

Edgar Filing: WADDELL & REED FINANCIAL INC - Form 13F-HR

WADDELL & REED FINANCIAL INC  
Form 13F-HR  
August 12, 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: June 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 August 9, 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 594  
 Form 13F Information Table Value Total \$17,351,415 (\$ 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.               |

| 06/30/2002                    |                |              |                   |                             |        |  |
|-------------------------------|----------------|--------------|-------------------|-----------------------------|--------|--|
| ITEM 1                        | ITEM 2         | ITEM 3       | ITEM 4            | ITEM 5                      |        |  |
| NAME OF ISSUE                 | TITLE OF CLASS | CUSIP NUMBER | FAIR MARKET VALUE | SHARES/<br>PRINCIPAL AMOUNT | SH/PRN |  |
| A D C TELECOMMUNICATIONS      | COM            | 000886101    | 23,864            | 10,443,550                  | SH     |  |
| AOL TIME WARNER INC           | COM            | 00184A105    | 7,629             | 518,646                     | SH     |  |
| AOL TIME WARNER INC           | COM            | 00184A105    | 46,108            | 3,134,470                   | SH     |  |
| ABBOTT LABS                   | COM            | 002824100    | 35,307            | 937,782                     | SH     |  |
| ABBOTT LABS                   | COM            | 002824100    | 31,954            | 848,725                     | SH     |  |
| ABERCROMBIE & FITCH CO        | CL A           | 002896207    | 16,750            | 694,450                     | SH     |  |
| ACTIVISION INC NEW            | COM NEW        | 004930202    | 20,339            | 700,000                     | SH     |  |
| ACXIOM CORP                   | COM            | 005125109    | 52,328            | 2,991,000                   | SH     |  |
| ADAPTEC INC                   | COM            | 00651F108    | 357               | 44,950                      | SH     |  |
| ADVANCED FIBRE COMMUNICATIONS | COM            | 00754A105    | 38,917            | 2,353,600                   | SH     |  |
| AFFYMETRIX INC                | COM            | 00826T108    | 49,944            | 2,077,124                   | SH     |  |
| AGERE SYS INC                 | COM            | 00845V100    | 1                 | 765                         | SH     |  |
| AGERE SYS INC                 | COM            | 00845V100    | 11,535            | 8,239,500                   | SH     |  |

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|                              |                |           |         |           |    |
|------------------------------|----------------|-----------|---------|-----------|----|
| AGERE SYS INC                | CL B           | 00845V209 | 29      | 19,335    | SH |
| AGILENT TECHNOLOGIES INC     | COM            | 00846U101 | 385     | 16,300    | SH |
| AGNICO EAGLE MINES LTD       | COM            | 008474108 | 3,635   | 249,500   | SH |
| AIR PRODS & CHEMS INC        | COM            | 009158106 | 2,241   | 44,395    | SH |
| AIR PRODS & CHEMS INC        | COM            | 009158106 | 144,069 | 2,854,550 | SH |
| ALBERTSONS INC               | COM            | 013104104 | 442     | 14,500    | SH |
| ALCOA INC                    | COM            | 013817101 | 541     | 16,330    | SH |
| ALCOA INC                    | COM            | 013817101 | 141,156 | 4,258,085 | SH |
| ALLEGHANY CORP DEL           | COM            | 017175100 | 210     | 1,100     | SH |
| ALLEGHENY ENERGY INC         | COM            | 017361106 | 15,705  | 609,890   | SH |
| ALLEGHENY ENERGY INC         | COM            | 017361106 | 9,597   | 372,700   | SH |
| ALLERGAN INC                 | COM            | 018490102 | 134     | 2,000     | SH |
| ALLERGAN INC                 | COM            | 018490102 | 13,807  | 206,850   | SH |
| ALLIANT TECHSYSTEMS INC      | COM            | 018804104 | 31,900  | 500,000   | SH |
| ALLIED CAP CORP NEW          | COM            | 01903Q108 | 70      | 3,069     | SH |
| ALLSTATE CORP                | COM            | 02002101  | 144     | 3,892     | SH |
| ALLTEL CORP                  | COM            | 020039103 | 13,088  | 278,465   | SH |
| ALLTEL CORP                  | COM            | 020039103 | 1,927   | 41,000    | SH |
| ALTERA CORP                  | COM            | 021441100 | 3       | 200       | SH |
| ALTERA CORP                  | COM            | 021441100 | 4,079   | 300,000   | SH |
| AMERADA HESS CORP            | COM            | 023551104 | 16,828  | 203,970   | SH |
| AMERADA HESS CORP            | COM            | 023551104 | 36,259  | 439,500   | SH |
| AMERICA MOVIL S A DE C V     | SPON ADR L SHS | 02364W105 | 145     | 10,850    | SH |
| AMERICAN AXLE & MFG HLDGS IN | COM            | 024061103 | 22,540  | 757,900   | SH |
| AMERICAN ELEC PWR INC        | COM            | 025537101 | 3,536   | 88,365    | SH |
| AMERICAN ELEC PWR INC        | COM            | 025537101 | 3,086   | 77,100    | SH |
| AMERICAN EXPRESS CO          | COM            | 025816109 | 19,810  | 545,423   | SH |
| AMERICAN EXPRESS CO          | COM            | 025816109 | 16,355  | 450,300   | SH |
| AMERICAN HEALTHWAYS INC      | COM            | 02649V104 | 32,253  | 1,812,500 | SH |
| AMERICAN INTL GROUP INC      | COM            | 026874107 | 26,613  | 390,045   | SH |

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VOTING AUTHORITY  
(SHARES)

| NAME OF ISSUE                 | (A) SOLE   | (B) SHARED | (C) NONE |
|-------------------------------|------------|------------|----------|
| A D C TELECOMMUNICATIONS      | 10,443,550 |            |          |
| AOL TIME WARNER INC           | 518,646    |            |          |
| AOL TIME WARNER INC           | 3,134,470  |            |          |
| ABBOTT LABS                   | 937,782    |            |          |
| ABBOTT LABS                   | 848,725    |            |          |
| ABERCROMBIE & FITCH CO        | 694,450    |            |          |
| ACTIVISION INC NEW            | 700,000    |            |          |
| ACXIOM CORP                   | 2,991,000  |            |          |
| ADAPTEC INC                   | 44,950     |            |          |
| ADVANCED FIBRE COMMUNICATIONS | 2,353,600  |            |          |
| AFFYMETRIX INC                | 2,077,124  |            |          |
| AGERE SYS INC                 | 765        |            |          |
| AGERE SYS INC                 | 8,239,500  |            |          |
| AGERE SYS INC                 | 19,335     |            |          |
| AGILENT TECHNOLOGIES INC      | 16,300     |            |          |
| AGNICO EAGLE MINES LTD        | 249,500    |            |          |
| AIR PRODS & CHEMS INC         | 44,395     |            |          |
| AIR PRODS & CHEMS INC         | 2,854,550  |            |          |
| ALBERTSONS INC                | 14,500     |            |          |
| ALCOA INC                     | 16,330     |            |          |
| ALCOA INC                     | 4,258,085  |            |          |
| ALLEGHANY CORP DEL            | 1,100      |            |          |
| ALLEGHENY ENERGY INC          | 609,890    |            |          |

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|                              |           |
|------------------------------|-----------|
| ALLEGHENY ENERGY INC         | 372,700   |
| ALLERGAN INC                 | 2,000     |
| ALLERGAN INC                 | 206,850   |
| ALLIANT TECHSYSTEMS INC      | 500,000   |
| ALLIED CAP CORP NEW          | 3,069     |
| ALLSTATE CORP                | 3,892     |
| ALLTEL CORP                  | 278,465   |
| ALLTEL CORP                  | 41,000    |
| ALTERA CORP                  | 200       |
| ALTERA CORP                  | 300,000   |
| AMERADA HESS CORP            | 203,970   |
| AMERADA HESS CORP            | 439,500   |
| AMERICA MOVIL S A DE C V     | 10,850    |
| AMERICAN AXLE & MFG HLDGS IN | 757,900   |
| AMERICAN ELEC PWR INC        | 88,365    |
| AMERICAN ELEC PWR INC        | 77,100    |
| AMERICAN EXPRESS CO          | 545,423   |
| AMERICAN EXPRESS CO          | 450,300   |
| AMERICAN HEALTHWAYS INC      | 1,812,500 |
| AMERICAN INTL GROUP INC      | 390,045   |

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| 06/30/2002                 |                |              |                   |                          |        |
|----------------------------|----------------|--------------|-------------------|--------------------------|--------|
| ITEM 1                     | ITEM 2         | ITEM 3       | ITEM 4            | ITEM 5                   |        |
| NAME OF ISSUE              | TITLE OF CLASS | CUSIP NUMBER | FAIR MARKET VALUE | SHARES/ PRINCIPAL AMOUNT | SH/PRN |
| AMERICAN INTL GROUP INC    | COM            | 026874107    | 135,936           | 1,992,317                | SH     |
| AMERICAN ITALIAN PASTA CO  | CL A           | 027070101    | 74,007            | 1,451,400                | SH     |
| AMERISOURCE BERGEN CORP    | COM            | 03073E105    | 7,600             | 100,000                  | SH     |
| AMGEN INC                  | COM            | 031162100    | 7,839             | 187,149                  | SH     |
| AMGEN INC                  | COM            | 031162100    | 35,745            | 853,400                  | SH     |
| AMSURG CORP                | COM            | 03232P405    | 43,616            | 1,670,161                | SH     |
| ANADARKO PETE CORP         | COM            | 032511107    | 11,774            | 238,817                  | SH     |
| ANADARKO PETE CORP         | COM            | 032511107    | 327,372           | 6,640,400                | SH     |
| ANALOG DEVICES INC         | COM            | 032654105    | 85,261            | 2,870,750                | SH     |
| ANDRX GROUP                | COM            | 034553107    | 3,237             | 120,000                  | SH     |
| ANHEUSER BUSCH COS INC     | COM            | 035229103    | 130               | 2,600                    | SH     |
| ANHEUSER BUSCH COS INC     | COM            | 035229103    | 129,458           | 2,589,150                | SH     |
| ANTHEM INC                 | COM            | 03674B104    | 71,940            | 1,066,100                | SH     |
| ANTEON INTL CORP           | COM            | 03674E108    | 24,125            | 954,300                  | SH     |
| APACHE CORP                | COM            | 037411105    | 44                | 770                      | SH     |
| APACHE CORP                | COM            | 037411105    | 101,661           | 1,768,635                | SH     |
| APPLE COMPUTER INC         | COM            | 037833100    | 24,786            | 1,399,150                | SH     |
| APRIA HEALTHCARE GROUP INC | COM            | 037933108    | 41,013            | 1,830,950                | SH     |
| APPLIED MATLS INC          | COM            | 038222105    | 71,543            | 3,747,650                | SH     |
| ARBITRON INC               | COM            | 03875Q108    | 12,862            | 412,250                  | SH     |
| ARCHSTONE SMITH TR         | COM            | 039583109    | 15,046            | 563,508                  | SH     |
| ARTHROCARE CORP            | COM            | 043136100    | 11,300            | 882,500                  | SH     |
| AUTOZONE INC               | COM            | 053332102    | 13,568            | 175,525                  | SH     |
| AVON PRODS INC             | COM            | 054303102    | 26,120            | 500,000                  | SH     |
| BJ SVCS CO                 | COM            | 055482103    | 7,623             | 225,000                  | SH     |
| BP AMOCO P L C             | SPONSORED ADR  | 055622104    | 2,168             | 42,940                   | SH     |
| BP AMOCO P L C             | SPONSORED ADR  | 055622104    | 32,566            | 645,000                  | SH     |
| BRE PROPERTIES INC         | CL A           | 05564E106    | 653               | 21,000                   | SH     |

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|                             |     |           |         |           |    |
|-----------------------------|-----|-----------|---------|-----------|----|
| BAKER HUGHES INC            | COM | 057224107 | 55      | 1,667     | SH |
| BAKER HUGHES INC            | COM | 057224107 | 270,411 | 8,122,900 | SH |
| BANK OF AMERICA CORPORATION | COM | 060505104 | 536     | 7,622     | SH |
| BANK OF AMERICA CORPORATION | COM | 060505104 | 83,070  | 1,180,648 | SH |
| BANK NEW YORK INC           | COM | 064057102 | 8,269   | 245,000   | SH |
| BARRICK GOLD CORP           | COM | 067901108 | 15,210  | 800,943   | SH |
| BAXTER INTL INC             | COM | 071813109 | 34,990  | 787,172   | SH |
| BAXTER INTL INC             | COM | 071813109 | 7,001   | 157,500   | SH |
| BEA SYS INC                 | COM | 073325102 | 6       | 650       | SH |
| BEA SYS INC                 | COM | 073325102 | 16,633  | 1,748,950 | SH |
| BECKMAN COULTER INC         | COM | 075811109 | 9,209   | 184,550   | SH |
| BECTON DICKINSON & CO       | COM | 075887109 | 269     | 7,800     | SH |
| BECTON DICKINSON & CO       | COM | 075887109 | 1,895   | 55,000    | SH |
| BELLSOUTH CORP              | COM | 079860102 | 721     | 22,888    | SH |
| BELLSOUTH CORP              | COM | 079860102 | 89,117  | 2,829,100 | SH |

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VOTING AUTHORITY  
(SHARES)

| NAME OF ISSUE               | (A) SOLE  | (B) SHARED | (C) NONE |
|-----------------------------|-----------|------------|----------|
| AMERICAN INTL GROUP INC     | 1,992,317 |            |          |
| AMERICAN ITALIAN PASTA CO   | 1,451,400 |            |          |
| AMERISOURCE BERGEN CORP     | 100,000   |            |          |
| AMGEN INC                   | 187,149   |            |          |
| AMGEN INC                   | 853,400   |            |          |
| AMSURG CORP                 | 1,670,161 |            |          |
| ANADARKO PETE CORP          | 238,817   |            |          |
| ANADARKO PETE CORP          | 6,640,400 |            |          |
| ANALOG DEVICES INC          | 2,870,750 |            |          |
| ANDRX GROUP                 | 120,000   |            |          |
| ANHEUSER BUSCH COS INC      | 2,600     |            |          |
| ANHEUSER BUSCH COS INC      | 2,589,150 |            |          |
| ANTHEM INC                  | 1,066,100 |            |          |
| ANTEON INTL CORP            | 954,300   |            |          |
| APACHE CORP                 | 770       |            |          |
| APACHE CORP                 | 1,768,635 |            |          |
| APPLE COMPUTER INC          | 1,399,150 |            |          |
| APRIA HEALTHCARE GROUP INC  | 1,830,950 |            |          |
| APPLIED MATLS INC           | 3,747,650 |            |          |
| ARBITRON INC                | 412,250   |            |          |
| ARCHSTONE SMITH TR          | 563,508   |            |          |
| ARTHROCARE CORP             | 882,500   |            |          |
| AUTOZONE INC                | 175,525   |            |          |
| AVON PRODS INC              | 500,000   |            |          |
| BJ SVCS CO                  | 225,000   |            |          |
| BP AMOCO P L C              | 42,940    |            |          |
| BP AMOCO P L C              | 645,000   |            |          |
| BRE PROPERTIES INC          | 21,000    |            |          |
| BAKER HUGHES INC            | 1,667     |            |          |
| BAKER HUGHES INC            | 8,122,900 |            |          |
| BANK OF AMERICA CORPORATION | 7,622     |            |          |
| BANK OF AMERICA CORPORATION | 1,180,648 |            |          |
| BANK NEW YORK INC           | 245,000   |            |          |
| BARRICK GOLD CORP           | 800,943   |            |          |
| BAXTER INTL INC             | 787,172   |            |          |
| BAXTER INTL INC             | 157,500   |            |          |
| BEA SYS INC                 | 650       |            |          |
| BEA SYS INC                 | 1,748,950 |            |          |

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|                       |           |
|-----------------------|-----------|
| BECKMAN COULTER INC   | 184,550   |
| BECTON DICKINSON & CO | 7,800     |
| BECTON DICKINSON & CO | 55,000    |
| BELLSOUTH CORP        | 22,888    |
| BELLSOUTH CORP        | 2,829,100 |

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| 06/30/2002                     |                |              |                   |                          |        |
|--------------------------------|----------------|--------------|-------------------|--------------------------|--------|
| ITEM 1                         | ITEM 2         | ITEM 3       | ITEM 4            | ITEM 5                   |        |
| NAME OF ISSUE                  | TITLE OF CLASS | CUSIP NUMBER | FAIR MARKET VALUE | SHARES/ PRINCIPAL AMOUNT | SH/PRN |
| BERKSHIRE HATHAWAY INC DEL     | CL B           | 084670207    | 42,319            | 18,943                   | SH     |
| BERKSHIRE HATHAWAY INC DEL     | CL B           | 084670207    | 18,766            | 8,400                    | SH     |
| BIOGEN INC                     | COM            | 090597105    | 1,555             | 37,535                   | SH     |
| BIOGEN INC                     | COM            | 090597105    | 68,054            | 1,642,825                | SH     |
| BIOMET INC                     | COM            | 090613100    | 39,732            | 1,465,325                | SH     |
| BLOCKBUSTER INC                | COM            | 093679108    | 56,834            | 2,112,800                | SH     |
| BOISE CASCADE CORP             | COM            | 097383103    | 1,547             | 44,800                   | SH     |
| BOISE CASCADE CORP             | COM            | 097383103    | 3,453             | 100,000                  | SH     |
| BORDERS GROUP INC              | COM            | 099709107    | 8,004             | 435,000                  | SH     |
| BRINKER INTL INC               | COM            | 109641100    | 15,875            | 500,000                  | SH     |
| BRISTOL MYERS SQUIBB CO        | COM            | 110122108    | 27,453            | 1,068,217                | SH     |
| BRISTOL MYERS SQUIBB CO        | COM            | 110122108    | 9,735             | 378,800                  | SH     |
| BROADCOM CORP                  | CL A           | 111320107    | 3,796             | 216,500                  | SH     |
| BROCADE COMMUNICATIONS SYS INC | COM            | 111621108    | 18,028            | 1,031,350                | SH     |
| BROWN TOM INC                  | COM NEW        | 115660201    | 9,575             | 337,725                  | SH     |
| BROWN TOM INC                  | COM NEW        | 115660201    | 10,704            | 377,550                  | SH     |
| BURLINGTON NORTHN SANTA FE CP  | COM            | 12189T104    | 63                | 2,100                    | SH     |
| BURLINGTON NORTHN SANTA FE CP  | COM            | 12189T104    | 21,000            | 700,000                  | SH     |
| BURLINGTON RES INC             | COM            | 122014103    | 13,081            | 344,230                  | SH     |
| BURLINGTON RES INC             | COM            | 122014103    | 279,549           | 7,356,557                | SH     |
| C H ROBINSON WORLDWIDE INC     | COM            | 12541W100    | 7,457             | 221,850                  | SH     |
| CLECO CORP NEW                 | COM            | 12561W105    | 215               | 9,816                    | SH     |
| CNA FINL CORP                  | COM            | 126117100    | 21,200            | 800,000                  | SH     |
| CARNIVAL CORP                  | COM            | 143658102    | 28,527            | 1,030,245                | SH     |
| CARRAMERICA RLTY CORP          | COM            | 144418100    | 202               | 6,533                    | SH     |
| CATALINA MARKETING CORP        | COM            | 148867104    | 42,434            | 1,503,700                | SH     |
| CATERPILLAR INC DEL            | COM            | 149123101    | 47                | 950                      | SH     |
| CATERPILLAR INC DEL            | COM            | 149123101    | 75,660            | 1,545,650                | SH     |
| CELL THERAPEUTICS INC          | COM            | 150934107    | 3,076             | 563,900                  | SH     |
| CELESTICA INC                  | SUB VTG SHS    | 15101Q108    | 6,813             | 300,000                  | SH     |
| CENDANT CORP                   | COM            | 151313103    | 3,023             | 190,340                  | SH     |
| CENTILLIUM COMMUNICATIONS INC  | COM            | 152319109    | 426               | 48,900                   | SH     |
| CENTURYTEL INC                 | COM            | 156700106    | 11,585            | 392,700                  | SH     |
| CEPHALON INC                   | COM            | 156708109    | 10,960            | 242,400                  | SH     |
| CERNER CORP                    | COM            | 156782104    | 43,018            | 899,300                  | SH     |
| CHARTER ONE FINL INC           | COM            | 160903100    | 37,715            | 1,097,000                | SH     |
| CHARTER COMMUNICATIONS INC DEL | CL A           | 16117M107    | 74                | 18,000                   | SH     |
| CHECKFREE CORP NEW             | COM            | 162813109    | 48,875            | 3,128,011                | SH     |
| CHEVRONTEXACO CORP             | COM            | 166764100    | 7,623             | 86,131                   | SH     |
| CHOLESTECH CORP                | COM            | 170393102    | 9,278             | 879,000                  | SH     |
| CHUBB CORP                     | COM            | 171232101    | 20,683            | 292,128                  | SH     |
| CHUBB CORP                     | COM            | 171232101    | 182,207           | 2,573,550                | SH     |
| CINERGY CORP                   | COM            | 172474108    | 2,480             | 68,900                   | SH     |

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VOTING AUTHORITY  
(SHARES)

| NAME OF ISSUE                  | (A) SOLE  | (B) SHARED | (C) NONE |
|--------------------------------|-----------|------------|----------|
| BERKSHIRE HATHAWAY INC DEL     | 18,943    |            |          |
| BERKSHIRE HATHAWAY INC DEL     | 8,400     |            |          |
| BIOGEN INC                     | 37,535    |            |          |
| BIOGEN INC                     | 1,642,825 |            |          |
| BIOMET INC                     | 1,465,325 |            |          |
| BLOCKBUSTER INC                | 2,112,800 |            |          |
| BOISE CASCADE CORP             | 44,800    |            |          |
| BOISE CASCADE CORP             | 100,000   |            |          |
| BORDERS GROUP INC              | 435,000   |            |          |
| BRINKER INTL INC               | 500,000   |            |          |
| BRISTOL MYERS SQUIBB CO        | 1,068,217 |            |          |
| BRISTOL MYERS SQUIBB CO        | 378,800   |            |          |
| BROADCOM CORP                  | 216,500   |            |          |
| BROCADE COMMUNICATIONS SYS INC | 1,031,350 |            |          |
| BROWN TOM INC                  | 337,725   |            |          |
| BROWN TOM INC                  | 377,550   |            |          |
| BURLINGTON NORTHN SANTA FE CP  | 2,100     |            |          |
| BURLINGTON NORTHN SANTA FE CP  | 700,000   |            |          |
| BURLINGTON RES INC             | 344,230   |            |          |
| BURLINGTON RES INC             | 7,356,557 |            |          |
| C H ROBINSON WORLDWIDE INC     | 221,850   |            |          |
| CLECO CORP NEW                 | 9,816     |            |          |
| CNA FINL CORP                  | 800,000   |            |          |
| CARNIVAL CORP                  | 1,030,245 |            |          |
| CARRAMERICA RLTY CORP          | 6,533     |            |          |
| CATALINA MARKETING CORP        | 1,503,700 |            |          |
| CATERPILLAR INC DEL            | 950       |            |          |
| CATERPILLAR INC DEL            | 1,545,650 |            |          |
| CELL THERAPEUTICS INC          | 563,900   |            |          |
| CELESTICA INC                  | 300,000   |            |          |
| CENDANT CORP                   | 190,340   |            |          |
| CENTILLIUM COMMUNICATIONS INC  | 48,900    |            |          |
| CENTURYTEL INC                 | 392,700   |            |          |
| CEPHALON INC                   | 242,400   |            |          |
| CERNER CORP                    | 899,300   |            |          |
| CHARTER ONE FINL INC           | 1,097,000 |            |          |
| CHARTER COMMUNICATIONS INC DEL | 18,000    |            |          |
| CHECKFREE CORP NEW             | 3,128,011 |            |          |
| CHEVRONTEXACO CORP             | 86,131    |            |          |
| CHOLESTECH CORP                | 879,000   |            |          |
| CHUBB CORP                     | 292,128   |            |          |
| CHUBB CORP                     | 2,573,550 |            |          |
| CINERGY CORP                   | 68,900    |            |          |

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| NAME OF ISSUE                | TITLE OF CLASS   | CUSIP NUMBER | FAIR MARKET VALUE | SHARES/ PRINCIPAL AMOUNT | SH/PRN |
|------------------------------|------------------|--------------|-------------------|--------------------------|--------|
| CINERGY CORP                 | COM              | 172474108    | 1,843             | 51,200                   | SH     |
| CISCO SYS INC                | COM              | 17275R102    | 13,738            | 985,155                  | SH     |
| CISCO SYS INC                | COM              | 17275R102    | 104,863           | 7,519,735                | SH     |
| CITIGROUP INC                | COM              | 172967101    | 6,315             | 162,976                  | SH     |
| CITIGROUP INC                | COM              | 172967101    | 69,883            | 1,803,438                | SH     |
| CITIZENS COMMUNICATIONS CO   | COM              | 17453B101    | 17,449            | 2,087,250                | SH     |
| CITRIX SYS INC               | COM              | 177376100    | 9,408             | 1,562,800                | SH     |
| CLEAR CHANNEL COMMUNICATIONS | COM              | 184502102    | 2,318             | 72,378                   | SH     |
| CLEAR CHANNEL COMMUNICATIONS | COM              | 184502102    | 18,905            | 590,400                  | SH     |
| CLEAR CHANNEL COMMUNICATIONS | NOTE 2.625% 4/0  | 184502AB8    | 567               | 600,000                  | PRN    |
| COCA COLA CO                 | COM              | 191216100    | 3,941             | 70,370                   | SH     |
| COCA COLA CO                 | COM              | 191216100    | 30,027            | 536,200                  | SH     |
| COLGATE PALMOLIVE CO         | COM              | 194162103    | 48                | 952                      | SH     |
| COLGATE PALMOLIVE CO         | COM              | 194162103    | 280               | 5,600                    | SH     |
| COLUMBIA LABS INC            | COM              | 197779101    | 540               | 90,000                   | SH     |
| COMCAST CORP                 | ZONES CV2% PCS   | 200300507    | 759               | 2,750,000                | PRN    |
| COMMERCE BANCORP INC NJ      | COM              | 200519106    | 230               | 5,200                    | SH     |
| COMMONWEALTH TEL ENTERPRISES | COM              | 203349105    | 27,633            | 686,800                  | SH     |
| CONAGRA FOODS INC            | COM              | 205887102    | 47,657            | 1,723,575                | SH     |
| CONAGRA FOODS INC            | COM              | 205887102    | 17,873            | 646,400                  | SH     |
| CONCORD EFS INC              | COM              | 206197105    | 141,851           | 4,707,200                | SH     |
| CONCURRENT COMPUTER CORP NEW | COM              | 206710204    | 96                | 20,700                   | SH     |
| CONOCO INC                   | COM              | 208251504    | 38                | 1,351                    | SH     |
| CONOCO INC                   | COM              | 208251504    | 97,300            | 3,500,000                | SH     |
| CONSOL ENERGY INC            | COM              | 20854P109    | 1,522             | 71,600                   | SH     |
| CONVERGYS CORP               | COM              | 212485106    | 21,928            | 1,125,650                | SH     |
| COOPER CAMERON CORP          | COM              | 216640102    | 6,432             | 132,835                  | SH     |
| COOPER CAMERON CORP          | COM              | 216640102    | 118,795           | 2,453,425                | SH     |
| CORNING INC                  | COM              | 219350105    | 3,765             | 1,060,600                | SH     |
| CORNING INC                  | DBCV 11/0        | 219350AJ4    | 1,000             | 2,000,000                | PRN    |
| CORPORATE EXECUTIVE BRD CO   | COM              | 21988R102    | 40,541            | 1,183,850                | SH     |
| COSTCO WHSL CORP NEW         | COM              | 22160K105    | 38                | 980                      | SH     |
| COSTCO WHSL CORP NEW         | COM              | 22160K105    | 38,615            | 1,000,000                | SH     |
| COX COMMUNICATIONS INC NEW   | CL A             | 224044107    | 24,770            | 899,083                  | SH     |
| COX COMMUNICATIONS INC NEW   | CL A             | 224044107    | 222,462           | 8,074,860                | SH     |
| COX RADIO INC                | CL A             | 224051102    | 18,169            | 753,900                  | SH     |
| CREDENCE SYS CORP            | COM              | 225302108    | 552               | 31,050                   | SH     |
| CREE INC                     | COM              | 225447101    | 27,120            | 2,056,900                | SH     |
| CUBIST PHARMACEUTICALS INC   | COM              | 229678107    | 5,074             | 539,450                  | SH     |
| CULLEN FROST BANKERS INC     | COM              | 229899109    | 1,983             | 55,156                   | SH     |
| CYPRESS SEMICONDUCTOR CORP   | SB NT CV 3.75%05 | 232806AF6    | 5,115             | 6,000,000                | PRN    |
| DANA CORP                    | COM              | 235811106    | 11,118            | 600,000                  | SH     |
| DANAHER CORP DEL             | COM              | 235851102    | 9,044             | 136,300                  | SH     |

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VOTING AUTHORITY  
(SHARES)

| NAME OF ISSUE              | (A) SOLE  | (B) SHARED | (C) NONE |
|----------------------------|-----------|------------|----------|
| CINERGY CORP               | 51,200    |            |          |
| CISCO SYS INC              | 985,155   |            |          |
| CISCO SYS INC              | 7,519,735 |            |          |
| CITIGROUP INC              | 162,976   |            |          |
| CITIGROUP INC              | 1,803,438 |            |          |
| CITIZENS COMMUNICATIONS CO | 2,087,250 |            |          |



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|                              |           |
|------------------------------|-----------|
| CITRIX SYS INC               | 1,562,800 |
| CLEAR CHANNEL COMMUNICATIONS | 72,378    |
| CLEAR CHANNEL COMMUNICATIONS | 590,400   |
| CLEAR CHANNEL COMMUNICATIONS | 600,000   |
| COCA COLA CO                 | 70,370    |
| COCA COLA CO                 | 536,200   |
| COLGATE PALMOLIVE CO         | 952       |
| COLGATE PALMOLIVE CO         | 5,600     |
| COLUMBIA LABS INC            | 90,000    |
| COMCAST CORP                 | 2,750,000 |
| COMMERCE BANCORP INC NJ      | 5,200     |
| COMMONWEALTH TEL ENTERPRISES | 686,800   |
| CONAGRA FOODS INC            | 1,723,575 |
| CONAGRA FOODS INC            | 646,400   |
| CONCORD EFS INC              | 4,707,200 |
| CONCURRENT COMPUTER CORP NEW | 20,700    |
| CONOCO INC                   | 1,351     |
| CONOCO INC                   | 3,500,000 |
| CONSOL ENERGY INC            | 71,600    |
| CONVERGYS CORP               | 1,125,650 |
| COOPER CAMERON CORP          | 132,835   |
| COOPER CAMERON CORP          | 2,453,425 |
| CORNING INC                  | 1,060,600 |
| CORNING INC                  | 2,000,000 |
| CORPORATE EXECUTIVE BRD CO   | 1,183,850 |
| COSTCO WHSL CORP NEW         | 980       |
| COSTCO WHSL CORP NEW         | 1,000,000 |
| COX COMMUNICATIONS INC NEW   | 899,083   |
| COX COMMUNICATIONS INC NEW   | 8,074,860 |
| COX RADIO INC                | 753,900   |
| CREDENCE SYS CORP            | 31,050    |
| CREE INC                     | 2,056,900 |
| CUBIST PHARMACEUTICALS INC   | 539,450   |
| CULLEN FROST BANKERS INC     | 55,156    |
| CYPRESS SEMICONDUCTOR CORP   | 6,000,000 |
| DANA CORP                    | 600,000   |
| DANAHER CORP DEL             | 136,300   |

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|------------------------|----------------|--------------|-------------------|--------------------------|--------|
| ITEM 1                 | ITEM 2         | ITEM 3       | ITEM 4            | ITEM 5                   |        |
| NAME OF ISSUE          | TITLE OF CLASS | CUSIP NUMBER | FAIR MARKET VALUE | SHARES/ PRINCIPAL AMOUNT | SH/PRN |
| DARDEN RESTAURANTS INC | COM            | 237194105    | 17,290            | 700,000                  | SH     |
| DEAN FOODS CO NEW      | COM            | 242370104    | 399               | 10,706                   | SH     |
| DEAN FOODS CO NEW      | COM            | 242370104    | 4,849             | 130,000                  | SH     |
| DEERE & CO             | COM            | 244199105    | 867               | 18,100                   | SH     |
| DEERE & CO             | COM            | 244199105    | 130,149           | 2,717,100                | SH     |
| DELL COMPUTER CORP     | COM            | 247025109    | 90                | 3,425                    | SH     |
| DELL COMPUTER CORP     | COM            | 247025109    | 71,039            | 2,715,050                | SH     |
| DELTIC TIMBER CORP     | COM            | 247850100    | 151               | 4,371                    | SH     |
| DENDRITE INTL INC      | COM            | 248239105    | 37,211            | 3,832,200                | SH     |
| DEVON ENERGY CORP NEW  | COM            | 25179M103    | 802               | 16,284                   | SH     |
| DEVON ENERGY CORP NEW  | COM            | 25179M103    | 22,176            | 450,000                  | SH     |

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|                                |                |           |         |           |    |
|--------------------------------|----------------|-----------|---------|-----------|----|
| DIGITAL INSIGHT CORP           | COM            | 25385P106 | 58,171  | 3,535,150 | SH |
| DISNEY WALT CO                 | COM DISNEY     | 254687106 | 360     | 19,056    | SH |
| DISNEY WALT CO                 | COM DISNEY     | 254687106 | 82,945  | 4,388,650 | SH |
| DOMINION RES INC VA NEW        | COM            | 25746U109 | 8       | 121       | SH |
| DOMINION RES INC VA NEW        | COM            | 25746U109 | 201,698 | 3,046,800 | SH |
| DOW CHEM CO                    | COM            | 260543103 | 124     | 3,600     | SH |
| DOW CHEM CO                    | COM            | 260543103 | 5,157   | 150,000   | SH |
| DU PONT E I DE NEMOURS & CO    | COM            | 263534109 | 5,580   | 125,675   | SH |
| DU PONT E I DE NEMOURS & CO    | COM            | 263534109 | 77,911  | 1,754,750 | SH |
| DUKE ENERGY CORP               | COM            | 264399106 | 42      | 1,335     | SH |
| DUKE ENERGY CORP               | COM            | 264399106 | 110,220 | 3,544,050 | SH |
| DUN & BRADSTREET CORP DEL NEW  | COM            | 26483E100 | 169     | 5,112     | SH |
| DUN & BRADSTREET CORP DEL NEW  | COM            | 26483E100 | 3,371   | 102,000   | SH |
| E M C CORP MASS                | COM            | 268648102 | 31,486  | 4,170,280 | SH |
| ENI S P A                      | SPONSORED ADR  | 26874R108 | 696     | 8,700     | SH |
| EPIQ SYS INC                   | COM            | 26882D109 | 13,353  | 784,750   | SH |
| EATON CORP                     | COM            | 278058102 | 3,965   | 54,500    | SH |
| EBAY INC                       | COM            | 278642103 | 50,341  | 816,900   | SH |
| EDISON SCHOOLS INC             | CL A           | 281033100 | 3,892   | 3,872,725 | SH |
| EL PASO CORP                   | COM            | 28336L109 | 71      | 3,462     | SH |
| EL PASO CORP                   | COM            | 28336L109 | 104,755 | 5,082,740 | SH |
| EMERSON ELEC CO                | COM            | 291011104 | 840     | 15,700    | SH |
| ENCANA CORP                    | COM            | 292505104 | 8,415   | 275,000   | SH |
| ENGELHARD CORP                 | COM            | 292845104 | 12,744  | 450,000   | SH |
| EQUITY OFFICE PROPERTIES TRUST | COM            | 294741103 | 120     | 3,975     | SH |
| EQUITY OFFICE PROPERTIES TRUST | COM            | 294741103 | 1,264   | 42,000    | SH |
| ERICSSON L M TEL CO            | ADR CL B SEK10 | 294821400 | 110     | 76,200    | SH |
| ERICSSON L M TEL CO            | ADR CL B SEK10 | 294821400 | 5,418   | 3,749,800 | SH |
| ESPEED INC                     | CL A           | 296643109 | 538     | 49,400    | SH |
| EURONET WORLDWIDE INC          | COM            | 298736109 | 30,368  | 1,899,800 | SH |
| EVERGREEN RES INC              | COM NO PAR     | 299900308 | 4,650   | 109,400   | SH |
| EXELON CORP                    | COM            | 30161N101 | 6,368   | 121,750   | SH |

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| NAME OF ISSUE               | VOTING AUTHORITY<br>(SHARES) |            |          |
|-----------------------------|------------------------------|------------|----------|
|                             | (A) SOLE                     | (B) SHARED | (C) NONE |
| DARDEN RESTAURANTS INC      | 700,000                      |            |          |
| DEAN FOODS CO NEW           | 10,706                       |            |          |
| DEAN FOODS CO NEW           | 130,000                      |            |          |
| DEERE & CO                  | 18,100                       |            |          |
| DEERE & CO                  | 2,717,100                    |            |          |
| DELL COMPUTER CORP          | 3,425                        |            |          |
| DELL COMPUTER CORP          | 2,715,050                    |            |          |
| DELTIC TIMBER CORP          | 4,371                        |            |          |
| DENDRITE INTL INC           | 3,832,200                    |            |          |
| DEVON ENERGY CORP NEW       | 16,284                       |            |          |
| DEVON ENERGY CORP NEW       | 450,000                      |            |          |
| DIGITAL INSIGHT CORP        | 3,535,150                    |            |          |
| DISNEY WALT CO              | 19,056                       |            |          |
| DISNEY WALT CO              | 4,388,650                    |            |          |
| DOMINION RES INC VA NEW     | 121                          |            |          |
| DOMINION RES INC VA NEW     | 3,046,800                    |            |          |
| DOW CHEM CO                 | 3,600                        |            |          |
| DOW CHEM CO                 | 150,000                      |            |          |
| DU PONT E I DE NEMOURS & CO | 125,675                      |            |          |
| DU PONT E I DE NEMOURS & CO | 1,754,750                    |            |          |
| DUKE ENERGY CORP            | 1,335                        |            |          |

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|                                |           |
|--------------------------------|-----------|
| DUKE ENERGY CORP               | 3,544,050 |
| DUN & BRADSTREET CORP DEL NEW  | 5,112     |
| DUN & BRADSTREET CORP DEL NEW  | 102,000   |
| E M C CORP MASS                | 4,170,280 |
| ENI S P A                      | 8,700     |
| EPIQ SYS INC                   | 784,750   |
| EATON CORP                     | 54,500    |
| EBAY INC                       | 816,900   |
| EDISON SCHOOLS INC             | 3,872,725 |
| EL PASO CORP                   | 3,462     |
| EL PASO CORP                   | 5,082,740 |
| EMERSON ELEC CO                | 15,700    |
| ENCANA CORP                    | 275,000   |
| ENGELHARD CORP                 | 450,000   |
| EQUITY OFFICE PROPERTIES TRUST | 3,975     |
| EQUITY OFFICE PROPERTIES TRUST | 42,000    |
| ERICSSON L M TEL CO            | 76,200    |
| ERICSSON L M TEL CO            | 3,749,800 |
| ESPEED INC                     | 49,400    |
| EURONET WORLDWIDE INC          | 1,899,800 |
| EVERGREEN RES INC              | 109,400   |
| EXELON CORP                    | 121,750   |

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| ITEM 1                        | ITEM 2         | ITEM 3       | ITEM 4            | ITEM 5                   |        |
|-------------------------------|----------------|--------------|-------------------|--------------------------|--------|
| NAME OF ISSUE                 | TITLE OF CLASS | CUSIP NUMBER | FAIR MARKET VALUE | SHARES/ PRINCIPAL AMOUNT | SH/PRN |
| EXELON CORP                   | COM            | 30161N101    | 10,569            | 202,075                  | SH     |
| EXPRESS SCRIPTS INC           | COM            | 302182100    | 19,418            | 387,500                  | SH     |
| EXXON MOBIL CORP              | COM            | 30231G102    | 34,222            | 836,311                  | SH     |
| EXXON MOBIL CORP              | COM            | 30231G102    | 296,673           | 7,250,062                | SH     |
| FACTSET RESH SYS INC          | COM            | 303075105    | 41,752            | 1,402,500                | SH     |
| FASTENAL CO                   | COM            | 311900104    | 25,604            | 662,800                  | SH     |
| FEDERAL HOME LN MTG CORP      | COM            | 313400301    | 509               | 8,323                    | SH     |
| FEDERAL HOME LN MTG CORP      | COM            | 313400301    | 140,602           | 2,297,421                | SH     |
| FEDERAL NATL MTG ASSN         | COM            | 313586109    | 28,348            | 384,377                  | SH     |
| FEDERAL NATL MTG ASSN         | COM            | 313586109    | 157,346           | 2,133,503                | SH     |
| FEDERAL SIGNAL CORP           | COM            | 313855108    | 10,169            | 423,700                  | SH     |
| FEDERATED DEPT STORES INC DEL | COM            | 31410H101    | 23,967            | 603,700                  | SH     |
| FINANCIAL FED CORP            | COM            | 317492106    | 63,674            | 1,923,700                | SH     |
| FIRST DATA CORP               | COM            | 319963104    | 34,364            | 923,755                  | SH     |
| FIRST DATA CORP               | COM            | 319963104    | 82,272            | 2,211,600                | SH     |
| FIRST HORIZON PHARMACEUTICAL  | COM            | 32051K106    | 490               | 23,800                   | SH     |
| FIRSTENERGY CORP              | COM            | 337932107    | 9,016             | 270,110                  | SH     |
| FIRSTENERGY CORP              | COM            | 337932107    | 4,263             | 127,700                  | SH     |
| FLUOR CORP NEW                | COM            | 343412102    | 27,265            | 700,000                  | SH     |
| FOREST LABS INC               | CL A           | 345838106    | 421,377           | 5,951,650                | SH     |
| FORTUNE BRANDS INC            | COM            | 349631101    | 560               | 10,000                   | SH     |
| FOUR SEASONS HOTEL INC        | LTD VTG SH     | 35100E104    | 2,017             | 43,000                   | SH     |
| FOX ENTMT GROUP INC           | CL A           | 35138T107    | 5,651             | 259,800                  | SH     |
| GALLAGHER ARTHUR J & CO       | COM            | 363576109    | 34,650            | 1,000,000                | SH     |
| GAP INC DEL                   | COM            | 364760108    | 6,202             | 436,750                  | SH     |
| GENE LOGIC INC                | COM            | 368689105    | 46,289            | 3,308,700                | SH     |

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|                          |               |           |         |           |    |
|--------------------------|---------------|-----------|---------|-----------|----|
| GENERAL DYNAMICS CORP    | COM           | 369550108 | 7       | 67        | SH |
| GENERAL DYNAMICS CORP    | COM           | 369550108 | 5,785   | 54,400    | SH |
| GENERAL ELEC CO          | COM           | 369604103 | 27,453  | 945,016   | SH |
| GENERAL ELEC CO          | COM           | 369604103 | 3,788   | 130,400   | SH |
| GENERAL GROWTH PPTYS INC | COM           | 370021107 | 215     | 4,214     | SH |
| GENERAL MLS INC          | COM           | 370334104 | 819     | 18,586    | SH |
| GENTEX CORP              | COM           | 371901109 | 80,376  | 2,926,499 | SH |
| GENZYME CORP             | COM GENL DIV  | 372917104 | 25,839  | 1,343,325 | SH |
| GETTY IMAGES INC         | COM           | 374276103 | 95,013  | 4,371,450 | SH |
| GILLETTE CO              | COM           | 375766102 | 1,314   | 38,804    | SH |
| GILLETTE CO              | COM           | 375766102 | 48,920  | 1,444,350 | SH |
| GLAMIS GOLD LTD          | COM           | 376775102 | 3,790   | 431,175   | SH |
| GLAXO WELLCOME PLC       | SPONSORED ADR | 37733W105 | 955     | 17,818    | SH |
| GLOBAL INDS LTD          | COM           | 379336100 | 13,694  | 1,957,700 | SH |
| GOLDMAN SACHS GROUP INC  | COM           | 38141G104 | 147     | 2,000     | SH |
| GOLDMAN SACHS GROUP INC  | COM           | 38141G104 | 293,587 | 4,002,550 | SH |
| GYMBOREE CORP            | COM           | 403777105 | 12,259  | 765,000   | SH |

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VOTING AUTHORITY

(SHARES)

NAME OF ISSUE (A) SOLE (B) SHARED (C) NONE

|                               |           |
|-------------------------------|-----------|
| EXELON CORP                   | 202,075   |
| EXPRESS SCRIPTS INC           | 387,500   |
| EXXON MOBIL CORP              | 836,311   |
| EXXON MOBIL CORP              | 7,250,062 |
| FACTSET RESH SYS INC          | 1,402,500 |
| FASTENAL CO                   | 662,800   |
| FEDERAL HOME LN MTG CORP      | 8,323     |
| FEDERAL HOME LN MTG CORP      | 2,297,421 |
| FEDERAL NATL MTG ASSN         | 384,377   |
| FEDERAL NATL MTG ASSN         | 2,133,503 |
| FEDERAL SIGNAL CORP           | 423,700   |
| FEDERATED DEPT STORES INC DEL | 603,700   |
| FINANCIAL FED CORP            | 1,923,700 |
| FIRST DATA CORP               | 923,755   |
| FIRST DATA CORP               | 2,211,600 |
| FIRST HORIZON PHARMACEUTICAL  | 23,800    |
| FIRSTENERGY CORP              | 270,110   |
| FIRSTENERGY CORP              | 127,700   |
| FLUOR CORP NEW                | 700,000   |
| FOREST LABS INC               | 5,951,650 |
| FORTUNE BRANDS INC            | 10,000    |
| FOUR SEASONS HOTEL INC        | 43,000    |
| FOX ENTMT GROUP INC           | 259,800   |
| GALLAGHER ARTHUR J & CO       | 1,000,000 |
| GAP INC DEL                   | 436,750   |
| GENE LOGIC INC                | 3,308,700 |
| GENERAL DYNAMICS CORP         | 67        |
| GENERAL DYNAMICS CORP         | 54,400    |
| GENERAL ELEC CO               | 945,016   |
| GENERAL ELEC CO               | 130,400   |
| GENERAL GROWTH PPTYS INC      | 4,214     |
| GENERAL MLS INC               | 18,586    |
| GENTEX CORP                   | 2,926,499 |
| GENZYME CORP                  | 1,343,325 |
| GETTY IMAGES INC              | 4,371,450 |
| GILLETTE CO                   | 38,804    |

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|                         |           |
|-------------------------|-----------|
| GILLETTE CO             | 1,444,350 |
| GLAMIS GOLD LTD         | 431,175   |
| GLAXO WELLCOME PLC      | 17,818    |
| GLOBAL INDS LTD         | 1,957,700 |
| GOLDMAN SACHS GROUP INC | 2,000     |
| GOLDMAN SACHS GROUP INC | 4,002,550 |
| GYMBOREE CORP           | 765,000   |

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| 06/30/2002                    |                |              |                   |                          |        |
|-------------------------------|----------------|--------------|-------------------|--------------------------|--------|
| ITEM 1                        | ITEM 2         | ITEM 3       | ITEM 4            | ITEM 5                   |        |
| NAME OF ISSUE                 | TITLE OF CLASS | CUSIP NUMBER | FAIR MARKET VALUE | SHARES/ PRINCIPAL AMOUNT | SH/PRN |
| HCA-HEALTHCARE CO             | COM            | 404119109    | 12,801            | 269,500                  | SH     |
| HARLEY DAVIDSON INC           | COM            | 412822108    | 59,873            | 1,167,800                | SH     |
| HARMAN INTL INDS INC          | COM            | 413086109    | 300               | 6,100                    | SH     |
| HARTFOLD FINL SVCS GROUP INC  | COM            | 416515104    | 149               | 2,500                    | SH     |
| HARTFOLD FINL SVCS GROUP INC  | COM            | 416515104    | 60,062            | 1,009,950                | SH     |
| HEALTH MGMT ASSOC INC NEW     | CL A           | 421933102    | 103,819           | 5,152,300                | SH     |
| HEWLETT PACKARD CO            | COM            | 428236103    | 460               | 30,097                   | SH     |
| HEWLETT PACKARD CO            | COM            | 428236103    | 7,679             | 502,550                  | SH     |
| HISPANIC BROADCASTING CORP    | CL A           | 43357B104    | 256               | 9,800                    | SH     |
| HOME DEPOT INC                | COM            | 437076102    | 3,611             | 98,310                   | SH     |
| HOME DEPOT INC                | COM            | 437076102    | 59,152            | 1,610,464                | SH     |
| HONEYWELL INTL INC            | COM            | 438516106    | 12,287            | 348,773                  | SH     |
| HONEYWELL INTL INC            | COM            | 438516106    | 2,667             | 75,700                   | SH     |
| HOUSEHOLD INTL INC            | COM            | 441815107    | 60                | 1,200                    | SH     |
| HUNT J B TRANS SVCS INC       | COM            | 445658107    | 12,742            | 431,775                  | SH     |
| IDEC PHARMACEUTICALS CORP     | COM            | 449370105    | 521               | 14,700                   | SH     |
| IMC GLOBAL INC                | COM            | 449669100    | 20,375            | 1,630,000                | SH     |
| ITT EDUCATIONAL SERVICES INC  | COM            | 45068B109    | 52,130            | 2,391,300                | SH     |
| IDEX CORP                     | COM            | 45167R104    | 11,983            | 357,700                  | SH     |
| IDEXX LABS INC                | COM            | 45168D104    | 13,477            | 521,850                  | SH     |
| ILEX ONCOLOGY INC             | COM            | 451923106    | 406               | 28,850                   | SH     |
| IMPATH INC                    | COM            | 45255G101    | 32,279            | 1,793,800                | SH     |
| INCYTE PHARMACEUTICALS INC    | COM            | 45337C102    | 13,859            | 1,905,000                | SH     |
| INTTEGRATED DEVICE TECHNOLOGY | COM            | 458118106    | 9,510             | 525,000                  | SH     |
| INTEL CORP                    | COM            | 458140100    | 740               | 40,486                   | SH     |
| INTEL CORP                    | COM            | 458140100    | 54,354            | 2,974,200                | SH     |
| INTERCEPT INC                 | COM            | 45845L107    | 435               | 21,200                   | SH     |
| INTERMAGNETICS GEN CORP       | COM            | 458771102    | 19,210            | 951,208                  | SH     |
| INTERNATIONAL GAME TECHNOLOGY | COM            | 459902102    | 4,253             | 75,000                   | SH     |
| INTL PAPER CO                 | COM            | 460146103    | 7,561             | 173,493                  | SH     |
| INTERPUBLIC GROUP COS INC     | COM            | 460690100    | 18,376            | 742,150                  | SH     |
| INTERSIL CORP                 | CL A           | 46069S109    | 17,169            | 803,250                  | SH     |
| IVAX CORP                     | COM            | 465823102    | 24,306            | 2,250,511                | SH     |
| IXYS CORP                     | COM            | 46600W106    | 6,682             | 1,244,300                | SH     |
| J P MORGAN CHASE & CO         | COM            | 46625H100    | 24,189            | 713,105                  | SH     |
| J P MORGAN CHASE & CO         | COM            | 46625H100    | 11,709            | 345,200                  | SH     |
| JEFFERSON SMURFIT GROUP PLC   | SPONSORED ADR  | 47508W107    | 3,235             | 102,700                  | SH     |
| JOHNSON & JOHNSON             | COM            | 478160104    | 34,648            | 662,996                  | SH     |
| JOHNSON & JOHNSON             | COM            | 478160104    | 199,968           | 3,826,400                | SH     |
| KPMG CONSULTING INC           | COM            | 48265R109    | 52,723            | 3,549,200                | SH     |
| KANSAS CITY SOUTHN INDS INC   | COM NEW        | 485170302    | 46,585            | 2,740,300                | SH     |

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|                 |     |           |       |         |    |
|-----------------|-----|-----------|-------|---------|----|
| KERR MCGEE CORP | COM | 492386107 | 16    | 300     | SH |
| KERR MCGEE CORP | COM | 492386107 | 8,033 | 150,000 | SH |

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ITEM 8

VOTING AUTHORITY  
(SHARES)

| NAME OF ISSUE                 | (A) SOLE  | (B) SHARED | (C) NONE |
|-------------------------------|-----------|------------|----------|
| HCA-HEALTHCARE CO             | 269,500   |            |          |
| HARLEY DAVIDSON INC           | 1,167,800 |            |          |
| HARMAN INTL INDS INC          | 6,100     |            |          |
| HARTFOLD FINL SVCS GROUP INC  | 2,500     |            |          |
| HARTFOLD FINL SVCS GROUP INC  | 1,009,950 |            |          |
| HEALTH MGMT ASSOC INC NEW     | 5,152,300 |            |          |
| HEWLETT PACKARD CO            | 30,097    |            |          |
| HEWLETT PACKARD CO            | 502,550   |            |          |
| HISPANIC BROADCASTING CORP    | 9,800     |            |          |
| HOME DEPOT INC                | 98,310    |            |          |
| HOME DEPOT INC                | 1,610,464 |            |          |
| HONEYWELL INTL INC            | 348,773   |            |          |
| HONEYWELL INTL INC            | 75,700    |            |          |
| HOUSEHOLD INTL INC            | 1,200     |            |          |
| HUNT J B TRANS SVCS INC       | 431,775   |            |          |
| IDEC PHARMACEUTICALS CORP     | 14,700    |            |          |
| IMC GLOBAL INC                | 1,630,000 |            |          |
| ITT EDUCATIONAL SERVICES INC  | 2,391,300 |            |          |
| IDEX CORP                     | 357,700   |            |          |
| IDEXX LABS INC                | 521,850   |            |          |
| ILEX ONCOLOGY INC             | 28,850    |            |          |
| IMPATH INC                    | 1,793,800 |            |          |
| INCYTE PHARMACEUTICALS INC    | 1,905,000 |            |          |
| INTTEGRATED DEVICE TECHNOLOGY | 525,000   |            |          |
| INTEL CORP                    | 40,486    |            |          |
| INTEL CORP                    | 2,974,200 |            |          |
| INTERCEPT INC                 | 21,200    |            |          |
| INTERMAGNETICS GEN CORP       | 951,208   |            |          |
| INTERNATIONAL GAME TECHNOLOGY | 75,000    |            |          |
| INTL PAPER CO                 | 173,493   |            |          |
| INTERPUBLIC GROUP COS INC     | 742,150   |            |          |
| INTERSIL CORP                 | 803,250   |            |          |
| IVAX CORP                     | 2,250,511 |            |          |
| IXYS CORP                     | 1,244,300 |            |          |
| J P MORGAN CHASE & CO         | 713,105   |            |          |
| J P MORGAN CHASE & CO         | 345,200   |            |          |
| JEFFERSON SMURFIT GROUP PLC   | 102,700   |            |          |
| JOHNSON & JOHNSON             | 662,996   |            |          |
| JOHNSON & JOHNSON             | 3,826,400 |            |          |
| KPMG CONSULTING INC           | 3,549,200 |            |          |
| KANSAS CITY SOUTHN INDS INC   | 2,740,300 |            |          |
| KERR MCGEE CORP               | 300       |            |          |
| KERR MCGEE CORP               | 150,000   |            |          |

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| ITEM 1                         | ITEM 2         | ITEM 3       | ITEM 4            | ITEM 5                   |        |
|--------------------------------|----------------|--------------|-------------------|--------------------------|--------|
| NAME OF ISSUE                  | TITLE OF CLASS | CUSIP NUMBER | FAIR MARKET VALUE | SHARES/ PRINCIPAL AMOUNT | SH/PRN |
| KEY PRODTN INC                 | COM            | 493138101    | 335               | 17,200                   | SH     |
| KIMBERLY CLARK CORP            | COM            | 494368103    | 18,286            | 294,940                  | SH     |
| KIMBERLY CLARK CORP            | COM            | 494368103    | 14,217            | 229,300                  | SH     |
| KING PHARMACEUTICALS INC       | COM            | 495582108    | 43,621            | 1,960,500                | SH     |
| KOHL'S CORP                    | COM            | 500255104    | 52,062            | 742,900                  | SH     |
| KONINKLIJKE PHILIPS ELECTRS NV | SP ADR NEW2000 | 500472303    | 480               | 17,400                   | SH     |
| KRAFT FOODS INC                | CL A           | 50075N104    | 36,804            | 898,750                  | SH     |
| KYPHON INC                     | COM            | 501577100    | 1,924             | 132,000                  | SH     |
| LSI LOGIC CORP                 | SUB NT CV 4%05 | 502161AE2    | 5,085             | 6,000,000                | PRN    |
| LABORATORY CORP AMER HLDGS     | COM NEW        | 50540R409    | 21,675            | 474,800                  | SH     |
| LAM RESEARCH CORP              | COM            | 512807108    | 67,834            | 3,775,900                | SH     |
| LAMAR ADVERTISING CO           | CL A           | 512815101    | 22,896            | 615,400                  | SH     |
| LANCER CORP                    | COM            | 514614106    | 133               | 21,902                   | SH     |
| LAUDER ESTEE COS INC           | CL A           | 518439104    | 26,576            | 755,000                  | SH     |
| LEAR CORP                      | COM            | 521865105    | 13,875            | 300,000                  | SH     |
| LEGATO SYS INC                 | COM            | 524651106    | 5,264             | 1,460,117                | SH     |
| LEGGETT & PLATT INC            | COM            | 524660107    | 585               | 25,000                   | SH     |
| LENNAR CORP                    | COM            | 526057104    | 18,427            | 301,100                  | SH     |
| LEXMARK INTL NEW               | CL A           | 529771107    | 12,789            | 235,100                  | SH     |
| LIBERATE TECHNOLOGIES          | COM            | 530129105    | 27                | 10,500                   | SH     |
| LILLY ELI & CO                 | COM            | 532457108    | 217               | 3,851                    | SH     |
| LINCOLN NATL CORP IND          | COM            | 534187109    | 4,868             | 115,900                  | SH     |
| LINEAR TECHNOLOGY CORP         | COM            | 535678106    | 7,071             | 225,000                  | SH     |
| LOCKHEED MARTIN CORP           | COM            | 539830109    | 27,684            | 398,335                  | SH     |
| LOCKHEED MARTIN CORP           | COM            | 539830109    | 663,374           | 9,544,950                | SH     |
| LONE STAR TECHNOLOGIES INC     | COM            | 542312103    | 12,684            | 553,900                  | SH     |
| LOWES COS INC                  | COM            | 548661107    | 222               | 4,900                    | SH     |
| LOWES COS INC                  | COM            | 548661107    | 25,040            | 551,550                  | SH     |
| LUBYS INC                      | COM            | 549282101    | 658               | 100,000                  | SH     |
| LUCENT TECHNOLOGIES INC        | COM            | 549463107    | 121               | 73,186                   | SH     |
| LYONDELL CHEMICAL CO           | COM            | 552078107    | 16,610            | 1,100,000                | SH     |
| MSC INDL DIRECT INC            | COM            | 553530106    | 71,315            | 3,657,200                | SH     |
| MANPOWER INC                   | COM            | 56418H100    | 20,742            | 564,400                  | SH     |
| MANUFACTURED HOME CMNTYS INC   | COM            | 564682102    | 702               | 20,000                   | SH     |
| MARATHON OIL CORP              | COM            | 565849106    | 27,120            | 1,000,000                | SH     |
| MARSH & MCLENNAN COS INC       | COM            | 571748102    | 25                | 260                      | SH     |
| MARSH & MCLENNAN COS INC       | COM            | 571748102    | 19,711            | 204,050                  | SH     |
| MARTHA STEWART LIVING OMNIMED  | CL A           | 573083102    | 8,437             | 735,550                  | SH     |
| MASSEY ENERGY CORP             | COM            | 576206106    | 2,668             | 210,077                  | SH     |
| MAXIM INTEGRATED PRODS INC     | COM            | 57772K101    | 6,078             | 158,600                  | SH     |
| MAXIMUS INC                    | COM            | 577933104    | 44,736            | 1,411,236                | SH     |
| MAYTAG CORP                    | COM            | 578592107    | 10,663            | 250,000                  | SH     |
| MCDATA CORP                    | CL B           | 580031102    | 1,806             | 203,250                  | SH     |

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VOTING AUTHORITY  
(SHARES)  
(B) SHARED (C) NONE

| NAME OF ISSUE            | (A) SOLE  |
|--------------------------|-----------|
| KEY PRODTN INC           | 17,200    |
| KIMBERLY CLARK CORP      | 294,940   |
| KIMBERLY CLARK CORP      | 229,300   |
| KING PHARMACEUTICALS INC | 1,960,500 |

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|                                |           |
|--------------------------------|-----------|
| KOHL'S CORP                    | 742,900   |
| KONINKLIJKE PHILIPS ELECTRS NV | 17,400    |
| KRAFT FOODS INC                | 898,750   |
| KYPHON INC                     | 132,000   |
| LSI LOGIC CORP                 | 6,000,000 |
| LABORATORY CORP AMER HLDGS     | 474,800   |
| LAM RESEARCH CORP              | 3,775,900 |
| LAMAR ADVERTISING CO           | 615,400   |
| LANCER CORP                    | 21,902    |
| LAUDER ESTEE COS INC           | 755,000   |
| LEAR CORP                      | 300,000   |
| LEGATO SYS INC                 | 1,460,117 |
| LEGGETT & PLATT INC            | 25,000    |
| LENNAR CORP                    | 301,100   |
| LEXMARK INTL NEW               | 235,100   |
| LIBERATE TECHNOLOGIES          | 10,500    |
| LILLY ELI & CO                 | 3,851     |
| LINCOLN NATL CORP IND          | 115,900   |
| LINEAR TECHNOLOGY CORP         | 225,000   |
| LOCKHEED MARTIN CORP           | 398,335   |
| LOCKHEED MARTIN CORP           | 9,544,950 |
| LONE STAR TECHNOLOGIES INC     | 553,900   |
| LOWES COS INC                  | 4,900     |
| LOWES COS INC                  | 551,550   |
| LUBYS INC                      | 100,000   |
| LUCENT TECHNOLOGIES INC        | 73,186    |
| LYONDELL CHEMICAL CO           | 1,100,000 |
| MSC INDL DIRECT INC            | 3,657,200 |
| MANPOWER INC                   | 564,400   |
| MANUFACTURED HOME CMNTYS INC   | 20,000    |
| MARATHON OIL CORP              | 1,000,000 |
| MARSH & MCLENNAN COS INC       | 260       |
| MARSH & MCLENNAN COS INC       | 204,050   |
| MARTHA STEWART LIVING OMNIMED  | 735,550   |
| MASSEY ENERGY CORP             | 210,077   |
| MAXIM INTEGRATED PRODS INC     | 158,600   |
| MAXIMUS INC                    | 1,411,236 |
| MAYTAG CORP                    | 250,000   |
| MCDATA CORP                    | 203,250   |

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| 06/30/2002          |                |              |                   |                             |        |
|---------------------|----------------|--------------|-------------------|-----------------------------|--------|
| ITEM 1              | ITEM 2         | ITEM 3       | ITEM 4            | ITEM 5                      |        |
| NAME OF ISSUE       | TITLE OF CLASS | CUSIP NUMBER | FAIR MARKET VALUE | SHARES/<br>PRINCIPAL AMOUNT | SH/PRN |
| MCDATA CORP         | CL A           | 580031201    | 6,937             | 785,150                     | SH     |
| MCDONALDS CORP      | COM            | 580135101    | 88                | 3,106                       | SH     |
| MCDONALDS CORP      | COM            | 580135101    | 13,460            | 473,100                     | SH     |
| MCGRAW HILL COS INC | COM            | 580645109    | 13,335            | 223,364                     | SH     |
| MCGRAW HILL COS INC | COM            | 580645109    | 1,373             | 23,000                      | SH     |
| MCKESSON CORP       | COM            | 58155Q103    | 34,118            | 1,043,350                   | SH     |
| MEDALLION FINL CORP | COM            | 583928106    | 6,206             | 1,172,100                   | SH     |
| MEDIMMUNE INC       | COM            | 584699102    | 7,563             | 286,550                     | SH     |
| MEDTRONIC INC       | COM            | 585055106    | 6,803             | 158,754                     | SH     |



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|                               |         |           |         |           |    |
|-------------------------------|---------|-----------|---------|-----------|----|
| MEDTRONIC INC                 | COM     | 585055106 | 89,616  | 2,091,400 | SH |
| MELLON FINL CORP              | COM     | 58551A108 | 112     | 3,550     | SH |
| MELLON FINL CORP              | COM     | 58551A108 | 43,688  | 1,390,000 | SH |
| MEMBERWORKS INC               | COM     | 586002107 | 29,200  | 1,567,800 | SH |
| MERCK & CO INC                | COM     | 589331107 | 2,460   | 48,581    | SH |
| MERCURY INTERACTIVE CORP      | COM     | 589405109 | 11,845  | 516,000   | SH |
| MERRILL LYNCH & CO INC        | COM     | 590188108 | 85      | 2,100     | SH |
| MERRILL LYNCH & CO INC        | COM     | 590188108 | 32,311  | 797,800   | SH |
| METLIFE INC                   | COM     | 59156R108 | 21      | 718       | SH |
| METLIFE INC                   | COM     | 59156R108 | 28,800  | 1,000,000 | SH |
| MICROSOFT CORP                | COM     | 594918104 | 15,683  | 287,078   | SH |
| MICROSOFT CORP                | COM     | 594918104 | 370,632 | 6,784,402 | SH |
| MICROCHIP TECHNOLOGY INC      | COM     | 595017104 | 78,332  | 2,856,225 | SH |
| MICROMUSE INC                 | COM     | 595094103 | 8,086   | 1,742,625 | SH |
| MOLEX INC                     | COM     | 608554101 | 7,298   | 217,702   | SH |
| MOLEX INC                     | COM     | 608554101 | 8,351   | 249,100   | SH |
| MOLEX INC                     | CL A    | 608554200 | 43      | 1,576     | SH |
| MOLEX INC                     | CL A    | 608554200 | 7,543   | 275,300   | SH |
| MOODYS CORP                   | COM     | 615369105 | 10,721  | 215,495   | SH |
| MORGAN STANLEY DEAN WITTER&CO | COM NEW | 617446448 | 141     | 3,276     | SH |
| MORGAN STANLEY DEAN WITTER&CO | COM NEW | 617446448 | 32,306  | 749,900   | SH |
| MOTOROLA INC                  | COM     | 620076109 | 69      | 4,800     | SH |
| MURPHY OIL CORP               | COM     | 626717102 | 1,262   | 15,300    | SH |
| MURPHY OIL CORP               | COM     | 626717102 | 12,676  | 153,650   | SH |
| NPS PHARMACEUTICALS INC       | COM     | 62936P103 | 3,141   | 205,100   | SH |
| NATIONAL CITY CORP            | COM     | 635405103 | 23,275  | 700,000   | SH |
| NATIONAL-OILWELL INC          | COM     | 637071101 | 84      | 4,000     | SH |
| NETIQ CORP                    | COM     | 64115P102 | 17,628  | 780,000   | SH |
| NETSCREEN TECHNOLOGIES INC    | COM     | 64117V107 | 2,761   | 299,650   | SH |
| NETWORK APPLIANCE INC         | COM     | 64120L104 | 26,263  | 2,112,000 | SH |
| NEUROCRINE BIOSCIENCES INC    | COM     | 64125C109 | 4,821   | 168,300   | SH |
| NEW YORK TIMES CO             | CL A    | 650111107 | 32      | 622       | SH |
| NEW YORK TIMES CO             | CL A    | 650111107 | 9,167   | 178,000   | SH |
| NEWFIELD EXPL CO              | COM     | 651290108 | 64,085  | 1,724,100 | SH |

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VOTING AUTHORITY  
(SHARES)

| NAME OF ISSUE            | (A) SOLE  | (B) SHARED | (C) NONE |
|--------------------------|-----------|------------|----------|
| MCDATA CORP              | 785,150   |            |          |
| MCDONALDS CORP           | 3,106     |            |          |
| MCDONALDS CORP           | 473,100   |            |          |
| MCGRAW HILL COS INC      | 223,364   |            |          |
| MCGRAW HILL COS INC      | 23,000    |            |          |
| MCKESSON CORP            | 1,043,350 |            |          |
| MEDALLION FINL CORP      | 1,172,100 |            |          |
| MEDIMMUNE INC            | 286,550   |            |          |
| MEDTRONIC INC            | 158,754   |            |          |
| MEDTRONIC INC            | 2,091,400 |            |          |
| MELLON FINL CORP         | 3,550     |            |          |
| MELLON FINL CORP         | 1,390,000 |            |          |
| MEMBERWORKS INC          | 1,567,800 |            |          |
| MERCK & CO INC           | 48,581    |            |          |
| MERCURY INTERACTIVE CORP | 516,000   |            |          |
| MERRILL LYNCH & CO INC   | 2,100     |            |          |
| MERRILL LYNCH & CO INC   | 797,800   |            |          |
| METLIFE INC              | 718       |            |          |
| METLIFE INC              | 1,000,000 |            |          |

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|                               |           |
|-------------------------------|-----------|
| MICROSOFT CORP                | 287,078   |
| MICROSOFT CORP                | 6,784,402 |
| MICROCHIP TECHNOLOGY INC      | 2,856,225 |
| MICROMUSE INC                 | 1,742,625 |
| MOLEX INC                     | 217,702   |
| MOLEX INC                     | 249,100   |
| MOLEX INC                     | 1,576     |
| MOLEX INC                     | 275,300   |
| MOODYS CORP                   | 215,495   |
| MORGAN STANLEY DEAN WITTER&CO | 3,276     |
| MORGAN STANLEY DEAN WITTER&CO | 749,900   |
| MOTOROLA INC                  | 4,800     |
| MURPHY OIL CORP               | 15,300    |
| MURPHY OIL CORP               | 153,650   |
| NPS PHARMACEUTICALS INC       | 205,100   |
| NATIONAL CITY CORP            | 700,000   |
| NATIONAL-OILWELL INC          | 4,000     |
| NETIQ CORP                    | 780,000   |
| NETSCREEN TECHNOLOGIES INC    | 299,650   |
| NETWORK APPLIANCE INC         | 2,112,000 |
| NEUROCRINE BIOSCIENCES INC    | 168,300   |
| NEW YORK TIMES CO             | 622       |
| NEW YORK TIMES CO             | 178,000   |
| NEWFIELD EXPL CO              | 1,724,100 |

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| 06/30/2002                   |                |              |                   |                          |        |
|------------------------------|----------------|--------------|-------------------|--------------------------|--------|
| ITEM 1                       | ITEM 2         | ITEM 3       | ITEM 4            | ITEM 5                   |        |
| NAME OF ISSUE                | TITLE OF CLASS | CUSIP NUMBER | FAIR MARKET VALUE | SHARES/ PRINCIPAL AMOUNT | SH/PRN |
| NEWMONT MINING CORP          | COM            | 651639106    | 19,891            | 755,445                  | SH     |
| NEWMONT MINING CORP          | COM            | 651639106    | 16,752            | 636,235                  | SH     |
| NIKE INC                     | CL B           | 654106103    | 240               | 4,480                    | SH     |
| NIKE INC                     | CL B           | 654106103    | 12,071            | 225,000                  | SH     |
| NOKIA CORP                   | SPONSORED ADR  | 654902204    | 306               | 21,100                   | SH     |
| NOBLE ENERGY INC             | COM            | 655044105    | 66,136            | 1,834,575                | SH     |
| NORTHERN BORDER PARTNERS L P | UNIT LTD PARTN | 664785102    | 11                | 300                      | SH     |
| NORTHROP GRUMMAN CORP        | COM            | 666807102    | 42,159            | 337,273                  | SH     |
| NORTHROP GRUMMAN CORP        | COM            | 666807102    | 9,213             | 73,700                   | SH     |
| NOVARTIS A G                 | SPONSORED ADR  | 66987V109    | 1,183             | 27,000                   | SH     |
| NSTAR                        | COM            | 67019E107    | 90                | 2,000                    | SH     |
| NSTAR                        | COM            | 67019E107    | 331               | 7,383                    | SH     |
| OGE ENERGIE CORP             | COM            | 670837103    | 114               | 5,000                    | SH     |
| OM GROUP INC                 | COM            | 670872100    | 50,065            | 807,500                  | SH     |
| OCCIDENTAL PETE CORP DEL     | COM            | 674599105    | 20,575            | 686,055                  | SH     |
| OCCIDENTAL PETE CORP DEL     | COM            | 674599105    | 6,160             | 205,400                  | SH     |
| OCEAN ENERGY INC TEX         | COM            | 67481E106    | 43                | 2,003                    | SH     |
| OCEAN ENERGY INC TEX         | COM            | 67481E106    | 543               | 25,050                   | SH     |
| OFFICE DEPOT INC             | COM            | 676220106    | 20,763            | 1,235,900                | SH     |
| OMNICARE INC                 | COM            | 681904108    | 65,532            | 2,495,500                | SH     |
| ORACLE CORP                  | COM            | 68389X105    | 11,931            | 1,259,158                | SH     |
| ORACLE CORP                  | COM            | 68389X105    | 8,816             | 930,500                  | SH     |
| O REILLY AUTOMOTIVE INC      | COM            | 686091109    | 46,393            | 1,685,500                | SH     |
| PPL CORP                     | COM            | 69351T106    | 1,958             | 59,200                   | SH     |

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|                                |                 |           |         |            |     |
|--------------------------------|-----------------|-----------|---------|------------|-----|
| PPL CORP                       | COM             | 69351T106 | 2,716   | 82,100     | SH  |
| PACER INTL INC TENN            | COM             | 69373H106 | 560     | 32,500     | SH  |
| PALL CORP                      | COM             | 696429307 | 27,386  | 1,319,800  | SH  |
| PARKER HANNIFIN CORP           | COM             | 701094104 | 3,298   | 69,000     | SH  |
| PATTERSON UTI ENERGY INC       | COM             | 703481101 | 11,491  | 407,050    | SH  |
| PAYCHEX INC                    | COM             | 704326107 | 46,383  | 1,482,600  | SH  |
| PENNEY J C INC                 | NOTE 5.000%10/1 | 708160BV7 | 3,985   | 4,000,000  | PRN |
| PEPSICO INC                    | COM             | 713448108 | 24,265  | 503,413    | SH  |
| PEPSICO INC                    | COM             | 713448108 | 858     | 17,796     | SH  |
| PERKINELMER INC                | COM             | 714046109 | 29,876  | 2,703,704  | SH  |
| PETROLEO BRASILEIRO SA PETROBR | SPONSORED ADR   | 71654V408 | 355     | 18,800     | SH  |
| PETSMART INC                   | COM             | 716768106 | 313     | 19,650     | SH  |
| PFIZER INC                     | COM             | 717081103 | 43,663  | 1,247,508  | SH  |
| PFIZER INC                     | COM             | 717081103 | 385,775 | 11,022,147 | SH  |
| PHARMACIA CORP                 | COM             | 71713U102 | 17,105  | 456,750    | SH  |
| PHARMACIA CORP                 | COM             | 71713U102 | 261,743 | 6,989,143  | SH  |
| PHELPS DODGE CORP              | COM             | 717265102 | 20,600  | 500,000    | SH  |
| PHILIP MORRIS COS INC          | COM             | 718154107 | 13,262  | 303,609    | SH  |
| PHILIP MORRIS COS INC          | COM             | 718154107 | 256,625 | 5,875,110  | SH  |

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ITEM 1

ITEM 8

VOTING AUTHORITY  
(SHARES)

| NAME OF ISSUE                | (A) SOLE  | (B) SHARED | (C) NONE |
|------------------------------|-----------|------------|----------|
| NEWMONT MINING CORP          | 755,445   |            |          |
| NEWMONT MINING CORP          | 636,235   |            |          |
| NIKE INC                     | 4,480     |            |          |
| NIKE INC                     | 225,000   |            |          |
| NOKIA CORP                   | 21,100    |            |          |
| NOBLE ENERGY INC             | 1,834,575 |            |          |
| NORTHERN BORDER PARTNERS L P | 300       |            |          |
| NORTHROP GRUMMAN CORP        | 337,273   |            |          |
| NORTHROP GRUMMAN CORP        | 73,700    |            |          |
| NOVARTIS A G                 | 27,000    |            |          |
| NSTAR                        | 2,000     |            |          |
| NSTAR                        | 7,383     |            |          |
| OGE ENERGIE CORP             | 5,000     |            |          |
| OM GROUP INC                 | 807,500   |            |          |
| OCCIDENTAL PETE CORP DEL     | 686,055   |            |          |
| OCCIDENTAL PETE CORP DEL     | 205,400   |            |          |
| OCEAN ENERGY INC TEX         | 2,003     |            |          |
| OCEAN ENERGY INC TEX         | 25,050    |            |          |
| OFFICE DEPOT INC             | 1,235,900 |            |          |
| OMNICARE INC                 | 2,495,500 |            |          |
| ORACLE CORP                  | 1,259,158 |            |          |
| ORACLE CORP                  | 930,500   |            |          |
| O REILLY AUTOMOTIVE INC      | 1,685,500 |            |          |
| PPL CORP                     | 59,200    |            |          |
| PPL CORP                     | 82,100    |            |          |
| PACER INTL INC TENN          | 32,500    |            |          |
| PALL CORP                    | 1,319,800 |            |          |
| PARKER HANNIFIN CORP         | 69,000    |            |          |
| PATTERSON UTI ENERGY INC     | 407,050   |            |          |
| PAYCHEX INC                  | 1,482,600 |            |          |
| PENNEY J C INC               | 4,000,000 |            |          |
| PEPSICO INC                  | 503,413   |            |          |
| PEPSICO INC                  | 17,796    |            |          |
| PERKINELMER INC              | 2,703,704 |            |          |

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|                                |            |
|--------------------------------|------------|
| PETROLEO BRASILEIRO SA PETROBR | 18,800     |
| PETSMART INC                   | 19,650     |
| PFIZER INC                     | 1,247,508  |
| PFIZER INC                     | 11,022,147 |
| PHARMACIA CORP                 | 456,750    |
| PHARMACIA CORP                 | 6,989,143  |
| PHELPS DODGE CORP              | 500,000    |
| PHILIP MORRIS COS INC          | 303,609    |
| PHILIP MORRIS COS INC          | 5,875,110  |

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| 06/30/2002                    |                  |              |                   |                          |        |
|-------------------------------|------------------|--------------|-------------------|--------------------------|--------|
| ITEM 1                        | ITEM 2           | ITEM 3       | ITEM 4            | ITEM 5                   |        |
| NAME OF ISSUE                 | TITLE OF CLASS   | CUSIP NUMBER | FAIR MARKET VALUE | SHARES/ PRINCIPAL AMOUNT | SH/PRN |
| PHILLIPS PETE CO              | COM              | 718507106    | 147               | 2,500                    | SH     |
| PHILLIPS PETE CO              | COM              | 718507106    | 17,035            | 289,325                  | SH     |
| PITNEY BOWES INC              | COM              | 724479100    | 898               | 22,600                   | SH     |
| PITNEY BOWES INC              | COM              | 724479100    | 4,167             | 104,900                  | SH     |
| PLACER DOME INC               | COM              | 725906101    | 209               | 18,614                   | SH     |
| PLACER DOME INC               | COM              | 725906101    | 11,163            | 995,821                  | SH     |
| PRAXAIR INC                   | COM              | 74005P104    | 34,626            | 607,800                  | SH     |
| PROBUSINESS SERVICES INC      | COM              | 742674104    | 12,079            | 829,900                  | SH     |
| PROCTER & GAMBLE CO           | COM              | 742718109    | 245               | 2,738                    | SH     |
| PROCTER & GAMBLE CO           | COM              | 742718109    | 16,672            | 186,700                  | SH     |
| PROGRESS ENERGY INC           | COM              | 743263105    | 256               | 4,918                    | SH     |
| PROGRESS ENERGY INC           | COM              | 743263105    | 90,505            | 1,740,150                | SH     |
| PROLOGIS TR                   | SH BEN INT       | 743410102    | 18,848            | 724,913                  | SH     |
| PROLOGIS TR                   | SH BEN INT       | 743410102    | 395               | 15,190                   | SH     |
| PRUDENTIAL FINL INC           | COM              | 744320102    | 75,180            | 2,253,600                | SH     |
| QLOGIC CORP                   | COM              | 747277101    | 528               | 13,850                   | SH     |
| QUALCOMM INC                  | COM              | 747525103    | 15,207            | 553,300                  | SH     |
| QUEST COMMUNICATIONS INTL INC | COM              | 749121109    | 56                | 19,995                   | SH     |
| RSA SEC INC                   | COM              | 749719100    | 7,810             | 1,618,662                | SH     |
| RF MICRODEVICES INC           | SUB NT CV3.75%05 | 749941AB6    | 7,043             | 9,000,000                | PRN    |
| RADIOSHACK CORP               | COM              | 750438103    | 8,393             | 279,200                  | SH     |
| RAILAMERICA INC               | COM              | 750753105    | 117               | 10,810                   | SH     |
| RATIONAL SOFTWARE CORP        | COM NEW          | 75409P202    | 325               | 39,550                   | SH     |
| RATIONAL SOFTWARE CORP        | NOTE 5.000% 2/0  | 75409PAC7    | 7,346             | 9,000,000                | PRN    |
| RAYTHEON CO                   | COM NEW          | 755111507    | 45,792            | 1,123,731                | SH     |
| RAYTHEON CO                   | COM NEW          | 755111507    | 288,910           | 7,089,825                | SH     |
| RITE AID CORP                 | COM              | 767754104    | 8,690             | 3,697,750                | SH     |
| ROYAL DUTCH PETE CO           | NY REG GLD1.25   | 780257804    | 15,443            | 279,403                  | SH     |
| ROYAL DUTCH PETE CO           | NY REG GLD1.25   | 780257804    | 144,666           | 2,617,450                | SH     |
| SBC COMMUNICATIONS INC        | COM              | 78387G103    | 23,513            | 770,921                  | SH     |
| SBC COMMUNICATIONS INC        | COM              | 78387G103    | 138,652           | 4,545,970                | SH     |
| SABRE HLDGS CORP              | CL A             | 785905100    | 19,178            | 535,700                  | SH     |
| SAN PAOLO-IMI S P A           | SPONSORED ADR    | 799175104    | 481               | 24,000                   | SH     |
| SANCHEZ COMPUTER ASSOCS INC   | COM              | 799702105    | 5,263             | 1,146,700                | SH     |
| SANMINA CORP                  | COM              | 800907107    | 4,757             | 754,550                  | SH     |
| SAP AKTIENGESELLSCHAFT        | SPONSORED ADR    | 803054204    | 89,078            | 3,667,250                | SH     |
| SARA LEE CORP                 | COM              | 803111103    | 155               | 7,500                    | SH     |
| SARA LEE CORP                 | COM              | 803111103    | 9,734             | 471,600                  | SH     |
| SCANA CORP NEW                | COM              | 80589M102    | 247               | 8,000                    | SH     |

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|                      |     |           |         |           |    |
|----------------------|-----|-----------|---------|-----------|----|
| SCHERING PLOUGH CORP | COM | 806605101 | 2,677   | 108,831   | SH |
| SCHERING PLOUGH CORP | COM | 806605101 | 66,298  | 2,695,050 | SH |
| SCHLUMBERGER LTD     | COM | 806857108 | 468     | 10,070    | SH |
| SCHLUMBERGER LTD     | COM | 806857108 | 151,939 | 3,267,500 | SH |

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ITEM 8

VOTING AUTHORITY  
(SHARES)

| NAME OF ISSUE                 | (A) SOLE  | (B) SHARED | (C) NONE |
|-------------------------------|-----------|------------|----------|
| PHILLIPS PETE CO              | 2,500     |            |          |
| PHILLIPS PETE CO              | 289,325   |            |          |
| PITNEY BOWES INC              | 22,600    |            |          |
| PITNEY BOWES INC              | 104,900   |            |          |
| PLACER DOME INC               | 18,614    |            |          |
| PLACER DOME INC               | 995,821   |            |          |
| PRAXAIR INC                   | 607,800   |            |          |
| PROBUSINESS SERVICES INC      | 829,900   |            |          |
| PROCTER & GAMBLE CO           | 2,738     |            |          |
| PROCTER & GAMBLE CO           | 186,700   |            |          |
| PROGRESS ENERGY INC           | 4,918     |            |          |
| PROGRESS ENERGY INC           | 1,740,150 |            |          |
| PROLOGIS TR                   | 724,913   |            |          |
| PROLOGIS TR                   | 15,190    |            |          |
| PRUDENTIAL FINL INC           | 2,253,600 |            |          |
| QLOGIC CORP                   | 13,850    |            |          |
| QUALCOMM INC                  | 553,300   |            |          |
| QUEST COMMUNICATIONS INTL INC | 19,995    |            |          |
| RSA SEC INC                   | 1,618,662 |            |          |
| RF MICRODEVICES INC           | 9,000,000 |            |          |
| RADIOSHACK CORP               | 279,200   |            |          |
| RAILAMERICA INC               | 10,810    |            |          |
| RATIONAL SOFTWARE CORP        | 39,550    |            |          |
| RATIONAL SOFTWARE CORP        | 9,000,000 |            |          |
| RAYTHEON CO                   | 1,123,731 |            |          |
| RAYTHEON CO                   | 7,089,825 |            |          |
| RITE AID CORP                 | 3,697,750 |            |          |
| ROYAL DUTCH PETE CO           | 279,403   |            |          |
| ROYAL DUTCH PETE CO           | 2,617,450 |            |          |
| SBC COMMUNICATIONS INC        | 770,921   |            |          |
| SBC COMMUNICATIONS INC        | 4,545,970 |            |          |
| SABRE HLDGS CORP              | 535,700   |            |          |
| SAN PAOLO-IMI S P A           | 24,000    |            |          |
| SANCHEZ COMPUTER ASSOCS INC   | 1,146,700 |            |          |
| SANMINA CORP                  | 754,550   |            |          |
| SAP AKTIENGESELLSCHAFT        | 3,667,250 |            |          |
| SARA LEE CORP                 | 7,500     |            |          |
| SARA LEE CORP                 | 471,600   |            |          |
| SCANA CORP NEW                | 8,000     |            |          |
| SCHERING PLOUGH CORP          | 108,831   |            |          |
| SCHERING PLOUGH CORP          | 2,695,050 |            |          |
| SCHLUMBERGER LTD              | 10,070    |            |          |
| SCHLUMBERGER LTD              | 3,267,500 |            |          |

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| ITEM 1                        | ITEM 2         | ITEM 3       | ITEM 4            | ITEM 5                   |        |
|-------------------------------|----------------|--------------|-------------------|--------------------------|--------|
| NAME OF ISSUE                 | TITLE OF CLASS | CUSIP NUMBER | FAIR MARKET VALUE | SHARES/ PRINCIPAL AMOUNT | SH/PRN |
| SCHWAB CHARLES CORP NEW       | COM            | 808513105    | 43,887            | 3,918,480                | SH     |
| SCOTTISH PWR PLC              | SPON ADR FINAL | 81013T705    | 81                | 3,767                    | SH     |
| SEALED AIR CORP NEW           | COM            | 81211K100    | 49,976            | 1,241,018                | SH     |
| SEALED AIR CORP NEW           | COM            | 81211K100    | 10,623            | 263,800                  | SH     |
| SEALED AIR CORP NEW           | PFD CV A \$2   | 81211K209    | 398               | 9,750                    | SH     |
| SEALED AIR CORP NEW           | PFD CV A \$2   | 81211K209    | 2,557             | 62,600                   | SH     |
| SEMTECH CORP                  | COM            | 816850101    | 404               | 15,100                   | SH     |
| SEMPRA ENERGY                 | COM            | 816851109    | 590               | 26,670                   | SH     |
| SEPRACOR INC                  | COM            | 817315104    | 11,753            | 1,230,000                | SH     |
| SERONO S A                    | SPONSORED ADR  | 81752M101    | 183               | 11,200                   | SH     |
| SICOR INC                     | COM            | 825846108    | 16,637            | 896,850                  | SH     |
| SIEBEL SYS INC                | COM            | 826170102    | 5,829             | 410,050                  | SH     |
| SILICON LABORATORIES INC      | COM            | 826919102    | 647               | 23,100                   | SH     |
| SMITH INTL INC                | COM            | 832110100    | 35,060            | 514,150                  | SH     |
| SMUCKER J M CO                | COM NEW        | 832696405    | 2                 | 54                       | SH     |
| SMUCKER J M CO                | COM NEW        | 832696405    | 7,674             | 224,840                  | SH     |
| SONIC CORP                    | COM            | 835451105    | 11,871            | 378,000                  | SH     |
| SOUTHWEST AIRLS CO            | COM            | 844741108    | 2,644             | 163,619                  | SH     |
| SOUTHWEST AIRLS CO            | COM            | 844741108    | 2,697             | 166,900                  | SH     |
| SPINNAKER EXPL CO             | COM            | 84855W109    | 10,734            | 298,000                  | SH     |
| STAPLES INC                   | COM            | 855030102    | 2,977             | 151,100                  | SH     |
| STARBUCKS CORP                | COM            | 855244109    | 17,417            | 701,032                  | SH     |
| STARBUCKS CORP                | COM            | 855244109    | 12,348            | 497,000                  | SH     |
| STATE STR CORP                | COM            | 857477103    | 9,191             | 205,626                  | SH     |
| STEWART & STEVENSON SVCS INC  | COM            | 860342104    | 887               | 50,000                   | SH     |
| STONE ENERGY CORP             | COM            | 861642106    | 22,540            | 560,000                  | SH     |
| STRYKER CORP                  | COM            | 863667101    | 284               | 5,300                    | SH     |
| STURM RUGER & CO INC          | COM            | 864159108    | 645               | 45,600                   | SH     |
| SUN MICROSYSTEMS INC          | COM            | 866810104    | 6,278             | 1,254,250                | SH     |
| SYMBOL TECHNOLOGIES INC       | COM            | 871508107    | 38,711            | 4,554,250                | SH     |
| SYNOVUS FINL CORP             | COM            | 87161C105    | 29,302            | 1,064,750                | SH     |
| TTM TECHNOLOGIES INC          | COM            | 87305R109    | 242               | 46,250                   | SH     |
| TXU CORP                      | COM            | 873168108    | 526               | 10,210                   | SH     |
| TXU CORP                      | COM            | 873168108    | 62,466            | 1,211,750                | SH     |
| TAKE-TWO INTERACTIVE SOFTWARE | COM            | 874054109    | 43,938            | 2,135,000                | SH     |
| TARGET CORP                   | COM            | 87612E106    | 295,602           | 7,758,580                | SH     |
| TEKELEC                       | COM            | 879101103    | 18,367            | 2,283,000                | SH     |
| TELEFONOS DE MEXICO S A       | SPON ADR ORD L | 879403780    | 362               | 11,270                   | SH     |
| TELEFONOS DE MEXICO S A       | SPON ADR ORD L | 879403780    | 12,581            | 392,170                  | SH     |
| TEMPLE INLAND INC             | COM            | 879868107    | 1,807             | 31,225                   | SH     |
| TEMPLE INLAND INC             | COM            | 879868107    | 27,773            | 480,000                  | SH     |
| TENET HEALTHCARE CORP         | COM            | 88033G100    | 40,476            | 565,700                  | SH     |
| TERADYNE INC                  | COM            | 880770102    | 12,573            | 535,000                  | SH     |

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| ITEM 1                  | ITEM 8  |
|-------------------------|---|
| NAME OF ISSUE           | VOTING AUTHORITY (SHARES)<br>(A) SOLE (B) SHARED (C) NONE |
| SCHWAB CHARLES CORP NEW | 3,918,480   |
| SCOTTISH PWR PLC        | 3,767   |

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|                               |           |
|-------------------------------|-----------|
| SEALED AIR CORP NEW           | 1,241,018 |
| SEALED AIR CORP NEW           | 263,800   |
| SEALED AIR CORP NEW           | 9,750     |
| SEALED AIR CORP NEW           | 62,600    |
| SEMTECH CORP                  | 15,100    |
| SEMPRA ENERGY                 | 26,670    |
| SEPRACOR INC                  | 1,230,000 |
| SERONO S A                    | 11,200    |
| SICOR INC                     | 896,850   |
| SIEBEL SYS INC                | 410,050   |
| SILICON LABORATORIES INC      | 23,100    |
| SMITH INTL INC                | 514,150   |
| SMUCKER J M CO                | 54        |
| SMUCKER J M CO                | 224,840   |
| SONIC CORP                    | 378,000   |
| SOUTHWEST AIRLS CO            | 163,619   |
| SOUTHWEST AIRLS CO            | 166,900   |
| SPINNAKER EXPL CO             | 298,000   |
| STAPLES INC                   | 151,100   |
| STARBUCKS CORP                | 701,032   |
| STARBUCKS CORP                | 497,000   |
| STATE STR CORP                | 205,626   |
| STEWART & STEVENSON SVCS INC  | 50,000    |
| STONE ENERGY CORP             | 560,000   |
| STRYKER CORP                  | 5,300     |
| STURM RUGER & CO INC          | 45,600    |
| SUN MICROSYSTEMS INC          | 1,254,250 |
| SYMBOL TECHNOLOGIES INC       | 4,554,250 |
| SYNOVUS FINL CORP             | 1,064,750 |
| TTM TECHNOLOGIES INC          | 46,250    |
| TXU CORP                      | 10,210    |
| TXU CORP                      | 1,211,750 |
| TAKE-TWO INTERACTIVE SOFTWARE | 2,135,000 |
| TARGET CORP                   | 7,758,580 |
| TEKELEC                       | 2,283,000 |
| TELEFONOS DE MEXICO S A       | 11,270    |
| TELEFONOS DE MEXICO S A       | 392,170   |
| TEMPLE INLAND INC             | 31,225    |
| TEMPLE INLAND INC             | 480,000   |
| TENET HEALTHCARE CORP         | 565,700   |
| TERADYNE INC                  | 535,000   |

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| 06/30/2002                |                |              |                   |                          |        |
|---------------------------|----------------|--------------|-------------------|--------------------------|--------|
| ITEM 1                    | ITEM 2         | ITEM 3       | ITEM 4            | ITEM 5                   |        |
| NAME OF ISSUE             | TITLE OF CLASS | CUSIP NUMBER | FAIR MARKET VALUE | SHARES/ PRINCIPAL AMOUNT | SH/PRN |
| TEXAS BIOTECHNOLOGY CORP  | COM            | 88221T104    | 156               | 40,100                   | SH     |
| TEXAS INSTRS INC          | COM            | 882508104    | 3,231             | 136,350                  | SH     |
| TEXAS INSTRS INC          | COM            | 882508104    | 42,411            | 1,789,500                | SH     |
| TEXAS REGL BANCSHARES INC | CL A VTG       | 882673106    | 973               | 30,000                   | SH     |
| 3M CO                     | COM            | 88579Y101    | 68                | 550                      | SH     |
| 3M CO                     | COM            | 88579Y101    | 7,835             | 63,700                   | SH     |
| TOTAL FINA ELF S A        | SPONSORED ADR  | 89151E109    | 955               | 11,803                   | SH     |

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|                             |               |           |         |           |    |
|-----------------------------|---------------|-----------|---------|-----------|----|
| TOTAL FINA ELF S A          | SPONSORED ADR | 89151E109 | 938     | 11,600    | SH |
| TOTAL SYS SVCS INC          | COM           | 891906109 | 11,649  | 619,300   | SH |
| TOYS R US INC               | COM           | 892335100 | 7,402   | 423,700   | SH |
| TRANSACTION SYS ARCHITECTS  | COM           | 893416107 | 21,618  | 1,837,500 | SH |
| TRANSKARYOTIC THERAPIES INC | COM           | 893735100 | 62,270  | 1,727,550 | SH |
| TRAVELERS PPTY CAS CORP NEW | CL A          | 89420G109 | 30,090  | 1,700,000 | SH |
| TUESDAY MORNING CORP        | COM           | 899035505 | 7,184   | 385,500   | SH |
| TYCO INTL LTD NEW           | COM           | 902124106 | 316     | 23,426    | SH |
| UST INC                     | COM           | 902911106 | 1,700   | 50,000    | SH |
| US BANCORP DEL              | COM NEW       | 902973304 | 279     | 11,948    | SH |
| US BANCORP DEL              | COM NEW       | 902973304 | 206,317 | 8,835,850 | SH |
| ULTIMATE ELECTRS INC        | COM           | 903849107 | 9,461   | 367,000   | SH |
| ULTRA PETE CORP             | COM           | 903914109 | 848     | 111,750   | SH |
| UNILEVER N V                | N Y SHS NEW   | 904784709 | 635     | 9,800     | SH |
| UNION PAC CORP              | COM           | 907818108 | 1,590   | 25,126    | SH |
| UNIONBANCAL CORP            | COM           | 908906100 | 39,823  | 850,000   | SH |
| UNIT CORP                   | COM           | 909218109 | 399     | 23,000    | SH |
| UNITED AUTO GROUP INC       | COM           | 909440109 | 6,406   | 306,500   | SH |
| UNITED PARCEL SERVICE INC   | CL B          | 911312106 | 8,488   | 137,450   | SH |
| UNOCAL CORP                 | COM           | 915289102 | 317     | 8,570     | SH |
| UNOCAL CORP                 | COM           | 915289102 | 32,378  | 876,500   | SH |
| UROLOGIX INC                | COM           | 917273104 | 26,773  | 2,122,300 | SH |
| UTSTARCOM INC               | COM           | 918076100 | 1,447   | 71,800    | SH |
| VAIL RESORTS INC            | COM           | 91879Q109 | 9,768   | 571,200   | SH |
| VALASSIS COMMUNICATIONS INC | COM           | 918866104 | 4,563   | 125,000   | SH |
| VERITAS SOFTWARE CO         | COM           | 923436109 | 18,553  | 937,750   | SH |
| VERIZON COMMUNICATIONS      | COM           | 92343V104 | 1,687   | 42,021    | SH |
| VERIZON COMMUNICATIONS      | COM           | 92343V104 | 1,947   | 48,500    | SH |
| VIACOM INC                  | CL A          | 925524100 | 1       | 30        | SH |
| VIACOM INC                  | CL B          | 925524308 | 125     | 2,817     | SH |
| VIACOM INC                  | CL B          | 925524308 | 134,913 | 3,040,642 | SH |
| VISX INC DEL                | COM           | 92844S105 | 51,909  | 4,762,300 | SH |
| VODAFONE GROUP PLC NEW      | SPONSORED ADR | 92857W100 | 188     | 13,775    | SH |
| VODAFONE GROUP PLC NEW      | SPONSORED ADR | 92857W100 | 95,384  | 6,987,850 | SH |
| VORNADO RLTY TR             | SH BEN IVT    | 929042109 | 2,598   | 56,225    | SH |
| VORNADO RLTY TR             | SH BEN IVT    | 929042109 | 2,864   | 62,000    | SH |

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VOTING AUTHORITY

| NAME OF ISSUE               | (SHARES)  |            |          |
|-----------------------------|-----------|------------|----------|
|                             | (A) SOLE  | (B) SHARED | (C) NONE |
| TEXAS BIOTECHNOLOGY CORP    | 40,100    |            |          |
| TEXAS INSTRS INC            | 136,350   |            |          |
| TEXAS INSTRS INC            | 1,789,500 |            |          |
| TEXAS REGL BANCSHARES INC   | 30,000    |            |          |
| 3M CO                       | 550       |            |          |
| 3M CO                       | 63,700    |            |          |
| TOTAL FINA ELF S A          | 11,803    |            |          |
| TOTAL FINA ELF S A          | 11,600    |            |          |
| TOTAL SYS SVCS INC          | 619,300   |            |          |
| TOYS R US INC               | 423,700   |            |          |
| TRANSACTION SYS ARCHITECTS  | 1,837,500 |            |          |
| TRANSKARYOTIC THERAPIES INC | 1,727,550 |            |          |
| TRAVELERS PPTY CAS CORP NEW | 1,700,000 |            |          |
| TUESDAY MORNING CORP        | 385,500   |            |          |
| TYCO INTL LTD NEW           | 23,426    |            |          |
| UST INC                     | 50,000    |            |          |
| US BANCORP DEL              | 11,948    |            |          |



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|                             |           |
|-----------------------------|-----------|
| US BANCORP DEL              | 8,835,850 |
| ULTIMATE ELECTRS INC        | 367,000   |
| ULTRA PETE CORP             | 111,750   |
| UNILEVER N V                | 9,800     |
| UNION PAC CORP              | 25,126    |
| UNIONBANCAL CORP            | 850,000   |
| UNIT CORP                   | 23,000    |
| UNITED AUTO GROUP INC       | 306,500   |
| UNITED PARCEL SERVICE INC   | 137,450   |
| UNOCAL CORP                 | 8,570     |
| UNOCAL CORP                 | 876,500   |
| UROLOGIX INC                | 2,122,300 |
| UTSTARCOM INC               | 71,800    |
| VAIL RESORTS INC            | 571,200   |
| VALASSIS COMMUNICATIONS INC | 125,000   |
| VERITAS SOFTWARE CO         | 937,750   |
| VERIZON COMMUNICATIONS      | 42,021    |
| VERIZON COMMUNICATIONS      | 48,500    |
| VIACOM INC                  | 30        |
| VIACOM INC                  | 2,817     |
| VIACOM INC                  | 3,040,642 |
| VISX INC DEL                | 4,762,300 |
| VODAFONE GROUP PLC NEW      | 13,775    |
| VODAFONE GROUP PLC NEW      | 6,987,850 |
| VORNADO RLTY TR             | 56,225    |
| VORNADO RLTY TR             | 62,000    |

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| 06/30/2002                   |                |              |                   |                          |        |
|------------------------------|----------------|--------------|-------------------|--------------------------|--------|
| ITEM 1                       | ITEM 2         | ITEM 3       | ITEM 4            | ITEM 5                   |        |
| NAME OF ISSUE                | TITLE OF CLASS | CUSIP NUMBER | FAIR MARKET VALUE | SHARES/ PRINCIPAL AMOUNT | SH/PRN |
| WACHOVIA CORP 2ND NEW        | COM            | 929903102    | 481               | 12,600                   | SH     |
| WAL MART STORES INC          | COM            | 931142103    | 325               | 5,915                    | SH     |
| WAL MART STORES INC          | COM            | 931142103    | 27,703            | 503,600                  | SH     |
| WASHINGTON MUT INC           | COM            | 939322103    | 22,266            | 600,000                  | SH     |
| WASHINGTON POST CO           | CL B           | 939640108    | 2,671             | 4,900                    | SH     |
| WELLPOINT HEALTH NETWORK NEW | COM            | 94973H108    | 615               | 7,900                    | SH     |
| WELLS FARGO & CO NEW         | COM            | 949746101    | 26,727            | 533,890                  | SH     |
| WELLS FARGO & CO NEW         | COM            | 949746101    | 210,124           | 4,197,450                | SH     |
| WENDYS INTL INC              | COM            | 950590109    | 20                | 500                      | SH     |
| WENDYS INTL INC              | COM            | 950590109    | 94,487            | 2,372,250                | SH     |
| WESTERN GAS RES INC          | COM            | 958259103    | 7,229             | 193,300                  | SH     |
| WHITNEY HLDG CORP            | COM            | 966612103    | 640               | 20,812                   | SH     |
| WISCONSIN ENERGY CORP        | COM            | 976657106    | 227               | 9,000                    | SH     |
| WRIGHT MED GROUP INC         | COM            | 98235T107    | 355               | 17,600                   | SH     |
| WYETH                        | COM            | 983024100    | 22,514            | 439,723                  | SH     |
| WYETH                        | COM            | 983024100    | 267,575           | 5,226,071                | SH     |
| XILINX INC                   | COM            | 983919101    | 4,487             | 200,000                  | SH     |
| ZIMMER HLDGS INC             | COM            | 98956P102    | 206               | 5,768                    | SH     |
| AMDOCS LTD                   | ORD            | G02602103    | 1,375             | 182,155                  | SH     |
| AMDOCS LTD                   | ORD            | G02602103    | 491               | 65,000                   | SH     |
| ACCENTURE LTD BERMUDA        | CL A           | G1150G111    | 40,101            | 2,110,600                | SH     |
| EVEREST RE GROUP LTD         | COM            | G3223R108    | 13,887            | 248,200                  | SH     |

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| Company Name               | Symbol  | CUSIP     | Shares     | Value       | Category |
|----------------------------|---------|-----------|------------|-------------|----------|
| GARMIN LTD                 | ORD     | G37260109 | 15,632     | 708,450     | SH       |
| GLOBALSANTAFE CORP         | SHS     | G3930E101 | 2,055      | 75,147      | SH       |
| INGERSOLL-RAND COMPANY LTD | CL A    | G4776G101 | 8,625      | 188,900     | SH       |
| TRANSOCEAN SEDCO FOREX INC | ORD     | G90078109 | 3          | 96          | SH       |
| TRANSOCEAN SEDCO FOREX INC | ORD     | G90078109 | 103,876    | 3,334,703   | SH       |
| ALCON INC                  | COM SHS | H01301102 | 61,425     | 1,793,425   | SH       |
| ASM LITHOGRAPHY HLDG N V   | N Y SHS | N07059111 | 8,338      | 551,830     | SH       |
|                            |         |           | -----      | -----       |          |
|                            |         |           | 17,351,415 | 610,909,775 |          |

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VOTING AUTHORITY  
(SHARES)

| NAME OF ISSUE                | (A) SOLE  | VOTING AUTHORITY |          |
|------------------------------|-----------|------------------|----------|
|                              |           | (B) SHARED       | (C) NONE |
| WACHOVIA CORP 2ND NEW        | 12,600    |                  |          |
| WAL MART STORES INC          | 5,915     |                  |          |
| WAL MART STORES INC          | 503,600   |                  |          |
| WASHINGTON MUT INC           | 600,000   |                  |          |
| WASHINGTON POST CO           | 4,900     |                  |          |
| WELLPOINT HEALTH NETWORK NEW | 7,900     |                  |          |
| WELLS FARGO & CO NEW         | 533,890   |                  |          |
| WELLS FARGO & CO NEW         | 4,197,450 |                  |          |
| WENDYS INTL INC              | 500       |                  |          |
| WENDYS INTL INC              | 2,372,250 |                  |          |
| WESTERN GAS RES INC          | 193,300   |                  |          |
| WHITNEY HLDG CORP            | 20,812    |                  |          |
| WISCONSIN ENERGY CORP        | 9,000     |                  |          |
| WRIGHT MED GROUP INC         | 17,600    |                  |          |
| WYETH                        | 439,723   |                  |          |
| WYETH                        | 5,226,071 |                  |          |
| XILINX INC                   | 200,000   |                  |          |
| ZIMMER HLDGS INC             | 5,768     |                  |          |
| AMDOCS LTD                   | 182,155   |                  |          |
| AMDOCS LTD                   | 65,000    |                  |          |
| ACCENTURE LTD BERMUDA        | 2,110,600 |                  |          |
| EVEREST RE GROUP LTD         | 248,200   |                  |          |
| GARMIN LTD                   | 708,450   |                  |          |
| GLOBALSANTAFE CORP           | 75,147    |                  |          |
| INGERSOLL-RAND COMPANY LTD   | 188,900   |                  |          |
| TRANSOCEAN SEDCO FOREX INC   | 96        |                  |          |
| TRANSOCEAN SEDCO FOREX INC   | 3,334,703 |                  |          |
| ALCON INC                    | 1,793,425 |                  |          |
| ASM LITHOGRAPHY HLDG N V     | 551,830   |                  |          |