

NO-10
Rev. 1/94

**FINANCIAL DISCLOSURE REPORT
FOR CALENDAR YEAR 1994**

 Report Required by the Ethics
Reform Act of 1989, Pub. L. No.
101-194, November 19, 1989
(16 U.S.C.A. App. 2, 161-112)

1. Person Reporting (Last name, first, middle initial) O'TOOLE, GEORGE A., JR.	2. Court, or Organization U.S. DISTRICT COURT, MASS.	3. Date of Report 4/4/95
4. Title (Article III judges indicate active or senior status; Registrars indicate full- or part-time) U.S. DISTRICT JUDGE - NOMINEE	5. Report Type (check appropriate type) ☒ Nomination, Date 4/4/95 ☐ Initial ☐ Annual ☐ Final	6. Reporting Period 1/1/94-3/31/95
7. Chambers or Office Address	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 section where you have no reportable information. Sign on last page.		

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

POSITION	NAME OF ORGANIZATION/ENTITY
☐ NONE (No reportable positions)	
ASSOCIATE JUSTICE	SUPERIOR COURT DEPARTMENT, TRIAL COURT OF MASSACHUSETTS

II. AGREEMENTS. (Reporting individual only; see pp. 14-17 of Instructions.)

DATE	PARTIES AND TERMS
☒ NONE (No reportable agreements)	

III. NON-INVESTMENT INCOME. (Reporting individual and spouse; see pp. 18-25 of Instructions.)

DATE	SOURCE AND TYPE	GROSS INCOME (Spouse, not spouse's)
☐ NONE (No reportable non-investment income)		
1 1993	COMMONWEALTH OF MASSACHUSETTS COMPENSATION FOR SERVICES IN JUDICIAL OFFICE	\$ 80,350
2 1994	SAME	\$ 80,350
3 1993	SHAWMUT NATIONAL CORP., ONE FEDERAL ST., BOSTON, MA COMPENSATION FOR SVCS. (SR.V.P., CORPORATE AFFAIRS)	\$ (S)
4 1994	SAME	\$ (S)
5		

O'TOOLE, GEORGE A., JR.

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(Include those to spouse and dependent children; use the parentheticals '(S)' and '(DC)' to indicate reportable reimbursements and gifts received by spouse and dependent children, respectively. See pp. 26-29 of Instructions.)

DESCRIPTION

NONE (No such reportable reimbursements or gifts)

2		
3		
4		
5		
6		
7		

SOURCE

DESCRIPTION

VALUE

NONE (No such reportable gifts)

2			
3			\$
4			\$
			\$

CREDITOR

DESCRIPTION

VALUE CODE*

NONE (No reportable liabilities)

1			
2			
3			
4			
5			
6			
7			

* VALUE CODES: J = \$15,000 or less K = \$15,001 - \$50,000 L = \$50,001 - \$100,000 M = \$100,001 to \$500,000 N = \$500,001 to \$1,500,000

FINANCIAL DISCLOSURE REPORT

Name of Person Reporting

O'TOOLE, GEORGE A., JR.

Date of Report

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VII. Page 1 INVESTMENTS and TRUSTS — income, value, transactions (Includes those of spouse and dependent children. See pp. 37-54 of Instructions.)

A. Description of Asset (Include holding trust assets)	B. Income Category (See Instructions)	C. Current value at end of reporting period		D. Transactions during reporting period			
		(1) Value	(2) Code	EXEMPT			
				(3) Not exempt from gift tax	(4) Not exempt from estate tax	(5) Not exempt from both	
☐ NONE (No reportable income, assets, or transactions)							
SHAWMUT BK., (BOSTON, MA) SAVINGS & NOW a/c/s (J)	A	INT.	K	T			
SHAWMUT BK., (BOSTON, MA) CHECKING a/c (S)	A	INT.	J	T			
SHAWMUT NATIONAL CORP. COMMON SHARES (S)	A	NONE	K	T			
SHAWMUT BANK CERT. OF DEPOSIT (IRA)	A	INT.	J	T			
SHAWMUT BANK CERT. OF DEPOSIT (IRA) (S)	C	INT.	L	T			
SHAWMUT BK. RETIREMENT PLAN (S)	A	INT.	K	T			
AT&T CORP. COMMON STOCK (J)	A	DIV.	J	T			
COMM. OF MASSACHUSETTS JUDGE'S RETIREMENT PL.	C	INT.	J	T			
DONALDSON, LUFKIN & JENNETTE IRA (SEE SCHEDULE ATTACHED)	C	INT DIV	L	T			
TERRA INDUSTRIES, INC.	A	DIV.	J	T			
11							
12							
13							
14							
15							
16							
17							
18							

1. Income/Gain Codes: A-\$1,000 or less; B-\$1,001 to \$1,500; C-\$1,501 to \$5,000; D-\$5,001 to \$15,000; E-\$15,001 to \$50,000; F-\$50,001 to \$100,000; G-\$100,001 to \$250,000; H-\$250,001 to \$500,000; I-\$500,001 to \$1,000,000; J-More than \$1,000,000.

2. Value Codes: A-\$15,000 or less; B-\$15,001 to \$50,000; C-\$50,001 to \$100,000; D-\$100,001 to \$250,000; E-\$250,001 to \$500,000; F-\$500,001 to \$1,000,000; G-More than \$1,000,000.

3. Value Method Codes: A-Appraisal; B-Not (real estate only); C-Appraisal; D-Cash/Market.

O'TOOLE, GEORGE A., JR.

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VII. Page 1 INVESTMENTS and TRUSTS -- income, value, transactions
Continuation Line 9

Donaldson, Lufkin & Jenrette custodian account includes:

	<u>Income</u>	<u>Value</u>
Pershing Government Money Market Account	A / Int.	J / T
Enterprise Bank Lowell, MA	A / Div.	J / U
Koger Equity, Inc.	A / None	J / T
Fidelity Advisor Emerging Asia Fund	A / Div.	J / T
Pioneer Fund	B / Div.	K / T
D.L. Babson Fund Growth	B / Div.	K / T

FINANCIAL DISCLOSURE REPORT (cont'd)

Name of Person Reporting

O'TOOLE, GEORGE A., JR.

Date of Report

1/1/95

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

IX. CERTIFICATION.

In compliance with the provisions of 28 U.S.C. § 455 and of Advisory Opinion No. 57 of the Advisory Committee on Judicial Activities, and to the best of my knowledge at the time after reasonable inquiry, I did not perform any adjudicatory function in any litigation during the period covered by this report in which I, my spouse, or my minor or dependent children had a financial interest, as defined in Canon 3C(3)(c), in the outcome of such litigation.

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. 7, § 501 et. seq., 5 U.S.C. § 7353 and Judicial Conference regulations.

Signature _____

Date _____

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. 6, § 104, AND 18 U.S.C. § 1001.)

FILING INSTRUCTIONS	
Mail signed original and 3 additional copies to:	Committee on Financial Disclosure Administrative Office of the United States Court One Columbus Circle, N.E., Suite 2301 Washington, D.C. 20002

FINANCIAL STATEMENT

NET WORTH
MARCH 31, 1995

Provide a complete, current financial net worth statement which itemizes in detail all assets (including bank accounts, real estate, securities, trusts, investments, and other financial holdings), all liabilities (including debts, mortgages, loans, and other financial obligations) of yourself, your spouse, and other immediate members of your household.

ASSETS (1)(2)(3)(4)		LIABILITIES (3)(4)	
Cash on hand and in banks (See Schedule 1)	\$ 182,914.18	Notes payable to banks-secured	
U.S. Government securities (See Schedule 2)	\$ 15,028.20	Notes payable to banks-unsecured	
Listed securities (See Schedule 3)	\$ 1,258,718.76	Notes payable to relatives	
Unlisted securities (See Schedule 4)	\$ 565,900.51	Notes payable to others	
Account and notes receivable:		Accounts and bills due (See Schedule 9)	\$ 15,000.00
Due from relatives and friends	\$ 29,943.59	Unpaid income tax (See Schedule 9)	\$ 300,000.00
Due from others	\$ 1,900.00	Other unpaid tax and interest	
Doubtful (See Schedule 5)		Real estate mortgages payable (See Schedule 9)	\$ 942,556.87
Real estate owned (See Schedule 6)	\$ 1,121,500.00	Chattel mortgages and other liens payable	
Real estate mortgages receivable		Other debts	
Autos and other personal property	\$ 213,125.00		
Cash value-life insurance (See Schedule 7)	\$ 520,308.31		
Other assets (See Schedule 8)	\$ 229,786.19		
		Total Liabilities	\$ 1,257,556.87
		Net Worth	\$ 2,881,567.87
Total assets	\$ 4,139,124.74	Total liabilities and net worth	\$ 4,139,124.74
CONTINGENT LIABILITIES		GENERAL INFORMATION	
As endorser, comaker of guarantor (See Schedule 9)	\$ 25,000.00	Are any assets pledged? (Add schedule.)	no
On leases or contracts		Are you defendant in any suits or legal action?	no
Legal Claims		Have you ever taken bankruptcy?	no
Provision for Federal Income Tax (5)			
Other special debt			

- (1) Does not include retirement plan assets shown on Schedule 10.
 (2) Does not include trust for Nancy Atlas or trusts for children and related assets shown on Schedules 11-15.
 (3) All values, unless otherwise noted, are in accordance with AO Form 10 prepared in accordance with Ethics Reform Act of 1989.
 (4) Abbreviations used in the attached schedules reflect the following:
- | | |
|-----------|--|
| NFA | Nancy F. Atlas Separate Property Account |
| V&E | Vinson & Elkins, L.L.P., Scott Atlas employer |
| SM&K | Sheinfeld, Maley & Kay, P.C., Nancy Atlas employer |
| V&E acct. | Vinson & Elkins, L.L.P. partnership interest |
| V&E gp. | Vinson & Elkins, L.L.P. partner group interest |
| Int'l | Non-U.S. asset |
- (5) Provision for federal income tax on the excess of the estimated market values of assets less the estimated current amount of liabilities over their respective tax bases has not been included.

CASH

<u>NAME</u>	<u>NO. SHARES</u>	<u>MARKET VALUE</u>
Cash (Merrill Lynch)		\$ 0.95
CMA Money Fund (Merrill Lynch)		\$ 1,835.00
Goldman Sachs ILA - Prime Obgtm Portfolio		\$ 1,074.99
Goldman Sachs Cash Balance		\$ 16,290.37
Oppenheimer Cash Balance #1		\$ 0.29
Oppenheimer Quest Cash Reserves General Municipal Portfolio #8		\$ 18,112.00
Sanford Bernstein & Co. Cash Balance		\$ 14,359.62
Texas Commerce Bank, Houston, TX: Acct. #3		\$ 26,282.27
Texas Commerce Bank, Houston, TX: Acct. #8		\$ 9,548.79
Texas Commerce Bank, Houston, TX: Acct. #7		\$ 241.70
Texas Commerce Bank, Houston, TX: Acct. #9		\$ 94,048.66
Undeposited checks		\$ 1,119.54
Total		\$ 182,914.18

U.S. GOVERNMENT SECURITIES

<u>NAME</u>	<u>NO. SHARES</u>	<u>MARKET VALUE</u>
U.S. Treasury Note		\$ 15,028.20

LISTED SECURITIES

<u>NAME</u>	<u>NO. SHARES</u>	<u>MARKET VALUE</u>
Abbott Laboratories - Common	200	\$ 7,150.00
AETNA Life & Casualty Co. - Common	100	\$ 5,700.00
Ahmanson /HF/& Co. - Common	150	\$ 2,700.00
Alcan Aluminum Ltd. - Common	250	\$ 6,656.25
American Stores Co. (New) - Common	200	\$ 5,125.00
AMR Corp. - Common	50	\$ 3,237.50
Anheuser Busch Cos Inc. - Common	200	\$ 11,737.51
AT&T Corp - Common	200	\$ 10,350.00
BankAmerica Corp. - Common	75	\$ 3,618.75
Bankers Trust New York Corp. - Common	25	\$ 1,306.25
Bernstein International Value Portfolio	3,378	\$ 54,719.77
Bernstein Short Duration Diversified Muni Portfolio	25,965	\$ 332,595.22
Champion International Corp. - Common	150	\$ 6,487.50
Chase Manhattan Corp. - Common	100	\$ 3,562.50
Chemical Banking Corp. - Common	75	\$ 2,831.25
Chevron Corp. - Common	300	\$ 14,400.00
CIGNA Corp. - Common	125	\$ 3,737.50
Citicorp - Common	200	\$ 8,525.00
Coca Cola Co. - Common	500	\$ 28,187.50
Corning Incorporated - Common	100	\$ 3,600.00
Dreyfus Municipal Bonds Fund	6,033	\$ 74,493.14
Du Pont E I de Nemours & Co. - Common	150	\$ 9,075.00
Emerson Electric Co. - Common	100	\$ 6,650.00
Ericsson LM Tel Co ADR	75	\$ 4,635.94
Fed Natl Mtg Assn - Common	175	\$ 14,240.63
Federal Express Corp. - Common	75	\$ 5,071.88
Federal Home Loan Mortgage - Common	38	\$ 2,299.00
Fleming Companies Inc - Common	50	\$ 1,131.25
FMC Corp - New - Common	50	\$ 3,025.00
Ford Motor Co. - Common	400	\$ 10,775.00
Gabelli Small Cap Growth Fund	1,530	\$ 26,051.06
GAP Inc. - Common	100	\$ 3,550.00
General Electric Co. - Common	400	\$ 21,600.00
Gillette Co. - Common	100	\$ 8,162.50
Golden West Finl Corp. - Common	75	\$ 2,868.75
Great Western Financial Corp - Common	200	\$ 3,750.00
International Paper Co. - Common	50	\$ 3,756.25
Janus Worldwide Fund	1,007	\$ 24,278.13
Johnson & Johnson - Common	300	\$ 17,850.00
K Mart Corp - Common	250	\$ 3,437.50
Kellogg Company - Common	200	\$ 11,675.00
Kimberly Clark Corp. - Common	100	\$ 5,200.00
Lincoln National Corp. - Common	100	\$ 4,025.00
Liz Claiborne Inc. - Common	100	\$ 1,775.00
Lockheed Corp. - Common	50	\$ 4,282.88

LISTED SECURITIES

NAME	NO. SHARES	MARKET VALUE
MCI Communications Corp. - Common	150	\$ 3,093.75
Melville Corp. - Common	75	\$ 2,793.75
Merck & Co. Inc. - Common	410	\$ 17,476.25
Merrill Lynch Co. Inc. - Common	200	\$ 8,500.00
Minnesota Mining & Mfg Co. - Common	200	\$ 11,625.00
Mobil Corp. - Common	137	\$ 12,689.63
Motorola Inc. - Common	150	\$ 8,193.75
Mutual Beacon Fund	1,951	\$ 65,855.07
Nestle SA Sponsored ADR	200	\$ 9,813.20
Neuberger & Berman Guardian Fund	1,272	\$ 25,323.57
Nike - Common	100	\$ 7,500.00
Norfolk Southern Corp. - Common	100	\$ 6,687.50
Oxis International Inc. - Common	1,600	\$ 3,400.00
Partnership investment in First City Bancorporation of Texas (our share: 0.0061022) (6)		\$ 570.00
Pepsico Inc. - Common	400	\$ 15,650.00
Pfizer Inc. - Common	150	\$ 12,862.50
Philip Morris Co. Inc. - Common	344	\$ 22,476.50
PNC Financial Corp. - Common	150	\$ 3,656.25
Proctor & Gamble Co. - Common	200	\$ 13,250.00
Reader's Digest Assoc., Inc. - Common	100	\$ 4,812.50
Rowan Companies Inc. - Common	100	\$ 650.00
Royal Dutch/Pete Co. - Common	250	\$ 30,000.00
Sara Lee Corp. - Common	200	\$ 5,225.00
Scudder International Bond Fund	2,382	\$ 26,770.87
Stride Rite Corp. - Common	200	\$ 2,525.00
Tex. Regional Bancshares, Inc. - Common	7,678	\$ 95,975.00
Travelers Inc. - Common	80	\$ 3,090.00
UAL Corp. New - Common	12	\$ 1,260.00
Union Pacific Corp. - Common	100	\$ 5,487.50
USLife Corp. - Common	25	\$ 953.13
UST Inc. - Common	100	\$ 3,175.00
VF Corp. - Common	75	\$ 3,984.38
Wal Mart Stores Inc. - Common	350	\$ 8,950.00
Walgreen Co. - Common	100	\$ 4,812.50
Warnaco Group Inc. - Common	200	\$ 3,575.00
Warner Lambert Co. - Common	83	\$ 6,494.75
Weingarten Realty Investors SBI - Common	200	\$ 6,925.00
WMX Technologies Inc. - Common	100	\$ 2,750.00
Total		\$ 1,258,718.76

(6) The market value is based on most recent sale information obtained from the partnership, which has data only as of 12/31/94.

UNLISTED SECURITIES

<u>NAME</u>	<u>NO. SHARES</u>	<u>MARKET VALUE</u>
Branford Publishing Inc. - Common	15,402	\$ 2,678.41
Greater Orlando Avia Auth Orlando Fla Arpt Facs - Muni Bond		\$ 61,050.00
Harris Co Tex Fresh Wtr Supply - Muni Bond		\$ 20,755.00
Partnership investment in BioQuantum, Inc. (1984, '85)		\$ -
Partnership investment in Ramteck II, Inc. (1984, '85, '86 '87, '88, '89)		\$ -
Partnership investment in Southwest Bank of Texas (our share: 0.0058864)		\$ 4,990.00
Partnership investment in W-H Holdings (our share: 0.0058800)		\$ 1,371.00
Polaris Aircraft V-A 1984 Ltd. Partnership (8)	240	\$ 7,875.00
Reedy Creek Fla Impt Dist Fla Util Rev Ser 1987 Muni Bond		\$ 132,000.00
Texas Commerce Bank, Houston, TX: Federal Home Loan Bank Discount Note		\$ 329,231.10
Zero Coupon Dollar Savings Bond for State of Israel (7)		\$ 5,950.00
Total		\$ 565,900.51

(7) Bought in January 1995. The current market value is unavailable, so the cost is used.

(8) Polaris, a partnership in which my husband and I invested in 1984, purchased an airplane that is leased to an airline company. My husband and I have no role in directing the partnership's investments and never had. We own one of 63.5 equal units. Personnel at Polaris suggested the following as the best available method of estimating market value: Polaris believes it can sell the airplane for about \$12 million, which after paying off the debt of approximately \$11.5 million, would leave about \$0.5 million divided among 63.5 units (240 shares = 1 unit), for a net value per unit of about \$7,875.00.

ACCOUNTS AND NOTES RECEIVABLE

<u>NAME</u>	<u>NO. SHARES</u>	<u>MARKET VALUE</u>
<i>Due from relatives and friends:</i>		
Contract for Sale of Condo (Houston, TX) - Atlas, Morris		\$ 24,043.59
Personal Loan - House, G&M		\$ 3,400.00
Personal Loan - Sanders, A&S		\$ 2,500.00
Total		\$ 29,943.59

Due from others:

Promissory Note (due 10/95 or 10/96) from Boca Grove Plantation Golf and Tennis Club (nfa)		\$ 1,900.00
Total		\$ 1,900.00

REAL ESTATE

Homestead (Houston, TX) [appraised value by Harris County Appraisal District]		\$ 1,121,500.00
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LIFE INSURANCE

<u>NAME</u>	<u>NO. SHARES</u>	<u>CASH SURRENDER VALUE</u>
Connecticut Mutual Group Universal Life Insurance - A		\$ 168,494.04
Connecticut Mutual Group Universal Life Insurance - B		\$ 158,987.15
Equitable Universal Life Insurance		\$ 69,361.74
Holden Group Capitol Life Annuity		\$ 91,971.69
ITT Hartford Annuity		\$ 31,493.69
Total		\$ 520,308.31

OTHER ASSETS

<u>NAME</u>	<u>NO. SHARES</u>	<u>MARKET VALUE</u>
Texas Commerce Bank, Houston, TX: Acct. #74 (6)		\$ 9,736.19
Partnership interest in real estate in Houston, TX (7) (10)		\$ 4,516.00
SM&K S Corp. Capital Account (11)		\$ 16,429.00
Tower Equity '83 Ltd. Partnership (7) (8)		\$ 2,532.00
Tower Equity '84 Ltd. Partnership (7) (9)		\$ 3,133.00
Partnership investment in Live Oak County Mineral Interest		\$ -
V&E Tangible Property less Debts		\$ 193,440.00
Total		\$ 229,786.19

- (6) My father's estate assets have been distributed. This represents my share of the cash in an account that has been set aside to pay outstanding estate expenses, which should require most, if not all, of these funds.
- (7) These several partnership interests reflect passive investments. These interests are not marketable. Neither my husband nor I has any business activity or management role in connection with any of these investments; for us they are all passive investments. The only market value information available was the value of our capital account on the partnership books as of December 31, 1993.
- (8) This partnership, in which my husband and I invested in 1983, currently has only cash after having liquidated all its equity investments before 1994. The partnership has a management committee that directs the investments. Neither my husband nor I is a member of that committee and never has been. We have been told that the management committee plans to distribute all of the cash to the partners and liquidate the partnership. Our proportionate share is 0.888889%.
- (9) This partnership, in which my husband and I invested in 1984, has venture investments in several emerging companies. The partnership has a management committee that directs the investments. Neither my husband nor I is a member of that committee and never has been. Because the equities owned by the partnership are not publicly traded, they have no readily ascertainable value. Accordingly, I relied on the book value of our interest as shown on the K-1, an estimated value of our 0.52687% share.
- (10) This is a partnership investment in real estate in Houston, Texas. This purchase of land was made in 1983, and my husband and I acquired a 0.33701% interest. The real estate investment is directed by a management committee, on which neither my husband nor I has ever served. I used as the value of our interest the book value of our interest as shown on the K-1.
- (11) I signed Sheinfeld, Malcy & Kay, P.C.'s standard Shareholder Agreement (signed by all shareholders) effective April 1989 (and amended annually) that provides for a four-year buyout of shareholders' stock. The market value was calculated by SM&K personnel based on the terms of this agreement.

LIABILITIES**ACCOUNT NO.****NAME****MARKET VALUE*****Liabilities***

Chase Manhattan Mortgage	Condo, Houston, TX	\$ 24,043.59
Chemical Mortgage Co. 7611046	Homestead (Houston, TX)	\$ 918,513.28
IRS	IRS (payment due 4/15/95)	\$ 300,000.00
Misc.	Credit accounts, payroll taxes, investment counsel fees, etc.	\$ 15,000.00
	Total	\$ 1,257,556.87

Contingent Liabilities

Bank of Houston	Israel Bonds	\$ 25,000.00
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RETIREMENT PLAN ACCOUNTS

NAME **NO. SHARES** **MARKET VALUE**

Nancy F. Atlas IRA

Citicorp - Common	50	\$ 2,131.00
Dean Witter Liquid Asset Fund #85		\$ 517.10
General Electric Co. - Common	100	\$ 5,400.00
Pepsico Inc. - Common	150	\$ 5,869.00
Philip Morris Co Inc - Common	100	\$ 6,538.00
Proctor & Gamble - Common	50	\$ 3,313.00
Prudential Cash Fund		\$ 28.14
Time Warner Inc. Conv Sub Deb		\$ 1,005.00
Warner Lambert Co. - Common	50	\$ 3,913.00
Total		\$ 28,714.24

Nancy F. Atlas Retirement

SM&K Keogh: 5-Year Weekly GRA (13)		\$ 2,131.13
SM&K Keogh: Balanced Fund (13)		\$ 106,647.78
SM&K Keogh: Growth Equity Fund (13)		\$ 98,873.24
SM&K salary continuation (12)		\$ 50,700.00
Total		\$ 258,352.15

Scott J. Atlas IRA

Abbott Laboratories - Common	200	\$ 7,150.00
Allied Signal - Common	100	\$ 3,925.00
American Electric Power Co. - Common	100	\$ 3,175.00
Anheuser Busch Cos Inc. - Common	100	\$ 5,875.00
AT&T Corp. - Common	100	\$ 5,175.00
Cent Louisiana Elec New - Common	200	\$ 4,475.00
Chevron Corp. - Common	200	\$ 9,600.00
Citicorp - Common	100	\$ 4,263.00
Coca Cola Co. - Common	360	\$ 20,295.00
Dean Witter Liquid Asset Fund #14		\$ 5,580.86
Dean Witter Liquid Asset Fund #84		\$ 1,264.00
Eastman Kodak Co. - Common	50	\$ 2,663.00
Exxon Corp. - Common	40	\$ 2,665.00
Fed Natl Mtg Assn - Common	50	\$ 4,069.00
Ford Motor Co. - Common	300	\$ 8,063.00
FPL Group Inc. - Common	200	\$ 7,275.00
General Electric Co. - Common	240	\$ 12,960.00
Gillette Co. - Common	50	\$ 4,081.00
Johnson & Johnson - Common	100	\$ 5,950.00
Merck & Co. Inc. - Common	300	\$ 12,788.00

RETIREMENT PLAN ACCOUNTS

NAME	NO. SHARES	MARKET VALUE
Merrill Lynch & Co. Inc. - Common	100	\$ 4,250.00
Minnesota Mining & Mfg Co. - Common	200	\$ 11,625.00
Motorola Inc. - Common	75	\$ 4,097.00
Nestle SA Sponsored ADR	100	\$ 4,906.00
Pepsico Inc. - Common	150	\$ 5,869.00
Pfizer Inc. - Common	50	\$ 4,288.00
Philip Morris Co. Inc. - Common	435	\$ 28,438.00
Proctor & Gamble Co. - Common	100	\$ 6,625.00
Shell Transport & Trading PLC - Common	98	\$ 6,946.00
Texas Instruments - Common	50	\$ 4,425.00
Time Warner Inc. Conv Sub Deb		\$ 1,508.00
Westvaco Corporation - Common	100	\$ 4,150.00
Total		\$ 218,418.86

Scott J. Atlas Retirement (1) (2)

V&E Keogh: Franklin Income Fund (14)	\$ 21,791.29
V&E Keogh: General Investments Fund (14)	\$ 550,518.68
V&E Keogh: Strong Opportunity Fund (14)	\$ 21,653.39
V&E Keogh: Templeton Foreign Fund (14)	\$ 28,276.33
V&E Keogh: Vista Cap Growth Fund (14)	\$ 23,068.12
V&E Nonqualified Retirement Plan (15)	\$ 32,280.00
Total	\$ 677,587.81
Grand Total IRA's and Retirement	\$ 1,183,073.06

(12) I signed the Salary Continuation Plan Agreement in May 1989 that provides for a two-year salary continuation procedure upon any shareholder's departure. The value was calculated by SM&K personnel based on the terms of this agreement.

(13) I signed a participation agreement in December 1985 to participate in the Sheinfeld, Maley & Kay, P.C. Profit Sharing Plan, organized under the auspices of the American Bar Association. It is an individual account defined contribution plan qualified under I.R.C. Section 401(a). The Trustee of the Plan is State Street Bank & Trust Co in Boston, MA. I have investment discretion with respect to the investments of this defined contribution plan to the extent of choosing any six possible funds that are available or selecting a self-directed option. I opted to invest these funds in two of the six possible funds (the Balanced Fund and the Growth Equity Fund), which are both mutual funds. I also have invested funds in a fund that was discontinued as an option in 1991 (the 5-year Weekly GRA), which contains C.D.-type assets.

(14) My husband participates in the Vinson & Elkins L.L.P. 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 ACCOUNTS

Retirement Plan A has a salary reduction I.R.C. Section 401(k) feature. The Trustee of the Plan is Texas Commerce Bank, N.A. in Houston, TX. My husband has no investment discretion with respect to the investments of this defined contribution plan, except for the after-tax contribution component as to which he has the limited discretion to choose any of eight possible funds that are available. Before 1/1/95, there were six available funds. Effective 1/1/95, every investment option in the V&E Retirement Plan except the General Investment Fund was discontinued (which is managed by outside investment advisors), and several new options were offered. My husband transferred all funds in the discontinued options to four of the seven new options (Franklin Income Fund, Strong Opportunity Fund, Templeton Foreign Fund, and Vista Cap Growth Fund), all of which are equity mutual funds.

- (15) My husband participates in an unfunded nonqualified retirement program through the Vinson & Elkins L.L.P. Partnership Agreement. The program provides a formula defined benefit retirement income if my husband retires from the firm at or after age 60, offset by his benefits under the Vinson & Elkins L.L.P. Retirement Plans A and B. The present net value of my husband's deferred retirement benefit under the Program is as of January 1, 1993, which is the last date the projections were made.

ASSETS HELD BY DEPENDENT CHILD #2

<u>NAME</u>	<u>NO. SHARES</u>	<u>MARKET VALUE</u>
Anheuser Busch Cos Inc. - Common	50	\$ 2,937.50
AT&T Corp. - Common	25	\$ 1,293.75
Citicorp - Common	50	\$ 2,131.25
Coca Cola Co. - Common	200	\$ 11,275.00
Ford Motor Co. - Common	100	\$ 2,687.50
General Electric Co. - Common	50	\$ 2,700.00
Goldman Sachs Cash Balance		\$ 1,060.62
Merck & Co. Inc. - Common	60	\$ 2,557.50
Motorola Inc. - Common	25	\$ 1,365.63
Northwestern Mutual Whole Life Insurance		\$ 1,038.85
Pfizer Inc. - Common	25	\$ 2,143.75
Philip Morris Co. Inc. - Common	100	\$ 6,537.50
Reader's Digest Assoc., Inc. - Common	25	\$ 1,203.13
Texas Commerce Bank, Houston, TX: Acct. #44		\$ 585.08
U.S. Savings Bond		\$ 194.00
Wal Mart Stores Inc. - Common	50	\$ 640.63
Total		\$ 40,351.69

DEPENDENT CHILD #2 TRUST

<u>NAME</u>	<u>NO. SHARES</u>	<u>MARKET VALUE</u>
American General Corp. - Common	50	\$ 1,612.50
Anheuser Busch Cos Inc. - Common	40	\$ 2,350.00
CAT (16)		\$ 17,666.66
Citicorp - Common	50	\$ 2,131.25
Coca Cola Co. - Common	100	\$ 5,637.50
DuPont E I de Nemours - Common	50	\$ 3,025.00
Eastman Kodak Co. - Common	25	\$ 1,331.25
Exxon Corp. - Common	50	\$ 3,331.25
General Electric Co. - Common	50	\$ 2,700.00
Gillette Co. - Common	50	\$ 4,081.25
Goldman Sachs Cash Balance		\$ 1,731.81
Johnson & Johnson - Common	50	\$ 2,975.00
May Dept. Stores Co. - Common	100	\$ 3,700.00
Merck & Co., Inc. - Common	75	\$ 3,196.88
Merrill Lynch Co. Inc. - Common	50	\$ 2,125.00
Minnesota Mining & Mfg Co. - Common	50	\$ 2,906.25
Pepsico Inc. - Common	100	\$ 3,912.50
Pfizer Inc. - Common	25	\$ 2,143.75
Phillip Morris Co. Inc. - Common	80	\$ 5,230.00
Proctor & Gamble Co. - Common	50	\$ 3,312.50
Royal Dutch Pete Co. - Common	25	\$ 3,000.00
Wal Mart Stores Inc. - Common	100	\$ 2,562.50
Total		\$ 80,662.85

(16) Source for market value: a broker at Goldman Sachs.

ASSETS HELD BY DEPENDENT CHILD #1

<u>NAME</u>	<u>NO. SHARES</u>	<u>MARKET VALUE</u>
Anheuser Busch Cos Inc. - Common	30	\$ 1,763.00
AT&T Corp. - Common	100	\$ 5,175.00
CAT (16)		\$ 703.50
Citicorp - Common	75	\$ 3,197.00
Coca Cola Co. - Common	100	\$ 5,638.00
Ford Motor Co. - Common	100	\$ 2,688.00
General Electric Co. - Common	100	\$ 5,400.00
Goldman Sachs Cash Balance		\$ 1,701.00
Merck & Co. Inc. - Common	75	\$ 3,197.00
Northwestern Mutual Whole Life Insurance		\$ 1,989.44
Pepsico Inc. - Common	100	\$ 3,913.00
Philip Morris Co. Inc. - Common	50	\$ 3,269.00
Texas Commerce Bank, Houston, TX: Acct. #1		\$ 517.76
U.S. Savings Bonds (Series EE)		\$ 434.32
Wal Mart Stores Inc. - Common	60	\$ 1,538.00
Total		\$ 41,124.02

(16) Source for market value: a broker at Goldman Sachs.

DEPENDENT CHILD #1 TRUST

<u>NAME</u>	<u>NO. SHARES</u>	<u>MARKET VALUE</u>
Abbott Laboratories - Common	50	\$ 1,787.50
Amer Home Prod Corp. - Common	25	\$ 1,781.25
American General Corp. - Common	100	\$ 3,255.00
CAT (16)		\$ 17,666.66
Chevron Corp. - Common	50	\$ 2,400.00
Citicorp - Common	25	\$ 1,065.63
Coca Cola Co. - Common	300	\$ 16,912.50
General Electric Co. - Common	50	\$ 2,700.00
Gillette Co. - Common	50	\$ 4,081.25
Goldman Sachs Cash Balance		\$ 122.69
Merck & Co. Inc. - Common	75	\$ 3,196.98
Merrill Lynch Co. Inc. - Common	50	\$ 2,125.00
Motorola Inc. - Common	25	\$ 1,365.63
Pfizer Inc. - Common	25	\$ 2,143.75
Philip Morris Co. Inc. - Common	200	\$ 13,075.00
Proctor & Gamble Co. - Common	50	\$ 3,312.50
Royal Dutch Pete Co. - Common	25	\$ 3,000.00
Sara Lee Corp. - Common	120	\$ 3,135.00
TIGR (16)		\$ 8,930.00
Wal Mart Stores Inc. - Common	100	\$ 2,562.50
Total		\$ 94,618.84

(16) Source for market value: a broker at Goldman Sachs.

THE SHIRLEY FRIEDMAN TRUST (17)

<u>NAME</u>	<u>NO. SHARES</u>	<u>MARKET VALUE</u>
Ameritech Corp. New - Common	400	\$ 16,500.00
Bank United of Texas Non-Cum PFD	600	\$ 15,225.00
Cash (still in Oppenheimer #1 to be distributed to Oppenheimer #2)		\$ 1,225.16
Corpus Christi Tex Gen Impt & Rfdg - Muni Bond		\$ 3,739.00
Eagle Mtn & Saginaw Tex ISD Rfdg - Muni Bond		\$ 24,446.00
Exxon Corp. - Common	200	\$ 13,350.00
Garland Tex Util Sys rev Rfdg - Muni Bond		\$ 20,235.00
Garland Tex Util Sys Rev - Muni Bond		\$ 25,492.00
GTE Corp. - Common	300	\$ 9,975.00
Harris Cnty. Tex CTFS Oblig - Muni Bond		\$ 16,305.00
Harris Cnty. Tx Toll Rd. - Muni Bond		\$ 10,995.00
Harris Co Tex WCID #93 - Muni Bond		\$ 45,090.00
Oppenheimer Capital LP Units Ltd. Partnership Int.	180 units	\$ 4,140.00
Oppenheimer Cash Balance #1		\$ -
Oppenheimer Emerging Markets Income Fund Inc.	600	\$ 6,975.00
Oppenheimer Quest Cash Reserves-General Municipal Portfolio #1		\$ 765.00
Royal Bank of Scotland Group PLC ADR	1,000	\$ 26,250.00
San Antonio Tex Elec & Gas Sym - Muni Bond		\$ 20,300.00
Wal Mart Stores Inc. - Common	200	\$ 5,100.00
Total		\$ 266,107.16

(17) I have a beneficial interest in this trust, which was created for me under my mother's will.