd Sec. 8.25%									

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VIII. ADDITIONAL INFORMATION OR EXPLANATIONS (Indicate part of Report.)

Section 1 Notes:

(1) Under the Will of [redacted]
(2) Under the Will of [redacted]

Section V Notes:

(1) A few times each year, friends invite [redacted] me to sit with them at tables they have purchased at a charity event. We occasionally invite friends to do the same, I.e. join us at a table we have purchased for a charity event. Since my confirmation, each time any friend has invited us to sit at their table, [redacted] has made a contribution to the organization hosting the event equal to or at least the cost of two tickets to the event. Each time, the friend inviting us has been a close friend whose friendship long predated my nomination. A few of those friends are lawyers and could some day represent clients in my court. To my knowledge, none of those friends were parties ore represented clients in my court at the time of the event at which we sat at their table.

Section VII Notes:

(1) No interest income is included in Column B(1) on zero coupon bonds until maturity.

(2) Several entities of the same asset (e.g., equity, checking accounts, variable life insurance policies) have been combined into a single entry.

(3) All mutual fund distributions, whether dividend, interest, or capital gains, are listed as "dividends" in Column B(1).

(4) Trust 4 in this report is a new trust. Trust 4 in prior reports is now listed as Trust 5. Trust 5 from prior reports is labelled Trust 6 in this report.

(5) Annual payment (beginning 1/15/15) of a fixed amount times years of service starting 1/1/95. Present value was provided by an actuary hired by my [redacted] law firm.

(6) Cash surrender value provided by the company.

(7) Polaris, a limited partnership in which [redacted] I invested in 1984, purchased an airplane that was leased to an airline company and was sold in 2001. Some proceeds from the sale had not yet been distributed as of 1/1, but this year's distribution is the final one. The current year's income and value are based on [redacted]

(8) Formerly known as AOL Time Warner, Inc.

(9) Medco Health Solutions, Inc.: spin-off from Merck & Co., Inc. on 8/20/03.

(10) This is a partnership investment in real estate in Houston, Texas that was sold in 2001. Some cash from the sale has not yet been distributed.

(11) This partnership interest reflects passive investments by [redacted] has no business activity or management role in connection with this investment.

(12) [redacted] participates in the [redacted] Retirement Plans A and B. These are individual account defined contribution plans qualified under I.R.C. Section 401(a). The contributions by the firm are fixed. Retirement Plan A has a salary reduction I.R.C. Section 401(k) feature. The Trustee of the Plan is JPMorgan Chase Bank, N.A., Houston, Texas. [redacted] as no investment discretion with respect to the investments of this defined contribution plan, except for the after-tax constribution component as to which he has the liminted discretion to choose any of a number of funds that are available. The General Investment Fund is mostly an equity fund managed by several outside investment advisors. The firm made deductions from [redacted] payroll account, each in the value of [redacted] on the following dates in 2003: 2/1, 3/1, 5/1, 7/1, 8/1, 10/1, 11/1, 12/1, and 12/31.

(13) SAT-GE Global Ins.: purchases made on 6/13/03, 6/26/03 and 7/24/03.

(14) SAT-GE Global Ins.: purchases made on 6/11/03 and 11/4/03.

(15) FHLMC 2489 LA: return of principal received on 1/15/03. Fully amortized.

(16) GNMA 02-33 BA: return of principal received on 1/21/03. Fully amortized.

(17) Money Market Account containing some cash at year end.

(18) This is an individual loan.

(19) GNMA 01-63 BH: return of principal received on 1/20/03. Fully amortized.

(20) FHLMC 2489 LA: return of principal received on 1/15/03. Fully amortized.

(21) Muni Bond (TN): Tennessee Housing Dev.: At the start of 2002, Trust 6 contained [redacted] units of this asset. Of the total, [redacted] units were called in 2002. In 2003, [redacted] more units were called, leaving in the Trust [redacted] units at year-end. This is a clarification of my 2002 Report, which might suggest the entire asset was sold that year.

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VIII. ADDITIONAL INFORMATION OR EXPLANATIONS (Indicate part of Report.)

(22) GNMA 02-33 BA: return of principal received on 1/21/03. Fully amortized.

(23) Unit Muni PUT NY 1: return of principal received on 5/25/03, 11/25/03 and 12/25/03, plus small amount of interest. Partially amortized.

(24) Dreyfus Appreciation Fund: purchases in the amount of [redacted] were made on 6/27/03 and 10/16/03.

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. § 501 et. seq., 5 U.S.C. § 7353, and Judicial Conference regulations.

Signa[redacted]

Date June 5, 2004

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)

FILING INSTRUCTIONS

Mail signed original and 3 additional copies to:

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