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WADDELL & REED FINANCIAL INC  
Form 13F-HR  
November 13, 2002

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 13F

FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: September 30, 2002

Check here if Amendment / /; Amendment No. \_\_\_\_  
This Amendment (check one only): / / is a restatement.  
/ / adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name: Waddell & Reed Financial, Inc.  
Address: 6300 Lamar Avenue  
Overland Park, KS 66202

Form 13F File Number: 28-7592

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this form.

Persons Signing this Report on Behalf of Reporting Manager:

Name: Daniel C. Schulte  
Title: Secretary  
Phone: (913) 236-2012

Signature, Place and Date of Signing:

/s/ Daniel C. Schulte Overland Park, Kansas November 11, 2002

The securities reported on herein are beneficially owned by one or more open-end investment companies or other managed accounts which are advised by Waddell & Reed Investment Management Company ("WRIMCO") or sub-advised by WRIMCO for Waddell & Reed Asset Management Company, a non-affiliated company or by managed accounts advised by Austin, Calvert & Flavin, Inc. ("ACF"), an investment advisor and wholly owned subsidiary of WRIMCO. WRIMCO is an investment advisory subsidiary of Waddell & Reed, Inc. ("WRI"). WRI is a broker-dealer and underwriting subsidiary of Waddell & Reed Financial Services, Inc., a parent holding company ("WRFSI"). WRFSI is a subsidiary of Waddell & Reed Financial, Inc., a publicly traded company ("WDR"). WDR, WRFSI and WRI are deemed to have "investment discretion" over the securities due to their control relationship with WRIMCO and ACF pursuant to Rule 13f-1(b) of the 1934 Securities Exchange Act, as amended.

Report Type (check only one):

/X/ 13F HOLDINGS. (Check here if all holdings of this reporting manager are reported in this report.)  
/ / 13F NOTICE. (Check here if no holdings reported are in this report, and

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all holdings are reported by other reporting manager(s).)  
 / / 13F COMBINATION REPORT. (Check here if a portion of the holdings for this reporting manager are reported in this report and a portion are reported by other reporting manager(s).)

FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 4  
 Form 13F Information Table Entry Total 557  
 Form 13F Information Table Value Total \$143,999,310 (\$ thousands)

List of Other Included Managers:

Provide a numbered list of the name(s) and Form 13F file number(s) of all institutional investment managers with respect to which this report is filed, other than the manager filing this report.

| No. | Form 13F File Number | Name   |
|-----|----------------------|--|
| 1   | 28-7594              | Waddell & Reed Financial Services, Inc.      |
| 2   | 28-375               | Waddell & Reed, Inc.                         |
| 3   | 28-4466              | Waddell & Reed Investment Management Company |
| 4   | 28-3226              | Austin, Calvert & Flavin, Inc.               |

09/30/2002

| ITEM 1                        | ITEM 2         | ITEM 3       | ITEM 4            | ITEM 5                   |
|-------------------------------|----------------|--------------|-------------------|--------------------------|
| NAME OF ISSUE                 | TITLE OF CLASS | CUSIP NUMBER | FAIR MARKET VALUE | SHARES/ PRINCIPAL AMOUNT |
| A D C TELECOMMUNICATIONS      | COM            | 000886101    | 12,062            | 10,443,550               |
| AOL TIME WARNER INC           | COM            | 00184A105    | 438               | 37,466                   |
| AT&T WIRELESS SVCS INC        | COM            | 00209A106    | 16                | 3,766                    |
| AT&T WIRELESS SVCS INC        | COM            | 00209A106    | 8,240             | 2,000,000                |
| ABBOTT LABS                   | COM            | 002824100    | 38,456            | 951,882                  |
| ABBOTT LABS                   | COM            | 002824100    | 60,005            | 1,485,275                |
| ABERCROMBIE & FITCH CO        | CL A           | 002896207    | 13,660            | 694,450                  |
| ACTIVISION INC NEW            | COM NEW        | 004930202    | 18,561            | 775,000                  |
| ACXIOM CORP                   | COM            | 005125109    | 42,188            | 2,991,000                |
| ADAPTEC INC                   | COM            | 00651F108    | 198               | 44,950                   |
| ADVANCED FIBRE COMMUNICATIONS | COM            | 00754A105    | 31,422            | 2,368,800                |
| ADVISORY BRD CO               | COM            | 00762W107    | 633               | 21,300                   |
| ADVANCED MICRO DEVICES INC    | COM            | 007903107    | 8,857             | 1,658,600                |
| ADVANCED MICRO DEVICES INC    | DBCV 4.75% 2/0 | 007903AE7    | 2,950             | 5,000,000                |
| AFFYMETRIX INC                | COM            | 00826T108    | 44,940            | 2,162,124                |
| AGERE SYS INC                 | COM            | 00845V100    | 0                 | 13                       |

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|                              |      |           |         |           |
|------------------------------|------|-----------|---------|-----------|
| AGERE SYS INC                | COM  | 00845V100 | 9,063   | 8,239,500 |
| AGERE SYS INC                | CL B | 00845V209 | 0       | 353       |
| AGNICO EAGLE MINES LTD       | COM  | 008474108 | 5,054   | 315,700   |
| AIR PRODS & CHEMS INC        | COM  | 009158106 | 8,587   | 204,410   |
| AIR PRODS & CHEMS INC        | COM  | 009158106 | 130,067 | 3,096,100 |
| ALBERTSONS INC               | COM  | 013104104 | 350     | 14,500    |
| ALCOA INC                    | COM  | 013817101 | 330     | 17,095    |
| ALCOA INC                    | COM  | 013817101 | 111,065 | 5,754,685 |
| ALLEGHANY CORP DEL           | COM  | 017175100 | 208     | 1,100     |
| ALLEGHENY ENERGY INC         | COM  | 017361106 | 2,299   | 175,500   |
| ALLERGAN INC                 | COM  | 018490102 | 109     | 2,000     |
| ALLERGAN INC                 | COM  | 018490102 | 41,970  | 771,500   |
| ALLSTATE CORP                | COM  | 020002101 | 5       | 150       |
| ALLSTATE CORP                | COM  | 020002101 | 28,440  | 800,000   |
| ALLTEL CORP                  | COM  | 020039103 | 11,280  | 281,090   |
| ALLTEL CORP                  | COM  | 020039103 | 2,849   | 71,000    |
| ALTERA CORP                  | COM  | 021441100 | 2       | 200       |
| ALTERA CORP                  | COM  | 021441100 | 2,609   | 300,000   |
| AMERADA HESS CORP            | COM  | 023551104 | 13,784  | 203,070   |
| AMERADA HESS CORP            | COM  | 023551104 | 9,469   | 139,500   |
| AMERICAN AXLE & MFG HLDGS IN | COM  | 024061103 | 17,486  | 700,000   |
| AMERICAN ELEC PWR INC        | COM  | 025537101 | 3,561   | 124,915   |
| AMERICAN ELEC PWR INC        | COM  | 025537101 | 2,210   | 77,500    |
| AMERICAN EXPRESS CO          | COM  | 025816109 | 5,300   | 169,988   |
| AMERICAN EXPRESS CO          | COM  | 025816109 | 3,701   | 118,700   |
| AMERICAN HEALTHWAYS INC      | COM  | 02649V104 | 30,095  | 1,867,500 |
| AMERICAN INTL GROUP INC      | COM  | 026874107 | 15,884  | 290,375   |

| ITEM 1<br>NAME OF ISSUE       | ITEM 7<br>MANAGERS<br>SEE |            | ITEM 8<br>VOTING AUTHORITY<br>(SHARES) |          |
|-------------------------------|---------------------------|------------|--|----------|
|                               | INSTR V                   | (A) SOLE   | (B) SHARED                             | (C) NONE |
| A D C TELECOMMUNICATIONS      | 1,2,3                     | 10,443,550 |  |          |
| AOL TIME WARNER INC           | 1,2,3,4                   | 37,466     |  |          |
| AT&T WIRELESS SVCS INC        | 1,2,3,4                   | 3,766      |  |          |
| AT&T WIRELESS SVCS INC        | 1,2,3                     | 2,000,000  |  |          |
| ABBOTT LABS                   | 1,2,3,4                   | 951,882    |  |          |
| ABBOTT LABS                   | 1,2,3                     | 1,485,275  |  |          |
| ABERCROMBIE & FITCH CO        | 1,2,3                     | 694,450    |  |          |
| ACTIVISION INC NEW            | 1,2,3                     | 775,000    |  |          |
| ACXIOM CORP                   | 1,2,3                     | 2,991,000  |  |          |
| ADAPTEC INC                   | 1,2,3                     | 44,950     |  |          |
| ADVANCED FIBRE COMMUNICATIONS | 1,2,3                     | 2,368,800  |  |          |
| ADVISORY BRD CO               | 1,2,3                     | 21,300     |  |          |
| ADVANCED MICRO DEVICES INC    | 1,2,3                     | 1,658,600  |  |          |
| ADVANCED MICRO DEVICES INC    | 1,2,3                     | 5,000,000  |  |          |
| AFFYMETRIX INC                | 1,2,3                     | 2,162,124  |  |          |
| AGERE SYS INC                 | 1,2,3,4                   | 13         |  |          |
| AGERE SYS INC                 | 1,2,3                     | 8,239,500  |  |          |
| AGERE SYS INC                 | 1,2,3,4                   | 353        |  |          |
| AGNICO EAGLE MINES LTD        | 1,2,3                     | 315,700    |  |          |
| AIR PRODS & CHEMS INC         | 1,2,3,4                   | 204,410    |  |          |
| AIR PRODS & CHEMS INC         | 1,2,3                     | 3,096,100  |  |          |
| ALBERTSONS INC                | 1,2,3                     | 14,500     |  |          |
| ALCOA INC                     | 1,2,3,4                   | 17,095     |  |          |
| ALCOA INC                     | 1,2,3                     | 5,754,685  |  |          |
| ALLEGHANY CORP DEL            | 1,2,3,4                   | 1,100      |  |          |
| ALLEGHENY ENERGY INC          | 1,2,3,4                   | 175,500    |  |          |
| ALLERGAN INC                  | 1,2,3,4                   | 2,000      |  |          |

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|                              |         |           |
|------------------------------|---------|-----------|
| ALLERGAN INC                 | 1,2,3   | 771,500   |
| ALLSTATE CORP                | 1,2,3,4 | 150       |
| ALLSTATE CORP                | 1,2,3   | 800,000   |
| ALLTEL CORP                  | 1,2,3,4 | 281,090   |
| ALLTEL CORP                  | 1,2,3   | 71,000    |
| ALTERA CORP                  | 1,2,3,4 | 200       |
| ALTERA CORP                  | 1,2,3   | 300,000   |
| AMERADA HESS CORP            | 1,2,3,4 | 203,070   |
| AMERADA HESS CORP            | 1,2,3   | 139,500   |
| AMERICAN AXLE & MFG HLDGS IN | 1,2,3   | 700,000   |
| AMERICAN ELEC PWR INC        | 1,2,3,4 | 124,915   |
| AMERICAN ELEC PWR INC        | 1,2,3   | 77,500    |
| AMERICAN EXPRESS CO          | 1,2,3,4 | 169,988   |
| AMERICAN EXPRESS CO          | 1,2,3   | 118,700   |
| AMERICAN HEALTHWAYS INC      | 1,2,3   | 1,867,500 |
| AMERICAN INTL GROUP INC      | 1,2,3,4 | 290,375   |

1

09/30/2002

| ITEM 1                      | ITEM 2         | ITEM 3       | ITEM 4            | ITEM 5                   |
|-----------------------------|----------------|--------------|-------------------|--------------------------|
| NAME OF ISSUE               | TITLE OF CLASS | CUSIP NUMBER | FAIR MARKET VALUE | SHARES/ PRINCIPAL AMOUNT |
| AMERICAN INTL GROUP INC     | COM            | 026874107    | 135,731           | 2,481,367                |
| AMERICAN ITALIAN PASTA CO   | CL A           | 027070101    | 57,031            | 1,597,950                |
| AMERISOURCE BERGEN CORP     | COM            | 03073E105    | 7,142             | 100,000                  |
| AMGEN INC                   | COM            | 031162100    | 7,512             | 180,159                  |
| AMGEN INC                   | COM            | 031162100    | 66,078            | 1,584,800                |
| AMSURG CORP                 | COM            | 03232P405    | 44,301            | 1,462,561                |
| ANADARKO PETE CORP          | COM            | 032511107    | 10,948            | 245,807                  |
| ANADARKO PETE CORP          | COM            | 032511107    | 216,719           | 4,865,714                |
| ANALOG DEVICES INC          | COM            | 032654105    | 50,181            | 2,547,250                |
| ANHEUSER BUSCH COS INC      | COM            | 035229103    | 137               | 2,700                    |
| ANHEUSER BUSCH COS INC      | COM            | 035229103    | 132,919           | 2,626,850                |
| ANTHEM INC                  | COM            | 03674B104    | 40,973            | 630,350                  |
| ANTEON INTL CORP            | COM            | 03674E108    | 25,938            | 954,300                  |
| APACHE CORP                 | COM            | 037411105    | 24                | 400                      |
| APACHE CORP                 | COM            | 037411105    | 58,185            | 978,730                  |
| APPLE COMPUTER INC          | COM            | 037833100    | 17,425            | 1,202,150                |
| APRIA HEALTHCARE GROUP INC  | COM            | 037933108    | 41,264            | 1,751,450                |
| APPLIED MATLS INC           | COM            | 038222105    | 17,875            | 1,546,920                |
| ARBITRON INC                | COM            | 03875Q108    | 14,058            | 412,250                  |
| ARCHSTONE SMITH TR          | COM            | 039583109    | 11,629            | 486,965                  |
| ARTHROCARE CORP             | COM            | 043136100    | 13,327            | 1,100,000                |
| AUTOZONE INC                | COM            | 053332102    | 15,561            | 197,325                  |
| BJ SVCS CO                  | COM            | 055482103    | 8,837             | 339,900                  |
| BP AMOCO P L C              | SPONSORED ADR  | 055622104    | 1,730             | 43,368                   |
| BP AMOCO P L C              | SPONSORED ADR  | 055622104    | 1,796             | 45,000                   |
| BRE PROPERTIES INC          | CL A           | 05564E106    | 615               | 20,000                   |
| BAKER HUGHES INC            | COM            | 057224107    | 60                | 2,067                    |
| BAKER HUGHES INC            | COM            | 057224107    | 224,177           | 7,722,249                |
| BANK OF AMERICA CORPORATION | COM            | 060505104    | 504               | 7,900                    |
| BANK OF AMERICA CORPORATION | COM            | 060505104    | 111,599           | 1,749,198                |
| BARRICK GOLD CORP           | COM            | 067901108    | 22,422            | 1,441,943                |

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|                            |      |           |        |           |
|----------------------------|------|-----------|--------|-----------|
| BAXTER INTL INC            | COM  | 071813109 | 25,700 | 841,247   |
| BEA SYS INC                | COM  | 073325102 | 3      | 650       |
| BEA SYS INC                | COM  | 073325102 | 11,445 | 2,215,850 |
| BEAR STEARNS COS INC       | COM  | 073902108 | 367    | 6,500     |
| KPMG CONSULTING INC        | COM  | 074002106 | 27,670 | 4,310,000 |
| BECKMAN COULTER INC        | COM  | 075811109 | 8,520  | 220,150   |
| BECTON DICKINSON & CO      | COM  | 075887109 | 77     | 2,700     |
| BECTON DICKINSON & CO      | COM  | 075887109 | 1,562  | 55,000    |
| BELLSOUTH CORP             | COM  | 079860102 | 374    | 20,388    |
| BELLSOUTH CORP             | COM  | 079860102 | 55,155 | 3,004,100 |
| BERKSHIRE HATHAWAY INC DEL | CL A | 084670108 | 11,744 | 160       |
| BERKSHIRE HATHAWAY INC DEL | CL B | 084670207 | 45,708 | 18,543    |

| ITEM 1<br>NAME OF ISSUE     | ITEM 7<br>MANAGERS<br>SEE<br>INSTR V | ITEM 8<br>VOTING AUTHORITY<br>(SHARES) |            |          |
|-----------------------------|--------------------------------------|--|------------|----------|
|                             |                                      | (A) SOLE                               | (B) SHARED | (C) NONE |
| AMERICAN INTL GROUP INC     | 1,2,3                                | 2,481,367                              |            |          |
| AMERICAN ITALIAN PASTA CO   | 1,2,3                                | 1,597,950                              |            |          |
| AMERISOURCE BERGEN CORP     | 1,2,3                                | 100,000                                |            |          |
| AMGEN INC                   | 1,2,3,4                              | 180,159                                |            |          |
| AMGEN INC                   | 1,2,3                                | 1,584,800                              |            |          |
| AMSURG CORP                 | 1,2,3                                | 1,462,561                              |            |          |
| ANADARKO PETE CORP          | 1,2,3,4                              | 245,807                                |            |          |
| ANADARKO PETE CORP          | 1,2,3                                | 4,865,714                              |            |          |
| ANALOG DEVICES INC          | 1,2,3                                | 2,547,250                              |            |          |
| ANHEUSER BUSCH COS INC      | 1,2,3,4                              | 2,700                                  |            |          |
| ANHEUSER BUSCH COS INC      | 1,2,3                                | 2,626,850                              |            |          |
| ANTHEM INC                  | 1,2,3                                | 630,350                                |            |          |
| ANTEON INTL CORP            | 1,2,3                                | 954,300                                |            |          |
| APACHE CORP                 | 1,2,3,4                              | 400                                    |            |          |
| APACHE CORP                 | 1,2,3                                | 978,730                                |            |          |
| APPLE COMPUTER INC          | 1,2,3                                | 1,202,150                              |            |          |
| APRIA HEALTHCARE GROUP INC  | 1,2,3                                | 1,751,450                              |            |          |
| APPLIED MATLS INC           | 1,2,3                                | 1,546,920                              |            |          |
| ARBITRON INC                | 1,2,3                                | 412,250                                |            |          |
| ARCHSTONE SMITH TR          | 1,2,3,4                              | 486,965                                |            |          |
| ARTHROCARE CORP             | 1,2,3                                | 1,100,000                              |            |          |
| AUTOZONE INC                | 1,2,3                                | 197,325                                |            |          |
| BJ SVCS CO                  | 1,2,3                                | 339,900                                |            |          |
| BP AMOCO P L C              | 1,2,3,4                              | 43,368                                 |            |          |
| BP AMOCO P L C              | 1,2,3                                | 45,000                                 |            |          |
| BRE PROPERTIES INC          | 1,2,3,4                              | 20,000                                 |            |          |
| BAKER HUGHES INC            | 1,2,3,4                              | 2,067                                  |            |          |
| BAKER HUGHES INC            | 1,2,3                                | 7,722,249                              |            |          |
| BANK OF AMERICA CORPORATION | 1,2,3,4                              | 7,900                                  |            |          |
| BANK OF AMERICA CORPORATION | 1,2,3                                | 1,749,198                              |            |          |
| BARRICK GOLD CORP           | 1,2,3                                | 1,441,943                              |            |          |
| BAXTER INTL INC             | 1,2,3,4                              | 841,247                                |            |          |
| BEA SYS INC                 | 1,2,3,4                              | 650                                    |            |          |
| BEA SYS INC                 | 1,2,3                                | 2,215,850                              |            |          |
| BEAR STEARNS COS INC        | 1,2,3                                | 6,500                                  |            |          |
| KPMG CONSULTING INC         | 1,2,3                                | 4,310,000                              |            |          |
| BECKMAN COULTER INC         | 1,2,3                                | 220,150                                |            |          |
| BECTON DICKINSON & CO       | 1,2,3,4                              | 2,700                                  |            |          |
| BECTON DICKINSON & CO       | 1,2,3                                | 55,000                                 |            |          |
| BELLSOUTH CORP              | 1,2,3,4                              | 20,388                                 |            |          |
| BELLSOUTH CORP              | 1,2,3                                | 3,004,100                              |            |          |
| BERKSHIRE HATHAWAY INC DEL  | 1,2,3                                | 160                                    |            |          |

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BERKSHIRE HATHAWAY INC DEL 1,2,3,4 18,543

2

09/30/2002

| ITEM 1                         | ITEM 2          | ITEM 3       | ITEM 4            | ITEM 5                   |
|--------------------------------|-----------------|--------------|-------------------|--------------------------|
| NAME OF ISSUE                  | TITLE OF CLASS  | CUSIP NUMBER | FAIR MARKET VALUE | SHARES/ PRINCIPAL AMOUNT |
| BERKSHIRE HATHAWAY INC DEL     | CL B            | 084670207    | 21,446            | 8,700                    |
| BIOGEN INC                     | COM             | 090597105    | 48,044            | 1,642,825                |
| BIOMET INC                     | COM             | 090613100    | 30,603            | 1,148,125                |
| BLOCKBUSTER INC                | COM             | 093679108    | 52,803            | 2,129,150                |
| BOISE CASCADE CORP             | COM             | 097383103    | 1,021             | 44,800                   |
| BOISE CASCADE CORP             | COM             | 097383103    | 2,280             | 100,000                  |
| BORDERS GROUP INC              | COM             | 099709107    | 8,142             | 515,300                  |
| BRINKER INTL INC               | COM             | 109641100    | 18,130            | 700,000                  |
| BRISTOL MYERS SQUIBB CO        | COM             | 110122108    | 26,238            | 1,102,437                |
| BRISTOL MYERS SQUIBB CO        | COM             | 110122108    | 5,617             | 236,000                  |
| BROCADE COMMUNICATIONS SYS INC | COM             | 111621108    | 6,791             | 903,000                  |
| BROWN TOM INC                  | COM NEW         | 115660201    | 6,885             | 300,675                  |
| BROWN TOM INC                  | COM NEW         | 115660201    | 8,646             | 377,550                  |
| BURLINGTON RES INC             | COM             | 122014103    | 13,840            | 360,805                  |
| BURLINGTON RES INC             | COM             | 122014103    | 228,441           | 5,955,175                |
| C H ROBINSON WORLDWIDE INC     | COM             | 12541W100    | 6,000             | 221,850                  |
| CLECO CORP NEW                 | COM             | 12561W105    | 118               | 8,768                    |
| CNA FINL CORP                  | COM             | 126117100    | 20,000            | 800,000                  |
| CABOT MICROELECTRONICS CORP    | COM             | 12709P103    | 15,266            | 410,200                  |
| CARNIVAL CORP                  | COM             | 143658102    | 25,699            | 1,023,848                |
| CATALINA MARKETING CORP        | COM             | 148867104    | 42,331            | 1,507,500                |
| CATERPILLAR INC DEL            | COM             | 149123101    | 7                 | 200                      |
| CATERPILLAR INC DEL            | COM             | 149123101    | 55,601            | 1,493,850                |
| CELL THERAPEUTICS INC          | COM             | 150934107    | 2,478             | 563,900                  |
| CELESTICA INC                  | SUB VTG SHS     | 15101Q108    | 3,275             | 250,000                  |
| CEMEX S A                      | SPON ADR 5 ORD  | 151290889    | 688               | 33,000                   |
| CENTURYTEL INC                 | COM             | 156700106    | 9,618             | 428,800                  |
| CEPHALON INC                   | COM             | 156708109    | 9,892             | 242,400                  |
| CEPHALON INC                   | NOTE 2.500%12/1 | 156708AE9    | 2,483             | 3,000,000                |
| CERNER CORP                    | COM             | 156782104    | 35,157            | 1,000,200                |
| CHARTER ONE FINL INC           | COM             | 160903100    | 16,776            | 564,475                  |
| CHARTER COMMUNICATIONS INC DEL | CL A            | 16117M107    | 34                | 18,000                   |
| CHECKFREE CORP NEW             | COM             | 162813109    | 40,356            | 3,561,911                |
| CHEVRONTEXACO CORP             | COM             | 166764100    | 5,924             | 85,548                   |
| CHOLESTECH CORP                | COM             | 170393102    | 12,342            | 1,180,500                |
| CHUBB CORP                     | COM             | 171232101    | 33,315            | 607,608                  |
| CHUBB CORP                     | COM             | 171232101    | 147,257           | 2,685,700                |
| CINERGY CORP                   | COM             | 172474108    | 2,197             | 69,900                   |
| CINERGY CORP                   | COM             | 172474108    | 1,609             | 51,200                   |
| CISCO SYS INC                  | COM             | 17275R102    | 3,745             | 357,366                  |
| CISCO SYS INC                  | COM             | 17275R102    | 136,458           | 13,020,765               |
| CITIGROUP INC                  | COM             | 172967101    | 5,569             | 187,823                  |
| CITIGROUP INC                  | COM             | 172967101    | 14,720            | 496,471                  |

ITEM 1

ITEM 7

ITEM 8

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| NAME OF ISSUE                  | MANAGERS       | VOTING AUTHORITY |            |          |
|--------------------------------|----------------|------------------|------------|----------|
|                                | SEE<br>INSTR V | (A) SOLE         | (B) SHARED | (C) NONE |
| BERKSHIRE HATHAWAY INC DEL     | 1,2,3          | 8,700            |            |          |
| BIOGEN INC                     | 1,2,3          | 1,642,825        |            |          |
| BIOMET INC                     | 1,2,3          | 1,148,125        |            |          |
| BLOCKBUSTER INC                | 1,2,3          | 2,129,150        |            |          |
| BOISE CASCADE CORP             | 1,2,3,4        | 44,800           |            |          |
| BOISE CASCADE CORP             | 1,2,3          | 100,000          |            |          |
| BORDERS GROUP INC              | 1,2,3          | 515,300          |            |          |
| BRINKER INTL INC               | 1,2,3          | 700,000          |            |          |
| BRISTOL MYERS SQUIBB CO        | 1,2,3,4        | 1,102,437        |            |          |
| BRISTOL MYERS SQUIBB CO        | 1,2,3          | 236,000          |            |          |
| BROCADE COMMUNICATIONS SYS INC | 1,2,3          | 903,000          |            |          |
| BROWN TOM INC                  | 1,2,3,4        | 300,675          |            |          |
| BROWN TOM INC                  | 1,2,3          | 377,550          |            |          |
| BURLINGTON RES INC             | 1,2,3,4        | 360,805          |            |          |
| BURLINGTON RES INC             | 1,2,3          | 5,955,175        |            |          |
| C H ROBINSON WORLDWIDE INC     | 1,2,3          | 221,850          |            |          |
| CLECO CORP NEW                 | 1,2,3,4        | 8,768            |            |          |
| CNA FINL CORP                  | 1,2,3          | 800,000          |            |          |
| CABOT MICROELECTRONICS CORP    | 1,2,3          | 410,200          |            |          |
| CARNIVAL CORP                  | 1,2,3,4        | 1,023,848        |            |          |
| CATALINA MARKETING CORP        | 1,2,3          | 1,507,500        |            |          |
| CATERPILLAR INC DEL            | 1,2,3,4        | 200              |            |          |
| CATERPILLAR INC DEL            | 1,2,3          | 1,493,850        |            |          |
| CELL THERAPEUTICS INC          | 1,2,3          | 563,900          |            |          |
| CELESTICA INC                  | 1,2,3          | 250,000          |            |          |
| CEMEX S A                      | 1,2,3          | 33,000           |            |          |
| CENTURYTEL INC                 | 1,2,3          | 428,800          |            |          |
| CEPHALON INC                   | 1,2,3          | 242,400          |            |          |
| CEPHALON INC                   | 1,2,3          | 3,000,000        |            |          |
| CERNER CORP                    | 1,2,3          | 1,000,200        |            |          |
| CHARTER ONE FINL INC           | 1,2,3          | 564,475          |            |          |
| CHARTER COMMUNICATIONS INC DEL | 1,2,3          | 18,000           |            |          |
| CHECKFREE CORP NEW             | 1,2,3          | 3,561,911        |            |          |
| CHEVRONTEXACO CORP             | 1,2,3,4        | 85,548           |            |          |
| CHOLESTECH CORP                | 1,2,3          | 1,180,500        |            |          |
| CHUBB CORP                     | 1,2,3,4        | 607,608          |            |          |
| CHUBB CORP                     | 1,2,3          | 2,685,700        |            |          |
| CINERGY CORP                   | 1,2,3,4        | 69,900           |            |          |
| CINERGY CORP                   | 1,2,3          | 51,200           |            |          |
| CISCO SYS INC                  | 1,2,3,4        | 357,366          |            |          |
| CISCO SYS INC                  | 1,2,3          | 13,020,765       |            |          |
| CITIGROUP INC                  | 1,2,3,4        | 187,823          |            |          |
| CITIGROUP INC                  | 1,2,3          | 496,471          |            |          |

3

09/30/2002

| ITEM 1        | ITEM 2         | ITEM 3       | ITEM 4            | ITEM 5                   |
|---------------|----------------|--------------|-------------------|--------------------------|
| NAME OF ISSUE | TITLE OF CLASS | CUSIP NUMBER | FAIR MARKET VALUE | SHARES/ PRINCIPAL AMOUNT |

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|                              |                  |           |         |           |
|------------------------------|------------------|-----------|---------|-----------|
| CITIZENS COMMUNICATIONS CO   | COM              | 17453B101 | 14,152  | 2,087,250 |
| CITRIX SYS INC               | COM              | 177376100 | 5,966   | 988,500   |
| CLEAR CHANNEL COMMUNICATIONS | COM              | 184502102 | 654     | 18,816    |
| CLEAR CHANNEL COMMUNICATIONS | COM              | 184502102 | 13,031  | 375,000   |
| COCA COLA CO                 | COM              | 191216100 | 3,375   | 70,370    |
| COCA COLA CO                 | COM              | 191216100 | 26,602  | 554,670   |
| COLGATE PALMOLIVE CO         | COM              | 194162103 | 24      | 452       |
| COLGATE PALMOLIVE CO         | COM              | 194162103 | 302     | 5,600     |
| COLUMBIA LABS INC            | COM              | 197779101 | 405     | 90,000    |
| COMMERCE BANCORP INC NJ      | COM              | 200519106 | 216     | 5,200     |
| COMMONWEALTH TEL ENTERPRISES | COM              | 203349105 | 23,883  | 686,800   |
| COMPASS BANCSHARES INC       | COM              | 20449H109 | 59      | 2,000     |
| COMPASS BANCSHARES INC       | COM              | 20449H109 | 14,760  | 500,000   |
| COMPUTER SCIENCES CORP       | COM              | 205363104 | 404     | 14,550    |
| CONAGRA FOODS INC            | COM              | 205887102 | 26,181  | 1,053,580 |
| CONAGRA FOODS INC            | COM              | 205887102 | 9,577   | 385,400   |
| CONCORD EFS INC              | COM              | 206197105 | 100,896 | 6,339,700 |
| CONCURRENT COMPUTER CORP NEW | COM              | 206710204 | 48      | 20,700    |
| CONOCOPHILLIPS               | COM              | 20825C104 | 145     | 3,131     |
| CONOCOPHILLIPS               | COM              | 20825C104 | 89,071  | 1,926,275 |
| CONTINENTAL AIRLS INC        | CL B             | 210795308 | 243     | 45,050    |
| CONVERGYS CORP               | COM              | 212485106 | 18,951  | 1,260,900 |
| COOPER CAMERON CORP          | COM              | 216640102 | 6,815   | 163,185   |
| COOPER CAMERON CORP          | COM              | 216640102 | 77,873  | 1,864,775 |
| CORNING INC                  | COM              | 219350105 | 1,176   | 735,000   |
| CORNING INC                  | DBCV 11/0        | 219350AJ4 | 875     | 2,000,000 |
| CORPORATE EXECUTIVE BRD CO   | COM              | 21988R102 | 21,415  | 749,950   |
| COSTCO WHSL CORP NEW         | COM              | 22160K105 | 32      | 980       |
| COSTCO WHSL CORP NEW         | COM              | 22160K105 | 44,103  | 1,362,250 |
| COX COMMUNICATIONS INC NEW   | CL A             | 224044107 | 92,786  | 3,773,326 |
| COX RADIO INC                | CL A             | 224051102 | 19,722  | 753,900   |
| CREE INC                     | COM              | 225447101 | 25,619  | 2,056,900 |
| CULLEN FROST BANKERS INC     | COM              | 229899109 | 1,890   | 55,348    |
| CYPRESS SEMICONDUCTOR CORP   | SB NT CV 3.75%05 | 232806AF6 | 4,643   | 6,000,000 |
| DANAHER CORP DEL             | COM              | 235851102 | 8,232   | 144,800   |
| DEAN FOODS CO NEW            | COM              | 242370104 | 426     | 10,706    |
| DEAN FOODS CO NEW            | COM              | 242370104 | 10,940  | 275,000   |
| DEERE & CO                   | COM              | 244199105 | 141     | 3,100     |
| DEERE & CO                   | COM              | 244199105 | 127,085 | 2,796,150 |
| DELL COMPUTER CORP           | COM              | 247025109 | 178     | 7,575     |
| DELL COMPUTER CORP           | COM              | 247025109 | 26,297  | 1,118,800 |
| DENDRITE INTL INC            | COM              | 248239105 | 17,297  | 2,700,600 |
| DEVON ENERGY CORP NEW        | COM              | 25179M103 | 796     | 16,507    |

| ITEM 1<br>NAME OF ISSUE      | ITEM 7<br>MANAGERS<br>SEE |   | ITEM 8<br>VOTING AUTHORITY<br>(SHARES) |            |          |
|------------------------------|---------------------------|---|--|------------|----------|
|                              | INSTR                     | V | (A) SOLE                               | (B) SHARED | (C) NONE |
| CITIZENS COMMUNICATIONS CO   | 1,2,3                     |   | 2,087,250                              |            |          |
| CITRIX SYS INC               | 1,2,3                     |   | 988,500                                |            |          |
| CLEAR CHANNEL COMMUNICATIONS | 1,2,3,4                   |   | 18,816                                 |            |          |
| CLEAR CHANNEL COMMUNICATIONS | 1,2,3                     |   | 375,000                                |            |          |
| COCA COLA CO                 | 1,2,3,4                   |   | 70,370                                 |            |          |
| COCA COLA CO                 | 1,2,3                     |   | 554,670                                |            |          |
| COLGATE PALMOLIVE CO         | 1,2,3,4                   |   | 452                                    |            |          |
| COLGATE PALMOLIVE CO         | 1,2,3                     |   | 5,600                                  |            |          |
| COLUMBIA LABS INC            | 1,2,3,4                   |   | 90,000                                 |            |          |
| COMMERCE BANCORP INC NJ      | 1,2,3                     |   | 5,200                                  |            |          |



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|                              |         |           |
|------------------------------|---------|-----------|
| COMMONWEALTH TEL ENTERPRISES | 1,2,3   | 686,800   |
| COMPASS BANCSHARES INC       | 1,2,3,4 | 2,000     |
| COMPASS BANCSHARES INC       | 1,2,3   | 500,000   |
| COMPUTER SCIENCES CORP       | 1,2,3   | 14,550    |
| CONAGRA FOODS INC            | 1,2,3,4 | 1,053,580 |
| CONAGRA FOODS INC            | 1,2,3   | 385,400   |
| CONCORD EFS INC              | 1,2,3   | 6,339,700 |
| CONCURRENT COMPUTER CORP NEW | 1,2,3   | 20,700    |
| CONOCOPHILLIPS               | 1,2,3,4 | 3,131     |
| CONOCOPHILLIPS               | 1,2,3   | 1,926,275 |
| CONTINENTAL AIRLS INC        | 1,2,3   | 45,050    |
| CONVERGYS CORP               | 1,2,3   | 1,260,900 |
| COOPER CAMERON CORP          | 1,2,3,4 | 163,185   |
| COOPER CAMERON CORP          | 1,2,3   | 1,864,775 |
| CORNING INC                  | 1,2,3   | 735,000   |
| CORNING INC                  | 1,2,3   | 2,000,000 |
| CORPORATE EXECUTIVE BRD CO   | 1,2,3   | 749,950   |
| COSTCO WHSL CORP NEW         | 1,2,3,4 | 980       |
| COSTCO WHSL CORP NEW         | 1,2,3   | 1,362,250 |
| COX COMMUNICATIONS INC NEW   | 1,2,3   | 3,773,326 |
| COX RADIO INC                | 1,2,3   | 753,900   |
| CREE INC                     | 1,2,3   | 2,056,900 |
| CULLEN FROST BANKERS INC     | 1,2,3,4 | 55,348    |
| CYPRESS SEMICONDUCTOR CORP   | 1,2,3   | 6,000,000 |
| DANAHER CORP DEL             | 1,2,3   | 144,800   |
| DEAN FOODS CO NEW            | 1,2,3,4 | 10,706    |
| DEAN FOODS CO NEW            | 1,2,3   | 275,000   |
| DEERE & CO                   | 1,2,3,4 | 3,100     |
| DEERE & CO                   | 1,2,3   | 2,796,150 |
| DELL COMPUTER CORP           | 1,2,3,4 | 7,575     |
| DELL COMPUTER CORP           | 1,2,3   | 1,118,800 |
| DENDRITE INTL INC            | 1,2,3   | 2,700,600 |
| DEVON ENERGY CORP NEW        | 1,2,3,4 | 16,507    |

4

09/30/2002

| ITEM 1                        | ITEM 2         | ITEM 3       | ITEM 4            | ITEM 5                   |
|-------------------------------|----------------|--------------|-------------------|--------------------------|
| NAME OF ISSUE                 | TITLE OF CLASS | CUSIP NUMBER | FAIR MARKET VALUE | SHARES/ PRINCIPAL AMOUNT |
| DIGITAL INSIGHT CORP          | COM            | 25385P106    | 56,998            | 3,628,150                |
| DISNEY WALT CO                | COM DISNEY     | 254687106    | 288               | 19,012                   |
| DISNEY WALT CO                | COM DISNEY     | 254687106    | 67,491            | 4,457,800                |
| DOMINION RES INC VA NEW       | COM            | 25746U109    | 6                 | 121                      |
| DOMINION RES INC VA NEW       | COM            | 25746U109    | 170,218           | 3,355,376                |
| DOW CHEM CO                   | COM            | 260543103    | 98                | 3,600                    |
| DOW CHEM CO                   | COM            | 260543103    | 4,097             | 150,000                  |
| DU PONT E I DE NEMOURS & CO   | COM            | 263534109    | 4,840             | 134,175                  |
| DU PONT E I DE NEMOURS & CO   | COM            | 263534109    | 70,342            | 1,950,150                |
| DUKE ENERGY CORP              | COM            | 264399106    | 26                | 1,335                    |
| DUKE ENERGY CORP              | COM            | 264399106    | 73,766            | 3,773,200                |
| DUN & BRADSTREET CORP DEL NEW | COM            | 26483E100    | 3,348             | 99,612                   |
| DUN & BRADSTREET CORP DEL NEW | COM            | 26483E100    | 3,764             | 112,000                  |
| E M C CORP MASS               | COM            | 268648102    | 59,977            | 13,124,030               |

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|                          |               |           |         |           |
|--------------------------|---------------|-----------|---------|-----------|
| ENI S P A                | SPONSORED ADR | 26874R108 | 597     | 8,700     |
| EPIQ SYS INC             | COM           | 26882D109 | 13,998  | 792,850   |
| EATON CORP               | COM           | 278058102 | 3,474   | 54,500    |
| EBAY INC                 | COM           | 278642103 | 49,023  | 927,850   |
| EDISON SCHOOLS INC       | CL A          | 281033100 | 1,259   | 3,872,725 |
| ELECTRONIC ARTS INC      | COM           | 285512109 | 37,374  | 566,100   |
| EMERSON ELEC CO          | COM           | 291011104 | 259     | 5,900     |
| EMERSON ELEC CO          | COM           | 291011104 | 15,375  | 349,900   |
| EMULEX CORP              | COM NEW       | 292475209 | 220     | 19,550    |
| ENCANA CORP              | COM           | 292505104 | 8,278   | 275,000   |
| ENGELHARD CORP           | COM           | 292845104 | 10,724  | 450,000   |
| ENTERGY CORP NEW         | COM           | 29364G103 | 5,104   | 122,700   |
| ESPEED INC               | CL A          | 296643109 | 501     | 49,400    |
| EURONET WORLDWIDE INC    | COM           | 298736109 | 9,414   | 1,899,800 |
| EVERGREEN RES INC        | COM NO PAR    | 299900308 | 6,147   | 150,000   |
| EXELON CORP              | COM           | 30161N101 | 5,809   | 122,300   |
| EXELON CORP              | COM           | 30161N101 | 9,599   | 202,075   |
| EXPRESS SCRIPTS INC      | COM           | 302182100 | 21,136  | 387,500   |
| EXXON MOBIL CORP         | COM           | 30231G102 | 24,712  | 774,683   |
| EXXON MOBIL CORP         | COM           | 30231G102 | 219,002 | 6,865,256 |
| FACTSET RESH SYS INC     | COM           | 303075105 | 41,182  | 1,551,100 |
| FASTENAL CO              | COM           | 311900104 | 20,915  | 662,800   |
| FEDERAL HOME LN MTG CORP | COM           | 313400301 | 465     | 8,323     |
| FEDERAL HOME LN MTG CORP | COM           | 313400301 | 132,300 | 2,366,721 |
| FEDERAL NATL MTG ASSN    | COM           | 313586109 | 20,343  | 341,677   |
| FEDERAL NATL MTG ASSN    | COM           | 313586109 | 126,945 | 2,132,103 |
| FEDERAL SIGNAL CORP      | COM           | 313855108 | 8,222   | 446,350   |
| FINANCIAL FED CORP       | COM           | 317492106 | 61,662  | 1,936,000 |
| FIRST DATA CORP          | COM           | 319963104 | 17,321  | 619,730   |

| ITEM 1<br>NAME OF ISSUE       | ITEM 7<br>MANAGERS<br>SEE |            | ITEM 8<br>VOTING AUTHORITY<br>(SHARES) |          |
|-------------------------------|---------------------------|------------|--|----------|
|                               | INSTR V                   | (A) SOLE   | (B) SHARED                             | (C) NONE |
| DIGITAL INSIGHT CORP          | 1,2,3                     | 3,628,150  |  |          |
| DISNEY WALT CO                | 1,2,3,4                   | 19,012     |  |          |
| DISNEY WALT CO                | 1,2,3                     | 4,457,800  |  |          |
| DOMINION RES INC VA NEW       | 1,2,3,4                   | 121        |  |          |
| DOMINION RES INC VA NEW       | 1,2,3                     | 3,355,376  |  |          |
| DOW CHEM CO                   | 1,2,3,4                   | 3,600      |  |          |
| DOW CHEM CO                   | 1,2,3                     | 150,000    |  |          |
| DU PONT E I DE NEMOURS & CO   | 1,2,3,4                   | 134,175    |  |          |
| DU PONT E I DE NEMOURS & CO   | 1,2,3                     | 1,950,150  |  |          |
| DUKE ENERGY CORP              | 1,2,3,4                   | 1,335      |  |          |
| DUKE ENERGY CORP              | 1,2,3                     | 3,773,200  |  |          |
| DUN & BRADSTREET CORP DEL NEW | 1,2,3,4                   | 99,612     |  |          |
| DUN & BRADSTREET CORP DEL NEW | 1,2,3                     | 112,000    |  |          |
| E M C CORP MASS               | 1,2,3                     | 13,124,030 |  |          |
| ENI S P A                     | 1,2,3                     | 8,700      |  |          |
| EPIQ SYS INC                  | 1,2,3                     | 792,850    |  |          |
| EATON CORP                    | 1,2,3                     | 54,500     |  |          |
| EBAY INC                      | 1,2,3                     | 927,850    |  |          |
| EDISON SCHOOLS INC            | 1,2,3                     | 3,872,725  |  |          |
| ELECTRONIC ARTS INC           | 1,2,3                     | 566,100    |  |          |
| EMERSON ELEC CO               | 1,2,3,4                   | 5,900      |  |          |
| EMERSON ELEC CO               | 1,2,3                     | 349,900    |  |          |
| EMULEX CORP                   | 1,2,3                     | 19,550     |  |          |
| ENCANA CORP                   | 1,2,3                     | 275,000    |  |          |
| ENGELHARD CORP                | 1,2,3                     | 450,000    |  |          |

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|                          |         |           |
|--------------------------|---------|-----------|
| ENTERGY CORP NEW         | 1,2,3   | 122,700   |
| ESPEED INC               | 1,2,3   | 49,400    |
| EURONET WORLDWIDE INC    | 1,2,3   | 1,899,800 |
| EVERGREEN RES INC        | 1,2,3   | 150,000   |
| EXELON CORP              | 1,2,3,4 | 122,300   |
| EXELON CORP              | 1,2,3   | 202,075   |
| EXPRESS SCRIPTS INC      | 1,2,3   | 387,500   |
| EXXON MOBIL CORP         | 1,2,3,4 | 774,683   |
| EXXON MOBIL CORP         | 1,2,3   | 6,865,256 |
| FACTSET RESH SYS INC     | 1,2,3   | 1,551,100 |
| FASTENAL CO              | 1,2,3   | 662,800   |
| FEDERAL HOME LN MTG CORP | 1,2,3,4 | 8,323     |
| FEDERAL HOME LN MTG CORP | 1,2,3   | 2,366,721 |
| FEDERAL NATL MTG ASSN    | 1,2,3,4 | 341,677   |
| FEDERAL NATL MTG ASSN    | 1,2,3   | 2,132,103 |
| FEDERAL SIGNAL CORP      | 1,2,3   | 446,350   |
| FINANCIAL FED CORP       | 1,2,3   | 1,936,000 |
| FIRST DATA CORP          | 1,2,3,4 | 619,730   |

5

09/30/2002

| ITEM 1                   | ITEM 2         | ITEM 3       | ITEM 4            | IT                       |
|--------------------------|----------------|--------------|-------------------|--------------------------|
| NAME OF ISSUE            | TITLE OF CLASS | CUSIP NUMBER | FAIR MARKET VALUE | SHARES/ PRINCIPAL AMOUNT |
| FIRST DATA CORP          | COM            | 319963104    | 3,270             | 117,000                  |
| FIRSTENERGY CORP         | COM            | 337932107    | 8,053             | 269,410                  |
| FIRSTENERGY CORP         | COM            | 337932107    | 3,817             | 127,700                  |
| FLEETBOSTON FINL CORP    | COM            | 339030108    | 20,330            | 1,000,000                |
| FOREST LABS INC          | CL A           | 345838106    | 409,341           | 4,991,350                |
| FOREST OIL CORP          | COM PAR \$0.01 | 346091705    | 625               | 24,500                   |
| FOX ENTMT GROUP INC      | CL A           | 35138T107    | 5,723             | 259,800                  |
| GALLAGHER ARTHUR J & CO  | COM            | 363576109    | 19,247            | 780,800                  |
| GENE LOGIC INC           | COM            | 368689105    | 25,588            | 3,316,700                |
| GENERAL DYNAMICS CORP    | COM            | 369550108    | 6,254             | 76,900                   |
| GENERAL ELEC CO          | COM            | 369604103    | 27,460            | 1,114,011                |
| GENERAL ELEC CO          | COM            | 369604103    | 9,912             | 402,100                  |
| GENERAL GROWTH PPTYS INC | COM            | 370021107    | 217               | 4,214                    |
| GENERAL MLS INC          | COM            | 370334104    | 646               | 14,536                   |
| GENTEX CORP              | COM            | 371901109    | 79,493            | 2,923,599                |
| GENZYME CORP             | COM GENL DIV   | 372917104    | 27,679            | 1,343,325                |
| GETTY IMAGES INC         | COM            | 374276103    | 89,777            | 4,476,550                |
| GILEAD SCIENCES INC      | COM            | 375558103    | 30,547            | 912,400                  |
| GILLETTE CO              | COM            | 375766102    | 1,087             | 36,718                   |
| GILLETTE CO              | COM            | 375766102    | 60,051            | 2,028,750                |
| GLAXO WELLCOME PLC       | SPONSORED ADR  | 37733W105    | 685               | 17,818                   |
| GLOBAL INDS LTD          | COM            | 379336100    | 8,066             | 1,957,700                |
| GOLDMAN SACHS GROUP INC  | COM            | 38141G104    | 132               | 2,000                    |
| GOLDMAN SACHS GROUP INC  | COM            | 38141G104    | 252,733           | 3,827,550                |
| GUIDANT CORP             | COM            | 401698105    | 8                 | 250                      |
| GUIDANT CORP             | COM            | 401698105    | 39,346            | 1,217,750                |
| GYMBOREE CORP            | COM            | 403777105    | 21,033            | 1,290,000                |
| HCA-HEALTHCARE CO        | COM            | 404119109    | 101,052           | 2,122,500                |
| HALLIBURTON CO           | COM            | 406216101    | 3                 | 200                      |

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|                              |      |           |         |           |
|------------------------------|------|-----------|---------|-----------|
| HALLIBURTON CO               | COM  | 406216101 | 341     | 26,400    |
| HARLEY DAVIDSON INC          | COM  | 412822108 | 72,360  | 1,557,800 |
| HARMAN INTL INDS INC         | COM  | 413086109 | 316     | 6,100     |
| HARTFOLD FINL SVCS GROUP INC | COM  | 416515104 | 103     | 2,500     |
| HARTFOLD FINL SVCS GROUP INC | COM  | 416515104 | 40,713  | 993,000   |
| HEALTH MGMT ASSOC INC NEW    | CL A | 421933102 | 106,754 | 5,279,629 |
| HEWLETT PACKARD CO           | COM  | 428236103 | 185     | 15,845    |
| HOME DEPOT INC               | COM  | 437076102 | 65      | 2,475     |
| HOME DEPOT INC               | COM  | 437076102 | 11,635  | 445,776   |
| HONEYWELL INTL INC           | COM  | 438516106 | 13,408  | 619,003   |
| HONEYWELL INTL INC           | COM  | 438516106 | 2,073   | 95,700    |
| HUNT J B TRANS SVCS INC      | COM  | 445658107 | 5,112   | 217,200   |
| IMC GLOBAL INC               | COM  | 449669100 | 23,136  | 1,920,000 |
| ITT EDUCATIONAL SERVICES INC | COM  | 45068B109 | 47,625  | 2,537,300 |

| ITEM 1<br>NAME OF ISSUE      | ITEM 7<br>MANAGERS<br>SEE |           | ITEM 8<br>VOTING AUTHORITY<br>(SHARES) |          |
|------------------------------|---------------------------|-----------|--|----------|
|                              | INSTR V                   | (A) SOLE  | (B) SHARED                             | (C) NONE |
| FIRST DATA CORP              | 1,2,3                     | 117,000   |  |          |
| FIRSTENERGY CORP             | 1,2,3,4                   | 269,410   |  |          |
| FIRSTENERGY CORP             | 1,2,3                     | 127,700   |  |          |
| FLEETBOSTON FINL CORP        | 1,2,3                     | 1,000,000 |  |          |
| FOREST LABS INC              | 1,2,3                     | 4,991,350 |  |          |
| FOREST OIL CORP              | 1,2,3                     | 24,500    |  |          |
| FOX ENTMT GROUP INC          | 1,2,3                     | 259,800   |  |          |
| GALLAGHER ARTHUR J & CO      | 1,2,3                     | 780,800   |  |          |
| GENE LOGIC INC               | 1,2,3                     | 3,316,700 |  |          |
| GENERAL DYNAMICS CORP        | 1,2,3                     | 76,900    |  |          |
| GENERAL ELEC CO              | 1,2,3,4                   | 1,114,011 |  |          |
| GENERAL ELEC CO              | 1,2,3                     | 402,100   |  |          |
| GENERAL GROWTH PPTYS INC     | 1,2,3,4                   | 4,214     |  |          |
| GENERAL MLS INC              | 1,2,3,4                   | 14,536    |  |          |
| GENTEX CORP                  | 1,2,3                     | 2,923,599 |  |          |
| GENZYME CORP                 | 1,2,3                     | 1,343,325 |  |          |
| GETTY IMAGES INC             | 1,2,3                     | 4,476,550 |  |          |
| GILEAD SCIENCES INC          | 1,2,3                     | 912,400   |  |          |
| GILLETTE CO                  | 1,2,3,4                   | 36,718    |  |          |
| GILLETTE CO                  | 1,2,3                     | 2,028,750 |  |          |
| GLAXO WELLCOME PLC           | 1,2,3,4                   | 17,818    |  |          |
| GLOBAL INDS LTD              | 1,2,3                     | 1,957,700 |  |          |
| GOLDMAN SACHS GROUP INC      | 1,2,3,4                   | 2,000     |  |          |
| GOLDMAN SACHS GROUP INC      | 1,2,3                     | 3,827,550 |  |          |
| GUIDANT CORP                 | 1,2,3,4                   | 250       |  |          |
| GUIDANT CORP                 | 1,2,3                     | 1,217,750 |  |          |
| GYMBOREE CORP                | 1,2,3                     | 1,290,000 |  |          |
| HCA-HEALTHCARE CO            | 1,2,3                     | 2,122,500 |  |          |
| HALLIBURTON CO               | 1,2,3,4                   | 200       |  |          |
| HALLIBURTON CO               | 1,2,3                     | 26,400    |  |          |
| HARLEY DAVIDSON INC          | 1,2,3                     | 1,557,800 |  |          |
| HARMAN INTL INDS INC         | 1,2,3                     | 6,100     |  |          |
| HARTFOLD FINL SVCS GROUP INC | 1,2,3,4                   | 2,500     |  |          |
| HARTFOLD FINL SVCS GROUP INC | 1,2,3                     | 993,000   |  |          |
| HEALTH MGMT ASSOC INC NEW    | 1,2,3                     | 5,279,629 |  |          |
| HEWLETT PACKARD CO           | 1,2,3,4                   | 15,845    |  |          |
| HOME DEPOT INC               | 1,2,3,4                   | 2,475     |  |          |
| HOME DEPOT INC               | 1,2,3                     | 445,776   |  |          |
| HONEYWELL INTL INC           | 1,2,3,4                   | 619,003   |  |          |
| HONEYWELL INTL INC           | 1,2,3                     | 95,700    |  |          |

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|                              |       |           |
|------------------------------|-------|-----------|
| HUNT J B TRANS SVCS INC      | 1,2,3 | 217,200   |
| IMC GLOBAL INC               | 1,2,3 | 1,920,000 |
| ITT EDUCATIONAL SERVICES INC | 1,2,3 | 2,537,300 |

6

09/30/2002

| ITEM 1                         | ITEM 2          | ITEM 3       | ITEM 4            | ITEM 5                   |
|--------------------------------|-----------------|--------------|-------------------|--------------------------|
| NAME OF ISSUE                  | TITLE OF CLASS  | CUSIP NUMBER | FAIR MARKET VALUE | SHARES/ PRINCIPAL AMOUNT |
| IDEX CORP                      | COM             | 45167R104    | 12,422            | 435,100                  |
| IDEXX LABS INC                 | COM             | 45168D104    | 20,519            | 665,550                  |
| ILEX ONCOLOGY INC              | COM             | 451923106    | 137               | 28,850                   |
| IMPATH INC                     | COM             | 45255G101    | 27,922            | 2,162,000                |
| INCYTE PHARMACEUTICALS INC     | COM             | 45337C102    | 8,811             | 1,905,000                |
| INTGTEGRATED DEVICE TECHNOLOGY | COM             | 458118106    | 7,152             | 684,100                  |
| INTEL CORP                     | COM             | 458140100    | 17,342            | 1,249,846                |
| INTEL CORP                     | COM             | 458140100    | 69,678            | 5,021,825                |
| INTERMAGNETICS GEN CORP        | COM             | 458771102    | 16,362            | 957,408                  |
| INTERNATIONAL GAME TECHNOLOGY  | COM             | 459902102    | 5,186             | 75,000                   |
| INTL PAPER CO                  | COM             | 460146103    | 5,793             | 173,493                  |
| INTERPUBLIC GROUP COS INC      | COM             | 460690100    | 11,763            | 742,150                  |
| INTERSIL CORP                  | CL A            | 46069S109    | 10,936            | 841,550                  |
| INTRADO INC                    | COM             | 46117A100    | 366               | 37,750                   |
| IVAX CORP                      | COM             | 465823102    | 27,614            | 2,250,511                |
| IXYS CORP                      | COM             | 46600W106    | 6,271             | 1,244,300                |
| J P MORGAN CHASE & CO          | COM             | 46625H100    | 13,338            | 702,365                  |
| JOHNSON & JOHNSON              | COM             | 478160104    | 36,212            | 669,595                  |
| JOHNSON & JOHNSON              | COM             | 478160104    | 193,589           | 3,579,670                |
| KLA-TENCOR CORP                | COM             | 482480100    | 4,891             | 175,000                  |
| KANSAS CITY SOUTHN INDS INC    | COM NEW         | 485170302    | 35,001            | 2,822,700                |
| KERR MCGEE CORP                | COM             | 492386107    | 13                | 300                      |
| KERR MCGEE CORP                | COM             | 492386107    | 5,430             | 125,000                  |
| KEY PRODTN INC                 | COM             | 493138101    | 279               | 17,200                   |
| KEYCORP NEW                    | COM             | 493267108    | 17,479            | 700,000                  |
| KIMBERLY CLARK CORP            | COM             | 494368103    | 11,181            | 197,398                  |
| KIMBERLY CLARK CORP            | COM             | 494368103    | 5,273             | 93,100                   |
| KING PHARMACEUTICALS INC       | COM             | 495582108    | 37,439            | 2,060,500                |
| KOHL'S CORP                    | COM             | 500255104    | 51,609            | 848,700                  |
| KONINKLIJKE PHILIPS ELECTRS NV | SP ADR NEW2000  | 500472303    | 253               | 17,400                   |
| KRAFT FOODS INC                | CL A            | 50075N104    | 34,378            | 942,900                  |
| KYPHON INC                     | COM             | 501577100    | 3,429             | 260,150                  |
| LSI LOGIC CORP                 | NOTE 4.000%11/0 | 502161AG7    | 3,719             | 5,000,000                |
| LABORATORY CORP AMER HLDGS     | COM NEW         | 50540R409    | 17,684            | 523,500                  |
| LAM RESEARCH CORP              | COM             | 512807108    | 9,181             | 1,033,300                |
| LAMAR ADVERTISING CO           | CL A            | 512815101    | 18,786            | 619,700                  |
| LANCER CORP                    | COM             | 514614106    | 138               | 21,902                   |
| LAUDER ESTEE COS INC           | CL A            | 518439104    | 15,663            | 545,000                  |
| LEGGETT & PLATT INC            | COM             | 524660107    | 1,583             | 80,000                   |
| LILLY ELI & CO                 | COM             | 532457108    | 208               | 3,751                    |
| LINEAR TECHNOLOGY CORP         | COM             | 535678106    | 7,109             | 343,000                  |
| LOCKHEED MARTIN CORP           | COM             | 539830109    | 22,132            | 342,225                  |
| LOCKHEED MARTIN CORP           | COM             | 539830109    | 551,195           | 8,523,200                |

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| ITEM 1<br>NAME OF ISSUE        | ITEM 7<br>MANAGERS<br>SEE |           | ITEM 8<br>VOTING AUTHORITY<br>(SHARES) |          |
|--------------------------------|---------------------------|-----------|--|----------|
|                                | INSTR V                   | (A) SOLE  | (B) SHARED                             | (C) NONE |
| IDEX CORP                      | 1,2,3                     | 435,100   |  |          |
| IDEXX LABS INC                 | 1,2,3                     | 665,550   |  |          |
| ILEX ONCOLOGY INC              | 1,2,3,4                   | 28,850    |  |          |
| IMPATH INC                     | 1,2,3                     | 2,162,000 |  |          |
| INCYTE PHARMACEUTICALS INC     | 1,2,3                     | 1,905,000 |  |          |
| INTGTEGRATED DEVICE TECHNOLOGY | 1,2,3                     | 684,100   |  |          |
| INTEL CORP                     | 1,2,3,4                   | 1,249,846 |  |          |
| INTEL CORP                     | 1,2,3                     | 5,021,825 |  |          |
| INTERMAGNETICS GEN CORP        | 1,2,3                     | 957,408   |  |          |
| INTERNATIONAL GAME TECHNOLOGY  | 1,2,3                     | 75,000    |  |          |
| INTL PAPER CO                  | 1,2,3                     | 173,493   |  |          |
| INTERPUBLIC GROUP COS INC      | 1,2,3                     | 742,150   |  |          |
| INTERSIL CORP                  | 1,2,3                     | 841,550   |  |          |
| INTRADO INC                    | 1,2,3                     | 37,750    |  |          |
| IVAX CORP                      | 1,2,3                     | 2,250,511 |  |          |
| IXYS CORP                      | 1,2,3                     | 1,244,300 |  |          |
| J P MORGAN CHASE & CO          | 1,2,3,4                   | 702,365   |  |          |
| JOHNSON & JOHNSON              | 1,2,3,4                   | 669,595   |  |          |
| JOHNSON & JOHNSON              | 1,2,3                     | 3,579,670 |  |          |
| KLA-TENCOR CORP                | 1,2,3                     | 175,000   |  |          |
| KANSAS CITY SOUTHN INDS INC    | 1,2,3                     | 2,822,700 |  |          |
| KERR MCGEE CORP                | 1,2,3,4                   | 300       |  |          |
| KERR MCGEE CORP                | 1,2,3                     | 125,000   |  |          |
| KEY PRODTN INC                 | 1,2,3                     | 17,200    |  |          |
| KEYCORP NEW                    | 1,2,3                     | 700,000   |  |          |
| KIMBERLY CLARK CORP            | 1,2,3,4                   | 197,398   |  |          |
| KIMBERLY CLARK CORP            | 1,2,3                     | 93,100    |  |          |
| KING PHARMACEUTICALS INC       | 1,2,3                     | 2,060,500 |  |          |
| KOHL'S CORP                    | 1,2,3                     | 848,700   |  |          |
| KONINKLIJKE PHILIPS ELECTRS NV | 1,2,3                     | 17,400    |  |          |
| KRAFT FOODS INC                | 1,2,3                     | 942,900   |  |          |
| KYPHON INC                     | 1,2,3                     | 260,150   |  |          |
| LSI LOGIC CORP                 | 1,2,3                     | 5,000,000 |  |          |
| LABORATORY CORP AMER HLDGS     | 1,2,3                     | 523,500   |  |          |
| LAM RESEARCH CORP              | 1,2,3                     | 1,033,300 |  |          |
| LAMAR ADVERTISING CO           | 1,2,3                     | 619,700   |  |          |
| LANCER CORP                    | 1,2,3,4                   | 21,902    |  |          |
| LAUDER ESTEE COS INC           | 1,2,3                     | 545,000   |  |          |
| LEGGETT & PLATT INC            | 1,2,3                     | 80,000    |  |          |
| LILLY ELI & CO                 | 1,2,3,4                   | 3,751     |  |          |
| LINEAR TECHNOLOGY CORP         | 1,2,3                     | 343,000   |  |          |
| LOCKHEED MARTIN CORP           | 1,2,3,4                   | 342,225   |  |          |
| LOCKHEED MARTIN CORP           | 1,2,3                     | 8,523,200 |  |          |

7

09/30/2002

| ITEM 1 | ITEM 2 | ITEM 3 | ITEM 4 | ITEM 5  |
|--------|--------|--------|--------|---------|
|        |        |        | FAIR   | SHARES/ |

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| NAME OF ISSUE                | TITLE OF CLASS | CUSIP NUMBER | MARKET VALUE | PRINCIPAL AMOUNT |
|------------------------------|----------------|--------------|--------------|------------------|
| LONE STAR TECHNOLOGIES INC   | COM            | 542312103    | 4,217        | 355,825          |
| LOWES COS INC                | COM            | 548661107    | 224          | 5,400            |
| LOWES COS INC                | COM            | 548661107    | 19,001       | 458,950          |
| LUBYS INC                    | COM            | 549282101    | 492          | 100,000          |
| LUCENT TECHNOLOGIES INC      | COM            | 549463107    | 40           | 52,436           |
| LYONDELL CHEMICAL CO         | COM            | 552078107    | 15,522       | 1,300,000        |
| MSC INDL DIRECT INC          | COM            | 553530106    | 42,137       | 4,013,000        |
| MANPOWER INC                 | COM            | 56418H100    | 33,610       | 1,145,550        |
| MANUFACTURED HOME CMNTYS INC | COM            | 564682102    | 638          | 20,000           |
| MARSH & MCLENNAN COS INC     | COM            | 571748102    | 16,972       | 407,600          |
| MASSEY ENERGY CORP           | COM            | 576206106    | 892          | 138,280          |
| MAXIM INTEGRATED PRODS INC   | COM            | 57772K101    | 3,343        | 135,000          |
| MAXIMUS INC                  | COM            | 577933104    | 32,770       | 1,462,936        |
| MCDATA CORP                  | CL B           | 580031102    | 1,115        | 203,250          |
| MCDATA CORP                  | CL A           | 580031201    | 4,279        | 785,150          |
| MCDONALDS CORP               | COM            | 580135101    | 80           | 4,506            |
| MCDONALDS CORP               | COM            | 580135101    | 8,178        | 463,100          |
| MCGRAW HILL COS INC          | COM            | 580645109    | 9,130        | 149,129          |
| MCGRAW HILL COS INC          | COM            | 580645109    | 1,408        | 23,000           |
| MCKESSON CORP                | COM            | 58155Q103    | 5,666        | 200,000          |
| MEDALLION FINL CORP          | COM            | 583928106    | 5,579        | 1,172,100        |
| MEDTRONIC INC                | COM            | 585055106    | 7,490        | 177,819          |
| MEDTRONIC INC                | COM            | 585055106    | 91,725       | 2,177,700        |
| MELLON FINL CORP             | COM            | 58551A108    | 77           | 2,975            |
| MELLON FINL CORP             | COM            | 58551A108    | 36,043       | 1,390,000        |
| MEMBERWORKS INC              | COM            | 586002107    | 22,962       | 1,312,500        |
| MERCK & CO INC               | COM            | 589331107    | 1,745        | 38,181           |
| MERCURY INTERACTIVE CORP     | COM            | 589405109    | 10,139       | 590,000          |
| MERRILL LYNCH & CO INC       | COM            | 590188108    | 69           | 2,100            |
| MERRILL LYNCH & CO INC       | COM            | 590188108    | 3,223        | 97,800           |
| METLIFE INC                  | COM            | 59156R108    | 16           | 718              |
| METLIFE INC                  | COM            | 59156R108    | 18,208       | 800,000          |
| MICROSOFT CORP               | COM            | 594918104    | 27,636       | 631,959          |
| MICROSOFT CORP               | COM            | 594918104    | 383,567      | 8,771,252        |
| MICROCHIP TECHNOLOGY INC     | COM            | 595017104    | 35           | 1,700            |
| MICROCHIP TECHNOLOGY INC     | COM            | 595017104    | 64,625       | 3,164,775        |
| MICROMUSE INC                | COM            | 595094103    | 4,400        | 1,742,625        |
| MICRON TECHNOLOGY INC        | COM            | 595112103    | 285          | 23,000           |
| MOLEX INC                    | COM            | 608554101    | 4,825        | 205,576          |
| MOLEX INC                    | COM            | 608554101    | 5,846        | 249,100          |
| MOLEX INC                    | CL A           | 608554200    | 33           | 1,576            |
| MOLEX INC                    | CL A           | 608554200    | 13,540       | 644,900          |
| MONSANTO CO NEW              | COM            | 61166W101    | 2            | 103              |

| ITEM 1                     | ITEM 7                     | ITEM 8  |
|----------------------------|----------------------------|---|
| NAME OF ISSUE              | MANAGERS<br>SEE<br>INSTR V | VOTING AUTHORITY<br>(SHARES)<br>(B) SHARED (C) NONE |
| LONE STAR TECHNOLOGIES INC | 1, 2, 3                    | 355,825   |
| LOWES COS INC              | 1, 2, 3, 4                 | 5,400   |
| LOWES COS INC              | 1, 2, 3                    | 458,950   |
| LUBYS INC                  | 1, 2, 3, 4                 | 100,000   |
| LUCENT TECHNOLOGIES INC    | 1, 2, 3, 4                 | 52,436  |
| LYONDELL CHEMICAL CO       | 1, 2, 3                    | 1,300,000   |
| MSC INDL DIRECT INC        | 1, 2, 3                    | 4,013,000   |
| MANPOWER INC               | 1, 2, 3                    | 1,145,550   |

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|                              |         |           |
|------------------------------|---------|-----------|
| MANUFACTURED HOME CMNTYS INC | 1,2,3,4 | 20,000    |
| MARSH & MCLENNAN COS INC     | 1,2,3   | 407,600   |
| MASSEY ENERGY CORP           | 1,2,3,4 | 138,280   |
| MAXIM INTEGRATED PRODS INC   | 1,2,3   | 135,000   |
| MAXIMUS INC                  | 1,2,3   | 1,462,936 |
| MCDATA CORP                  | 1,2,3   | 203,250   |
| MCDATA CORP                  | 1,2,3   | 785,150   |
| MCDONALDS CORP               | 1,2,3,4 | 4,506     |
| MCDONALDS CORP               | 1,2,3   | 463,100   |
| MCGRAW HILL COS INC          | 1,2,3,4 | 149,129   |
| MCGRAW HILL COS INC          | 1,2,3   | 23,000    |
| MCKESSON CORP                | 1,2,3   | 200,000   |
| MEDALLION FINL CORP          | 1,2,3   | 1,172,100 |
| MEDTRONIC INC                | 1,2,3,4 | 177,819   |
| MEDTRONIC INC                | 1,2,3   | 2,177,700 |
| MELLON FINL CORP             | 1,2,3,4 | 2,975     |
| MELLON FINL CORP             | 1,2,3   | 1,390,000 |
| MEMBERWORKS INC              | 1,2,3   | 1,312,500 |
| MERCK & CO INC               | 1,2,3,4 | 38,181    |
| MERCURY INTERACTIVE CORP     | 1,2,3   | 590,000   |
| MERRILL LYNCH & CO INC       | 1,2,3,4 | 2,100     |
| MERRILL LYNCH & CO INC       | 1,2,3   | 97,800    |
| METLIFE INC                  | 1,2,3,4 | 718       |
| METLIFE INC                  | 1,2,3   | 800,000   |
| MICROSOFT CORP               | 1,2,3,4 | 631,959   |
| MICROSOFT CORP               | 1,2,3   | 8,771,252 |
| MICROCHIP TECHNOLOGY INC     | 1,2,3,4 | 1,700     |
| MICROCHIP TECHNOLOGY INC     | 1,2,3   | 3,164,775 |
| MICROMUSE INC                | 1,2,3   | 1,742,625 |
| MICRON TECHNOLOGY INC        | 1,2,3   | 23,000    |
| MOLEX INC                    | 1,2,3,4 | 205,576   |
| MOLEX INC                    | 1,2,3   | 249,100   |
| MOLEX INC                    | 1,2,3,4 | 1,576     |
| MOLEX INC                    | 1,2,3   | 644,900   |
| MONSANTO CO NEW              | 1,2,3,4 | 103       |

8

09/30/2002

| ITEM 1                        | ITEM 2         | ITEM 3       | ITEM 4            | ITEM 5                   |
|-------------------------------|----------------|--------------|-------------------|--------------------------|
| NAME OF ISSUE                 | TITLE OF CLASS | CUSIP NUMBER | FAIR MARKET VALUE | SHARES/ PRINCIPAL AMOUNT |
| MONSANTO CO NEW               | COM            | 61166W101    | 792               | 51,811                   |
| MORGAN STANLEY DEAN WITTER&CO | COM NEW        | 617446448    | 517               | 15,256                   |
| MORGAN STANLEY DEAN WITTER&CO | COM NEW        | 617446448    | 332               | 9,800                    |
| MURPHY OIL CORP               | COM            | 626717102    | 1,256             | 15,300                   |
| MURPHY OIL CORP               | COM            | 626717102    | 14,785            | 180,150                  |
| NPS PHARMACEUTICALS INC       | COM            | 62936P103    | 4,204             | 205,100                  |
| NETIQ CORP                    | COM            | 64115P102    | 12,194            | 844,200                  |
| NETWORK APPLIANCE INC         | COM            | 64120L104    | 22,764            | 3,112,000                |
| NEUROCRINE BIOSCIENCES INC    | COM            | 64125C109    | 6,899             | 168,300                  |
| NEW YORK TIMES CO             | CL A           | 650111107    | 16                | 350                      |
| NEW YORK TIMES CO             | CL A           | 650111107    | 8,090             | 178,000                  |
| NEWFIELD EXPL CO              | COM            | 651290108    | 57,913            | 1,724,100                |



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|                                |               |           |        |           |
|--------------------------------|---------------|-----------|--------|-----------|
| NEWMONT MINING CORP            | COM           | 651639106 | 20,367 | 740,340   |
| NEWMONT MINING CORP            | COM           | 651639106 | 23,357 | 849,035   |
| NIKE INC                       | CL B          | 654106103 | 193    | 4,480     |
| NIKE INC                       | CL B          | 654106103 | 8,636  | 200,000   |
| NOKIA CORP                     | SPONSORED ADR | 654902204 | 6,512  | 491,450   |
| NOBLE ENERGY INC               | COM           | 655044105 | 65,035 | 1,914,475 |
| NORTHROP GRUMMAN CORP          | COM           | 666807102 | 29,682 | 239,293   |
| NORTHROP GRUMMAN CORP          | COM           | 666807102 | 41,001 | 330,550   |
| NOVARTIS A G                   | SPONSORED ADR | 66987V109 | 1,073  | 27,000    |
| NUCOR CORP                     | COM           | 670346105 | 5,924  | 156,300   |
| OM GROUP INC                   | COM           | 670872100 | 17,997 | 420,500   |
| OCCIDENTAL PETE CORP DEL       | COM           | 674599105 | 19,261 | 678,685   |
| OCCIDENTAL PETE CORP DEL       | COM           | 674599105 | 5,829  | 205,400   |
| OCEAN ENERGY INC TEX           | COM           | 67481E106 | 40     | 2,003     |
| OCEAN ENERGY INC TEX           | COM           | 67481E106 | 500    | 25,050    |
| OFFICE DEPOT INC               | COM           | 676220106 | 3,702  | 300,000   |
| OMNICARE INC                   | COM           | 681904108 | 56,352 | 2,668,200 |
| ORACLE CORP                    | COM           | 68389X105 | 9,837  | 1,250,733 |
| ORACLE CORP                    | COM           | 68389X105 | 7,966  | 1,012,900 |
| O REILLY AUTOMOTIVE INC        | COM           | 686091109 | 43,273 | 1,510,400 |
| PPL CORP                       | COM           | 69351T106 | 1,969  | 60,500    |
| PPL CORP                       | COM           | 69351T106 | 2,672  | 82,100    |
| PACER INTL INC TENN            | COM           | 69373H106 | 227    | 20,000    |
| PALL CORP                      | COM           | 696429307 | 26,641 | 1,687,225 |
| PATTERSON UTI ENERGY INC       | COM           | 703481101 | 27,003 | 1,057,700 |
| PAYCHEX INC                    | COM           | 704326107 | 21,487 | 882,600   |
| PEPSICO INC                    | COM           | 713448108 | 18,873 | 510,766   |
| PEPSICO INC                    | COM           | 713448108 | 658    | 17,796    |
| PERKINELMER INC                | COM           | 714046109 | 19,403 | 3,560,104 |
| PETROLEO BRASILEIRO SA PETROBR | SPONSORED ADR | 71654V408 | 202    | 18,800    |
| PETSMART INC                   | COM           | 716768106 | 350    | 19,650    |

| ITEM 1                        | ITEM 7                     | ITEM 8    |  |          |
|-------------------------------|----------------------------|-----------|--|----------|
| NAME OF ISSUE                 | MANAGERS<br>SEE<br>INSTR V | (A) SOLE  | VOTING AUTHORITY<br>(SHARES)<br>(B) SHARED | (C) NONE |
| MONSANTO CO NEW               | 1,2,3                      | 51,811    |  |          |
| MORGAN STANLEY DEAN WITTER&CO | 1,2,3,4                    | 15,256    |  |          |
| MORGAN STANLEY DEAN WITTER&CO | 1,2,3                      | 9,800     |  |          |
| MURPHY OIL CORP               | 1,2,3,4                    | 15,300    |  |          |
| MURPHY OIL CORP               | 1,2,3                      | 180,150   |  |          |
| NPS PHARMACEUTICALS INC       | 1,2,3                      | 205,100   |  |          |
| NETIQ CORP                    | 1,2,3                      | 844,200   |  |          |
| NETWORK APPLIANCE INC         | 1,2,3                      | 3,112,000 |  |          |
| NEUROCRINE BIOSCIENCES INC    | 1,2,3                      | 168,300   |  |          |
| NEW YORK TIMES CO             | 1,2,3,4                    | 350       |  |          |
| NEW YORK TIMES CO             | 1,2,3                      | 178,000   |  |          |
| NEWFIELD EXPL CO              | 1,2,3                      | 1,724,100 |  |          |
| NEWMONT MINING CORP           | 1,2,3,4                    | 740,340   |  |          |
| NEWMONT MINING CORP           | 1,2,3                      | 849,035   |  |          |
| NIKE INC                      | 1,2,3,4                    | 4,480     |  |          |
| NIKE INC                      | 1,2,3                      | 200,000   |  |          |
| NOKIA CORP                    | 1,2,3                      | 491,450   |  |          |
| NOBLE ENERGY INC              | 1,2,3                      | 1,914,475 |  |          |
| NORTHROP GRUMMAN CORP         | 1,2,3,4                    | 239,293   |  |          |
| NORTHROP GRUMMAN CORP         | 1,2,3                      | 330,550   |  |          |
| NOVARTIS A G                  | 1,2,3                      | 27,000    |  |          |
| NUCOR CORP                    | 1,2,3                      | 156,300   |  |          |
| OM GROUP INC                  | 1,2,3                      | 420,500   |  |          |

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|                                |         |           |
|--------------------------------|---------|-----------|
| OCCIDENTAL PETE CORP DEL       | 1,2,3,4 | 678,685   |
| OCCIDENTAL PETE CORP DEL       | 1,2,3   | 205,400   |
| OCEAN ENERGY INC TEX           | 1,2,3,4 | 2,003     |
| OCEAN ENERGY INC TEX           | 1,2,3   | 25,050    |
| OFFICE DEPOT INC               | 1,2,3   | 300,000   |
| OMNICARE INC                   | 1,2,3   | 2,668,200 |
| ORACLE CORP                    | 1,2,3,4 | 1,250,733 |
| ORACLE CORP                    | 1,2,3   | 1,012,900 |
| O REILLY AUTOMOTIVE INC        | 1,2,3   | 1,510,400 |
| PPL CORP                       | 1,2,3,4 | 60,500    |
| PPL CORP                       | 1,2,3   | 82,100    |
| PACER INTL INC TENN            | 1,2,3   | 20,000    |
| PALL CORP                      | 1,2,3   | 1,687,225 |
| PATTERSON UTI ENERGY INC       | 1,2,3   | 1,057,700 |
| PAYCHEX INC                    | 1,2,3   | 882,600   |
| PEPSICO INC                    | 1,2,3,4 | 510,766   |
| PEPSICO INC                    | 1,2,3   | 17,796    |
| PERKINELMER INC                | 1,2,3   | 3,560,104 |
| PETROLEO BRASILEIRO SA PETROBR | 1,2,3   | 18,800    |
| PETSMART INC                   | 1,2,3,4 | 19,650    |

9

09/30/2002

| ITEM 1                   | ITEM 2           | ITEM 3       | ITEM 4            | ITEM 5                   |
|--------------------------|------------------|--------------|-------------------|--------------------------|
| NAME OF ISSUE            | TITLE OF CLASS   | CUSIP NUMBER | FAIR MARKET VALUE | SHARES/ PRINCIPAL AMOUNT |
| PFIZER INC               | COM              | 717081103    | 36,909            | 1,271,847                |
| PFIZER INC               | COM              | 717081103    | 380,997           | 13,128,767               |
| PHARMACIA CORP           | COM              | 71713U102    | 3,442             | 88,521                   |
| PHARMACIA CORP           | COM              | 71713U102    | 160,981           | 4,140,463                |
| PHELPS DODGE CORP        | COM              | 717265102    | 15,378            | 600,000                  |
| PHILIP MORRIS COS INC    | COM              | 718154107    | 12,007            | 309,459                  |
| PHILIP MORRIS COS INC    | COM              | 718154107    | 134,743           | 3,472,750                |
| PITNEY BOWES INC         | COM              | 724479100    | 555               | 18,200                   |
| PITNEY BOWES INC         | COM              | 724479100    | 3,198             | 104,900                  |
| PLACER DOME INC          | COM              | 725906101    | 170               | 18,614                   |
| PLACER DOME INC          | COM              | 725906101    | 17,636            | 1,931,621                |
| PRAXAIR INC              | COM              | 74005P104    | 31,865            | 623,450                  |
| PROBUSINESS SERVICES INC | COM              | 742674104    | 8,801             | 1,389,200                |
| PROCTER & GAMBLE CO      | COM              | 742718109    | 296               | 3,313                    |
| PROCTER & GAMBLE CO      | COM              | 742718109    | 18,689            | 209,100                  |
| PROGRESS ENERGY INC      | COM              | 743263105    | 201               | 4,918                    |
| PROGRESS ENERGY INC      | COM              | 743263105    | 70,370            | 1,721,800                |
| PROLOGIS TR              | SH BEN INT       | 743410102    | 19,557            | 785,118                  |
| PROLOGIS TR              | SH BEN INT       | 743410102    | 378               | 15,190                   |
| PROQUEST COMPANY         | COM              | 74346P102    | 8,355             | 275,300                  |
| PROVINCE HEALTHCARE CO   | COM              | 743977100    | 30,291            | 1,766,250                |
| PRUDENTIAL FINL INC      | COM              | 744320102    | 36,080            | 1,263,300                |
| QUALCOMM INC             | COM              | 747525103    | 15,279            | 553,300                  |
| RSA SEC INC              | COM              | 749719100    | 5,447             | 1,618,662                |
| RF MICRODEVICES INC      | COM              | 749941100    | 245               | 40,800                   |
| RF MICRODEVICES INC      | SUB NT CV3.75%05 | 749941AB6    | 6,784             | 9,000,000                |
| RAILAMERICA INC          | COM              | 750753105    | 78                | 10,810                   |

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|                             |                 |           |         |            |
|-----------------------------|-----------------|-----------|---------|------------|
| RATIONAL SOFTWARE CORP      | NOTE 5.000% 2/0 | 75409PAC7 | 7,813   | 10,000,000 |
| RAYTHEON CO                 | COM NEW         | 755111507 | 32,071  | 1,094,561  |
| RAYTHEON CO                 | COM NEW         | 755111507 | 215,981 | 7,371,375  |
| REGENCY CTRS CORP           | COM             | 758849103 | 1,073   | 34,601     |
| REYNOLDS R J TOB HLDGS INC  | COM             | 76182K105 | 14,112  | 350,000    |
| RITE AID CORP               | COM             | 767754104 | 6,943   | 3,306,200  |
| ROYAL DUTCH PETE CO         | NY REG GLD1.25  | 780257804 | 11,367  | 282,978    |
| ROYAL DUTCH PETE CO         | NY REG GLD1.25  | 780257804 | 80,912  | 2,014,250  |
| SBC COMMUNICATIONS INC      | COM             | 78387G103 | 15,184  | 755,432    |
| SBC COMMUNICATIONS INC      | COM             | 78387G103 | 111,763 | 5,560,370  |
| SLM CORP                    | COM             | 78442P106 | 26,629  | 285,900    |
| SABRE HLDGS CORP            | CL A            | 785905100 | 11,409  | 589,600    |
| ST PAUL COS INC             | COM             | 792860108 | 25,848  | 900,000    |
| SAN PAOLO-IMI S P A         | SPONSORED ADR   | 799175104 | 274     | 24,000     |
| SANCHEZ COMPUTER ASSOCS INC | COM             | 799702105 | 2,798   | 1,146,700  |
| SANMINA CORP                | COM             | 800907107 | 2,422   | 872,900    |

| ITEM 1<br>NAME OF ISSUE    | ITEM 7<br>MANAGERS<br>SEE |            | ITEM 8<br>VOTING AUTHORITY<br>(SHARES) |          |
|----------------------------|---------------------------|------------|--|----------|
|                            | INSTR V                   | (A) SOLE   | (B) SHARED                             | (C) NONE |
| PFIZER INC                 | 1,2,3,4                   | 1,271,847  |  |          |
| PFIZER INC                 | 1,2,3                     | 13,128,767 |  |          |
| PHARMACIA CORP             | 1,2,3,4                   | 88,521     |  |          |
| PHARMACIA CORP             | 1,2,3                     | 4,140,463  |  |          |
| PHELPS DODGE CORP          | 1,2,3                     | 600,000    |  |          |
| PHILIP MORRIS COS INC      | 1,2,3,4                   | 309,459    |  |          |
| PHILIP MORRIS COS INC      | 1,2,3                     | 3,472,750  |  |          |
| PITNEY BOWES INC           | 1,2,3,4                   | 18,200     |  |          |
| PITNEY BOWES INC           | 1,2,3                     | 104,900    |  |          |
| PLACER DOME INC            | 1,2,3,4                   | 18,614     |  |          |
| PLACER DOME INC            | 1,2,3                     | 1,931,621  |  |          |
| PRAXAIR INC                | 1,2,3                     | 623,450    |  |          |
| PROBUSINESS SERVICES INC   | 1,2,3                     | 1,389,200  |  |          |
| PROCTER & GAMBLE CO        | 1,2,3,4                   | 3,313      |  |          |
| PROCTER & GAMBLE CO        | 1,2,3                     | 209,100    |  |          |
| PROGRESS ENERGY INC        | 1,2,3,4                   | 4,918      |  |          |
| PROGRESS ENERGY INC        | 1,2,3                     | 1,721,800  |  |          |
| PROLOGIS TR                | 1,2,3,4                   | 785,118    |  |          |
| PROLOGIS TR                | 1,2,3                     | 15,190     |  |          |
| PROQUEST COMPANY           | 1,2,3                     | 275,300    |  |          |
| PROVINCE HEALTHCARE CO     | 1,2,3                     | 1,766,250  |  |          |
| PRUDENTIAL FINL INC        | 1,2,3                     | 1,263,300  |  |          |
| QUALCOMM INC               | 1,2,3                     | 553,300    |  |          |
| RSA SEC INC                | 1,2,3                     | 1,618,662  |  |          |
| RF MICRODEVICES INC        | 1,2,3                     | 40,800     |  |          |
| RF MICRODEVICES INC        | 1,2,3                     | 9,000,000  |  |          |
| RAILAMERICA INC            | 1,2,3,4                   | 10,810     |  |          |
| RATIONAL SOFTWARE CORP     | 1,2,3                     | 10,000,000 |  |          |
| RAYTHEON CO                | 1,2,3,4                   | 1,094,561  |  |          |
| RAYTHEON CO                | 1,2,3                     | 7,371,375  |  |          |
| REGENCY CTRS CORP          | 1,2,3,4                   | 34,601     |  |          |
| REYNOLDS R J TOB HLDGS INC | 1,2,3                     | 350,000    |  |          |
| RITE AID CORP              | 1,2,3                     | 3,306,200  |  |          |
| ROYAL DUTCH PETE CO        | 1,2,3,4                   | 282,978    |  |          |
| ROYAL DUTCH PETE CO        | 1,2,3                     | 2,014,250  |  |          |
| SBC COMMUNICATIONS INC     | 1,2,3,4                   | 755,432    |  |          |
| SBC COMMUNICATIONS INC     | 1,2,3                     | 5,560,370  |  |          |
| SLM CORP                   | 1,2,3                     | 285,900    |  |          |

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|                             |       |           |
|-----------------------------|-------|-----------|
| SABRE HLDGS CORP            | 1,2,3 | 589,600   |
| ST PAUL COS INC             | 1,2,3 | 900,000   |
| SAN PAOLO-IMI S P A         | 1,2,3 | 24,000    |
| SANCHEZ COMPUTER ASSOCS INC | 1,2,3 | 1,146,700 |
| SANMINA CORP                | 1,2,3 | 872,900   |

10

09/30/2002

| ITEM 1                        | ITEM 2         | ITEM 3       | ITEM 4            | ITEM 5                   |
|-------------------------------|----------------|--------------|-------------------|--------------------------|
| NAME OF ISSUE                 | TITLE OF CLASS | CUSIP NUMBER | FAIR MARKET VALUE | SHARES/ PRINCIPAL AMOUNT |
| SAP AKTIENGESELLSCHAFT        | SPONSORED ADR  | 803054204    | 88,208            | 7,840,700                |
| SARA LEE CORP                 | COM            | 803111103    | 439               | 24,000                   |
| SARA LEE CORP                 | COM            | 803111103    | 10,791            | 590,000                  |
| SCANA CORP NEW                | COM            | 80589M102    | 403               | 15,500                   |
| SCHEIN HENRY INC              | COM            | 806407102    | 4,887             | 92,650                   |
| SCHERING PLOUGH CORP          | COM            | 806605101    | 2,006             | 94,106                   |
| SCHLUMBERGER LTD              | COM            | 806857108    | 364               | 9,460                    |
| SCHLUMBERGER LTD              | COM            | 806857108    | 90,846            | 2,362,100                |
| SCHWAB CHARLES CORP NEW       | COM            | 808513105    | 35,930            | 4,129,830                |
| SEALED AIR CORP NEW           | COM            | 81211K100    | 31,003            | 1,835,578                |
| SEALED AIR CORP NEW           | COM            | 81211K100    | 5,385             | 318,800                  |
| SEALED AIR CORP NEW           | PFD CV A \$2   | 81211K209    | 847               | 38,500                   |
| SEALED AIR CORP NEW           | PFD CV A \$2   | 81211K209    | 1,377             | 62,600                   |
| SEMTECH CORP                  | COM            | 816850101    | 298               | 30,750                   |
| SEMPRA ENERGY                 | COM            | 816851109    | 387               | 19,670                   |
| SEPRACOR INC                  | COM            | 817315104    | 9,476             | 1,805,000                |
| SHIRE PHARMACEUTICALS GRP PLC | SPONSORED ADR  | 82481R106    | 5,787             | 233,000                  |
| SICOR INC                     | COM            | 825846108    | 13,650            | 896,850                  |
| SIEBEL SYS INC                | COM            | 826170102    | 2,360             | 410,050                  |
| SMITH INTL INC                | COM            | 832110100    | 29,997            | 1,023,450                |
| SMUCKER J M CO                | COM NEW        | 832696405    | 1                 | 24                       |
| SMUCKER J M CO                | COM NEW        | 832696405    | 16,639            | 453,390                  |
| SMURFIT-STONE CONTAINER CORP  | COM            | 832727101    | 808               | 64,187                   |
| SONIC CORP                    | COM            | 835451105    | 11,580            | 500,000                  |
| SOUTHERN CO                   | COM            | 842587107    | 205               | 7,126                    |
| SOUTHWEST AIRLS CO            | COM            | 844741108    | 2,108             | 162,019                  |
| SOUTHWEST AIRLS CO            | COM            | 844741108    | 2,399             | 184,400                  |
| SPINNAKER EXPL CO             | COM            | 84855W109    | 7,459             | 259,900                  |
| STAPLES INC                   | COM            | 855030102    | 5,993             | 468,350                  |
| STARBUCKS CORP                | COM            | 855244109    | 2                 | 100                      |
| STARBUCKS CORP                | COM            | 855244109    | 7,641             | 370,100                  |
| STATE STR CORP                | COM            | 857477103    | 7,768             | 201,026                  |
| STERICYCLE INC                | COM            | 858912108    | 2,765             | 81,200                   |
| STEWART & STEVENSON SVCS INC  | COM            | 860342104    | 489               | 50,000                   |
| STONE ENERGY CORP             | COM            | 861642106    | 21,288            | 655,000                  |
| STRYKER CORP                  | COM            | 863667101    | 173               | 3,000                    |
| STURM RUGER & CO INC          | COM            | 864159108    | 556               | 45,600                   |
| SUN MICROSYSTEMS INC          | COM            | 866810104    | 3,102             | 1,200,000                |
| SYMBOL TECHNOLOGIES INC       | COM            | 871508107    | 40,170            | 5,237,350                |
| SYNOVUS FINL CORP             | COM            | 87161C105    | 21,955            | 1,064,750                |
| THQ INC                       | COM NEW        | 872443403    | 314               | 15,100                   |
| TTM TECHNOLOGIES INC          | COM            | 87305R109    | 73                | 46,250                   |

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TXU CORP COM 873168108 426 10,210

| ITEM 1<br>NAME OF ISSUE       | ITEM 7<br>MANAGERS<br>SEE<br>INSTR V |           | ITEM 8<br>VOTING AUTHORITY<br>(SHARES) |          |
|-------------------------------|--------------------------------------|-----------|--|----------|
|                               |                                      | (A) SOLE  | (B) SHARED                             | (C) NONE |
| SAP AKTIENGESELLSCHAFT        | 1, 2, 3                              | 7,840,700 |  |          |
| SARA LEE CORP                 | 1, 2, 3, 4                           | 24,000    |  |          |
| SARA LEE CORP                 | 1, 2, 3                              | 590,000   |  |          |
| SCANA CORP NEW                | 1, 2, 3, 4                           | 15,500    |  |          |
| SCHEIN HENRY INC              | 1, 2, 3                              | 92,650    |  |          |
| SCHERING PLOUGH CORP          | 1, 2, 3, 4                           | 94,106    |  |          |
| SCHLUMBERGER LTD              | 1, 2, 3, 4                           | 9,460     |  |          |
| SCHLUMBERGER LTD              | 1, 2, 3                              | 2,362,100 |  |          |
| SCHWAB CHARLES CORP NEW       | 1, 2, 3                              | 4,129,830 |  |          |
| SEALED AIR CORP NEW           | 1, 2, 3, 4                           | 1,835,578 |  |          |
| SEALED AIR CORP NEW           | 1, 2, 3                              | 318,800   |  |          |
| SEALED AIR CORP NEW           | 1, 2, 3, 4                           | 38,500    |  |          |
| SEALED AIR CORP NEW           | 1, 2, 3                              | 62,600    |  |          |
| SEMTECH CORP                  | 1, 2, 3                              | 30,750    |  |          |
| SEMPRA ENERGY                 | 1, 2, 3, 4                           | 19,670    |  |          |
| SEPRACOR INC                  | 1, 2, 3                              | 1,805,000 |  |          |
| SHIRE PHARMACEUTICALS GRP PLC | 1, 2, 3                              | 233,000   |  |          |
| SICOR INC                     | 1, 2, 3                              | 896,850   |  |          |
| SIEBEL SYS INC                | 1, 2, 3                              | 410,050   |  |          |
| SMITH INTL INC                | 1, 2, 3                              | 1,023,450 |  |          |
| SMUCKER J M CO                | 1, 2, 3, 4                           | 24        |  |          |
| SMUCKER J M CO                | 1, 2, 3                              | 453,390   |  |          |
| SMURFIT-STONE CONTAINER CORP  | 1, 2, 3                              | 64,187    |  |          |
| SONIC CORP                    | 1, 2, 3                              | 500,000   |  |          |
| SOUTHERN CO                   | 1, 2, 3, 4                           | 7,126     |  |          |
| SOUTHWEST AIRLS CO            | 1, 2, 3, 4                           | 162,019   |  |          |
| SOUTHWEST AIRLS CO            | 1, 2, 3                              | 184,400   |  |          |
| SPINNAKER EXPL CO             | 1, 2, 3                              | 259,900   |  |          |
| STAPLES INC                   | 1, 2, 3                              | 468,350   |  |          |
| STARBUCKS CORP                | 1, 2, 3, 4                           | 100       |  |          |
| STARBUCKS CORP                | 1, 2, 3                              | 370,100   |  |          |
| STATE STR CORP                | 1, 2, 3, 4                           | 201,026   |  |          |
| STERICYCLE INC                | 1, 2, 3                              | 81,200    |  |          |
| STEWART & STEVENSON SVCS INC  | 1, 2, 3                              | 50,000    |  |          |
| STONE ENERGY CORP             | 1, 2, 3                              | 655,000   |  |          |
| STRYKER CORP                  | 1, 2, 3, 4                           | 3,000     |  |          |
| STURM RUGER & CO INC          | 1, 2, 3                              | 45,600    |  |          |
| SUN MICROSYSTEMS INC          | 1, 2, 3                              | 1,200,000 |  |          |
| SYMBOL TECHNOLOGIES INC       | 1, 2, 3                              | 5,237,350 |  |          |
| SYNOVUS FINL CORP             | 1, 2, 3                              | 1,064,750 |  |          |
| THQ INC                       | 1, 2, 3                              | 15,100    |  |          |
| TTM TECHNOLOGIES INC          | 1, 2, 3                              | 46,250    |  |          |
| TXU CORP                      | 1, 2, 3, 4                           | 10,210    |  |          |

11

09/30/2002

ITEM 1 ITEM 2 ITEM 3 ITEM 4 IT

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| NAME OF ISSUE                 | TITLE OF CLASS | CUSIP NUMBER | FAIR MARKET VALUE | SHARES/ PRINCIPAL AMOUNT |
|-------------------------------|----------------|--------------|-------------------|--------------------------|
| TXU CORP                      | COM            | 873168108    | 30,275            | 725,850                  |
| TAKE-TWO INTERACTIVE SOFTWARE | COM            | 874054109    | 61,904            | 2,135,000                |
| TALISMAN ENERGY INC           | COM            | 87425E103    | 6,015             | 150,000                  |
| TARGET CORP                   | COM            | 87612E106    | 171,359           | 5,804,840                |
| TEKELEC                       | COM            | 879101103    | 21,489            | 2,488,600                |
| TELEFONOS DE MEXICO S A       | SPON ADR ORD L | 879403780    | 317               | 11,270                   |
| TELEFONOS DE MEXICO S A       | SPON ADR ORD L | 879403780    | 10,005            | 355,400                  |
| TEMPLE INLAND INC             | COM            | 879868107    | 2,759             | 71,425                   |
| TEMPLE INLAND INC             | COM            | 879868107    | 11,133            | 288,200                  |
| TENET HEALTHCARE CORP         | COM            | 88033G100    | 20,201            | 408,100                  |
| TERADYNE INC                  | SDCV 3.75%10/1 | 880770AD4    | 2,299             | 3,000,000                |
| TEXAS BIOTECHNOLOGY CORP      | COM            | 88221T104    | 31                | 10,000                   |
| TEXAS INSTRS INC              | COM            | 882508104    | 1,926             | 130,390                  |
| TEXAS INSTRS INC              | COM            | 882508104    | 33,190            | 2,247,100                |
| TEXAS REGL BANCSHARES INC     | CL A VTG       | 882673106    | 837               | 25,000                   |
| TOTAL FINA ELF S A            | SPONSORED ADR  | 89151E109    | 349               | 5,303                    |
| TOTAL FINA ELF S A            | SPONSORED ADR  | 89151E109    | 764               | 11,600                   |
| TOTAL SYS SVCS INC            | COM            | 891906109    | 8,144             | 619,300                  |
| TRANSACTION SYS ARCHITECTS    | COM            | 893416107    | 11,347            | 1,837,500                |
| TRANSKARYOTIC THERAPIES INC   | COM            | 893735100    | 56,076            | 1,727,550                |
| TRAVELERS PPTY CAS CORP NEW   | CL A           | 89420G109    | 1                 | 73                       |
| TRAVELERS PPTY CAS CORP NEW   | CL A           | 89420G109    | 39,856            | 3,019,426                |
| TRAVELERS PPTY CAS CORP NEW   | CL B           | 89420G406    | 2                 | 154                      |
| TRAVELERS PPTY CAS CORP NEW   | CL B           | 89420G406    | 540               | 39,916                   |
| TUESDAY MORNING CORP          | COM            | 899035505    | 12,100            | 665,000                  |
| TYCO INTL LTD NEW             | COM            | 902124106    | 330               | 23,426                   |
| UST INC                       | COM            | 902911106    | 169               | 6,000                    |
| UST INC                       | COM            | 902911106    | 1,411             | 50,000                   |
| US BANCORP DEL                | COM NEW        | 902973304    | 91                | 4,898                    |
| US BANCORP DEL                | COM NEW        | 902973304    | 174,806           | 9,448,950                |
| ULTRA PETE CORP               | COM            | 903914109    | 691               | 82,700                   |
| UNILEVER N V                  | N Y SHS NEW    | 904784709    | 583               | 9,800                    |
| UNION PAC CORP                | COM            | 907818108    | 1,379             | 23,826                   |
| UNIONBANCAL CORP              | COM            | 908906100    | 46                | 1,100                    |
| UNIONBANCAL CORP              | COM            | 908906100    | 42,010            | 1,000,000                |
| UNISOURCE ENERGY CORP         | COM            | 909205106    | 15                | 1,000                    |
| UNITED AUTO GROUP INC         | COM            | 909440109    | 4,294             | 306,500                  |
| UNITED MICROELECTRONICS CORP  | SPONSORED ADR  | 910873207    | 17,164            | 4,862,373                |
| UNITED PARCEL SERVICE INC     | CL B           | 911312106    | 91,175            | 1,458,100                |
| UNOCAL CORP                   | COM            | 915289102    | 402               | 12,795                   |
| UNOCAL CORP                   | COM            | 915289102    | 27,513            | 876,500                  |
| UROLOGIX INC                  | COM            | 917273104    | 9,416             | 2,058,200                |
| UTSTARCOM INC                 | COM            | 918076100    | 1,096             | 71,800                   |

| ITEM 1<br>NAME OF ISSUE       | ITEM 7<br>MANAGERS<br>SEE<br>INSTR V | ITEM 8<br>VOTING AUTHORITY<br>(SHARES)<br>(B) SHARED | (A) SOLE | (C) NONE |
|-------------------------------|--------------------------------------|--|----------|----------|
| TXU CORP                      | 1,2,3                                | 725,850  |          |          |
| TAKE-TWO INTERACTIVE SOFTWARE | 1,2,3                                | 2,135,000  |          |          |
| TALISMAN ENERGY INC           | 1,2,3                                | 150,000  |          |          |
| TARGET CORP                   | 1,2,3                                | 5,804,840  |          |          |
| TEKELEC                       | 1,2,3                                | 2,488,600  |          |          |
| TELEFONOS DE MEXICO S A       | 1,2,3,4                              | 11,270   |          |          |

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|                              |         |           |
|------------------------------|---------|-----------|
| TELEFONOS DE MEXICO S A      | 1,2,3   | 355,400   |
| TEMPLE INLAND INC            | 1,2,3,4 | 71,425    |
| TEMPLE INLAND INC            | 1,2,3   | 288,200   |
| TENET HEALTHCARE CORP        | 1,2,3   | 408,100   |
| TERADYNE INC                 | 1,2,3   | 3,000,000 |
| TEXAS BIOTECHNOLOGY CORP     | 1,2,3,4 | 10,000    |
| TEXAS INSTRS INC             | 1,2,3,4 | 130,390   |
| TEXAS INSTRS INC             | 1,2,3   | 2,247,100 |
| TEXAS REGL BANCSHARES INC    | 1,2,3,4 | 25,000    |
| TOTAL FINA ELF S A           | 1,2,3,4 | 5,303     |
| TOTAL FINA ELF S A           | 1,2,3   | 11,600    |
| TOTAL SYS SVCS INC           | 1,2,3   | 619,300   |
| TRANSACTION SYS ARCHITECTS   | 1,2,3   | 1,837,500 |
| TRANSKARYOTIC THERAPIES INC  | 1,2,3   | 1,727,550 |
| TRAVELERS PPTY CAS CORP NEW  | 1,2,3,4 | 73        |
| TRAVELERS PPTY CAS CORP NEW  | 1,2,3   | 3,019,426 |
| TRAVELERS PPTY CAS CORP NEW  | 1,2,3,4 | 154       |
| TRAVELERS PPTY CAS CORP NEW  | 1,2,3   | 39,916    |
| TUESDAY MORNING CORP         | 1,2,3   | 665,000   |
| TYCO INTL LTD NEW            | 1,2,3,4 | 23,426    |
| UST INC                      | 1,2,3,4 | 6,000     |
| UST INC                      | 1,2,3   | 50,000    |
| US BANCORP DEL               | 1,2,3,4 | 4,898     |
| US BANCORP DEL               | 1,2,3   | 9,448,950 |
| ULTRA PETE CORP              | 1,2,3   | 82,700    |
| UNILEVER N V                 | 1,2,3   | 9,800     |
| UNION PAC CORP               | 1,2,3,4 | 23,826    |
| UNIONBANCAL CORP             | 1,2,3,4 | 1,100     |
| UNIONBANCAL CORP             | 1,2,3   | 1,000,000 |
| UNISOURCE ENERGY CORP        | 1,2,3,4 | 1,000     |
| UNITED AUTO GROUP INC        | 1,2,3   | 306,500   |
| UNITED MICROELECTRONICS CORP | 1,2,3   | 4,862,373 |
| UNITED PARCEL SERVICE INC    | 1,2,3   | 1,458,100 |
| UNOCAL CORP                  | 1,2,3,4 | 12,795    |
| UNOCAL CORP                  | 1,2,3   | 876,500   |
| UROLOGIX INC                 | 1,2,3   | 2,058,200 |
| UTSTARCOM INC                | 1,2,3   | 71,800    |

12

09/30/2002

| ITEM 1                      | ITEM 2         | ITEM 3       | ITEM 4            | ITEM 5                   |
|-----------------------------|----------------|--------------|-------------------|--------------------------|
| NAME OF ISSUE               | TITLE OF CLASS | CUSIP NUMBER | FAIR MARKET VALUE | SHARES/ PRINCIPAL AMOUNT |
| VAIL RESORTS INC            | COM            | 91879Q109    | 13,711            | 968,300                  |
| VALASSIS COMMUNICATIONS INC | COM            | 918866104    | 5,678             | 161,900                  |
| VERITAS SOFTWARE CO         | COM            | 923436109    | 12,405            | 845,300                  |
| VERIZON COMMUNICATIONS      | COM            | 92343V104    | 984               | 35,853                   |
| VERIZON COMMUNICATIONS      | COM            | 92343V104    | 2,703             | 98,500                   |
| VIACOM INC                  | CL B           | 925524308    | 111,681           | 2,754,162                |
| VISX INC DEL                | COM            | 92844S105    | 43,662            | 4,730,400                |
| VODAFONE GROUP PLC NEW      | SPONSORED ADR  | 92857W100    | 174               | 13,575                   |
| VODAFONE GROUP PLC NEW      | SPONSORED ADR  | 92857W100    | 100,181           | 7,808,350                |
| WAL MART STORES INC         | COM            | 931142103    | 291               | 5,915                    |

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|                              |         |           |            |             |
|------------------------------|---------|-----------|------------|-------------|
| WAL MART STORES INC          | COM     | 931142103 | 25,127     | 510,300     |
| WEIGHT WATCHERS INTL INC NEW | COM     | 948626106 | 1,084      | 25,000      |
| WELLPOINT HEALTH NETWORK NEW | COM     | 94973H108 | 51         | 700         |
| WELLPOINT HEALTH NETWORK NEW | COM     | 94973H108 | 579        | 7,900       |
| WELLS FARGO & CO NEW         | COM     | 949746101 | 25,220     | 523,665     |
| WELLS FARGO & CO NEW         | COM     | 949746101 | 220,045    | 4,569,050   |
| WENDYS INTL INC              | COM     | 950590109 | 17         | 500         |
| WENDYS INTL INC              | COM     | 950590109 | 98,085     | 2,962,400   |
| WESTERN GAS RES INC          | COM     | 958259103 | 31         | 1,000       |
| WESTERN GAS RES INC          | COM     | 958259103 | 9,166      | 293,300     |
| WEYERHAEUSER CO              | COM     | 962166104 | 915        | 20,900      |
| WHITNEY HLDG CORP            | COM     | 966612103 | 668        | 20,812      |
| WISCONSIN ENERGY CORP        | COM     | 976657106 | 256        | 10,000      |
| WYETH                        | COM     | 983024100 | 20,906     | 657,428     |
| WYETH                        | COM     | 983024100 | 29,919     | 940,850     |
| XILINX INC                   | COM     | 983919101 | 3,166      | 200,000     |
| AMDOCS LTD                   | ORD     | G02602103 | 926        | 144,705     |
| ACCENTURE LTD BERMUDA        | CL A    | G1150G111 | 86,844     | 6,081,500   |
| EVEREST RE GROUP LTD         | COM     | G3223R108 | 16,458     | 300,000     |
| GARMIN LTD                   | ORD     | G37260109 | 13,138     | 708,450     |
| GLOBALSANTAFE CORP           | SHS     | G3930E101 | 6,598      | 295,217     |
| INGERSOLL-RAND COMPANY LTD   | CL A    | G4776G101 | 6,506      | 188,900     |
| NABORS INDUSTRIES LTD        | SHS     | G6359F103 | 4,584      | 139,960     |
| NABORS INDUSTRIES LTD        | SHS     | G6359F103 | 52,999     | 1,618,300   |
| ALCON INC                    | COM SHS | H01301102 | 61,148     | 1,578,025   |
|                              |         |           | 13,999,310 | 610,915,892 |

| ITEM 1<br>NAME OF ISSUE      | ITEM 7<br>MANAGERS<br>SEE<br>INSTR V | ITEM 8<br>VOTING AUTHORITY<br>(SHARES) |            |          |
|------------------------------|--------------------------------------|--|------------|----------|
|                              |                                      | (A) SOLE                               | (B) SHARED | (C) NONE |
| VAIL RESORTS INC             | 1,2,3                                | 968,300                                |            |          |
| VALASSIS COMMUNICATIONS INC  | 1,2,3                                | 161,900                                |            |          |
| VERITAS SOFTWARE CO          | 1,2,3                                | 845,300                                |            |          |
| VERIZON COMMUNICATIONS       | 1,2,3,4                              | 35,853                                 |            |          |
| VERIZON COMMUNICATIONS       | 1,2,3                                | 98,500                                 |            |          |
| VIACOM INC                   | 1,2,3                                | 2,754,162                              |            |          |
| VISX INC DEL                 | 1,2,3                                | 4,730,400                              |            |          |
| VODAFONE GROUP PLC NEW       | 1,2,3,4                              | 13,575                                 |            |          |
| VODAFONE GROUP PLC NEW       | 1,2,3                                | 7,808,350                              |            |          |
| WAL MART STORES INC          | 1,2,3,4                              | 5,915                                  |            |          |
| WAL MART STORES INC          | 1,2,3                                | 510,300                                |            |          |
| WEIGHT WATCHERS INTL INC NEW | 1,2,3                                | 25,000                                 |            |          |
| WELLPOINT HEALTH NETWORK NEW | 1,2,3,4                              | 700                                    |            |          |
| WELLPOINT HEALTH NETWORK NEW | 1,2,3                                | 7,900                                  |            |          |
| WELLS FARGO & CO NEW         | 1,2,3,4                              | 523,665                                |            |          |
| WELLS FARGO & CO NEW         | 1,2,3                                | 4,569,050                              |            |          |
| WENDYS INTL INC              | 1,2,3,4                              | 500                                    |            |          |
| WENDYS INTL INC              | 1,2,3                                | 2,962,400                              |            |          |
| WESTERN GAS RES INC          | 1,2,3,4                              | 1,000                                  |            |          |
| WESTERN GAS RES INC          | 1,2,3                                | 293,300                                |            |          |
| WEYERHAEUSER CO              | 1,2,3,4                              | 20,900                                 |            |          |
| WHITNEY HLDG CORP            | 1,2,3,4                              | 20,812                                 |            |          |
| WISCONSIN ENERGY CORP        | 1,2,3,4                              | 10,000                                 |            |          |
| WYETH                        | 1,2,3,4                              | 657,428                                |            |          |
| WYETH                        | 1,2,3                                | 940,850                                |            |          |
| XILINX INC                   | 1,2,3                                | 200,000                                |            |          |
| AMDOCS LTD                   | 1,2,3,4                              | 144,705                                |            |          |
| ACCENTURE LTD BERMUDA        | 1,2,3                                | 6,081,500                              |            |          |



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|                            |         |           |
|----------------------------|---------|-----------|
| EVEREST RE GROUP LTD       | 1,2,3   | 300,000   |
| GARMIN LTD                 | 1,2,3   | 708,450   |
| GLOBALSANTAFE CORP         | 1,2,3,4 | 295,217   |
| INGERSOLL-RAND COMPANY LTD | 1,2,3   | 188,900   |
| NABORS INDUSTRIES LTD      | 1,2,3,4 | 139,960   |
| NABORS INDUSTRIES LTD      | 1,2,3   | 1,618,300 |
| ALCON INC                  | 1,2,3   | 1,578,025 |