NON-PUBLIC 13FCON P 12/21/04

02071027

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

RECD S.E.C.
FEB 13 2002
1086

Form 13F

Form 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: December 31, 2001

Check here if Amendment [ ]; Amendment Number: ____
This Amendment (Check only one.): [ ] is a restatement.
[ ] adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name: D. E. Shaw & Co., Inc. (see notes 1, 2 and 3)
Address: 120 West 45th Street, 39th Floor
New York, NY 10036

Form 13F File Number: 28-5396

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.

Person Signing this Report on Behalf of Reporting Manager:

CONFIDENTIAL TREATMENT DENIED

Name: Stuart Steckler
Title: Attorney-In-Fact
Phone: (212) 478-0000

Signature, Place, and Date of Signing:

PROCESSED
FEB 04 2005
THOMSON FINANCIAL

[Signature]	New York, NY	February 1, 2002
	[City, State]	[Date]

Report Type (Check only one.):

[X] 13F HOLDINGS REPORT. (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 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: 1

Form 13F Information Table Entry Total: 1794

Form 13F Information Table Value Total: $6,866,929
(thousands) (see Note 4)

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	28-5394	D. E. Shaw & Co., L.P. (see notes 2 and 3)

Form 13F

NOTES

1. D. E. Shaw & Co., Inc. disclaims status as an institutional investment manager and makes this filing in its capacity as the parent entity of investment advisers.

2. D. E. Shaw & Co., Inc. or its subsidiaries ("D. E. Shaw") are general partners or members of various entities and therefore may exercise investment discretion for them. D. E. Shaw disclaims that it exercises investment discretion for certain of such entities, but includes the holdings of all such subentities in this form.

3. D. E. Shaw & Co., Inc. or its subsidiaries ("D. E. Shaw") are general partners or members of various entities and therefore may exercise voting discretion for them. D. E. Shaw disclaims that it exercises voting discretion for certain of such entities, but includes the holdings of all such subentities in this form.

4. The holdings above represent only those holdings we wish to keep confidential, all other holdings are reported on the Edgar filing.

POWER OF ATTORNEY
FOR CERTAIN FILINGS
UNDER THE SECURITIES EXCHANGE ACT OF 1934

I, David E. Shaw, hereby make, constitute and appoint each of:

Lou Salkind and

Stu Steckler,

acting individually, as my agent and attorney-in-fact, with full power of substitution, for the purpose of, from time to time, executing in my name and/or my capacity as President of D. E. Shaw & Co., Inc. (acting for itself or as the general partner or managing member of D. E. Shaw & Co., L. P., D.E. Shaw Development, L.P., D. E. Shaw & Co., L.L.C., D. E. Shaw Development, L.L.C., or Attenuon, L.L.C.) all documents, certificates, instruments, statement, other filings and amendments to the forgoing (collectively, "documents") determined by such person to be necessary or appropriate to comply with ownership or control-person reporting requirements imposed by any United States or non-United States governmental or regulatory authority, including without limitation Forms 3, 4, 5, 13D, 13F and 13G required to be filed with the Securities and Exchange Commission; and delivering, furnishing or filing any such documents with the appropriate governmental or regulatory authority. Any such determination shall be conclusively evidenced by such person's execution and delivery, furnishing or filing of the applicable document.

This power of attorney shall be valid from the date hereof and replaces the power granted on January 14, 1997, which is hereby cancelled.

IN WITNESS HEREOF, I have executed this instrument as of the date set forth below.

Date: February 5, 2001

DAVID E. SHAW
/s/David E. Shaw
New York, New York

Name of Issuer	Title of Class	CUSIP Number	Fair Market Value (Rounded to nearest $1000	Shares or Principal Amount	Investment Discretion (note #2)	Managers	Voting Authority (Shares) (note #3)
A D C TELECOMMUNICATIONS	COM	000886 10 1	662,000	144,011	b	1	a(144,011 shares)
ABN AMRO HLDG NV	SPONSORED ADR	000937 10 2	783,000	48,100	b	1	a(48,100 shares)
ABM INDS INC	COM	000957 10 0	376,000	12,000	b	1	a(12,000 shares)
ACT MFG INC	COM	000973 10 7	7,000	20,800	b	1	a(20,800 shares)
AFLAC INC	COM	001055 10 2	5,713,000	232,600	b	1	a(232,600 shares)
AES CORP	COM	00130H 10 5	234,000	14,300	b	1	a(14,300 shares)
AMC ENTMT INC	COM	001669 10 0	193,000	16,100	b	1	a(16,100 shares)
AMR CORP	COM	001765 10 6	5,230,000	235,900	b	1	a(235,900 shares)
AOL TIME WARNER INC	COM	00184A 10 5	48,129,000	1,499,333	b	1	a(1,499,333 shares)
AOL TIME WARNER INC	COM	00184A 10 5	12,840,000	400,000 C	b	1	a(400,000 shares)
AT&T CORP	COM	001957 10 9	700,000	38,600	b	1	a(38,600 shares)
AT&T CORP	COM	001957 10 9	1,814,000	100,000 P	b	1	a(100,000 shares)
AT & T CDA INC	DEPS RCPT CL B	00207Q 20 2	475,000	15,700	b	1	a(15,700 shares)
AT&T WIRELESS SVCS INC	COM	00209A 10 6	11,404,000	793,603	b	1	a(793,603 shares)
AT&T WIRELESS SVCS INC	COM	00209A 10 6	3,532,000	245,800 C	b	1	a(245,800 shares)
ABIOMED INC	COM	003654 10 0	873,000	55,200	b	1	a(55,200 shares)
ACACIA RESH CORP	COM	003881 10 9	199,000	17,977	b	1	a(17,977 shares)
ACCREDO HEALTH INC	COM	00437V 10 4	397,000	10,000 C	b	1	a(10,000 shares)
ACTIVISION INC NEW	COM NEW	004930 20 2	5,855,000	225,120	b	1	a(225,120 shares)
ACTION PERFORMANCE COS INC	COM	004933 10 7	2,757,000	90,063	b	1	a(90,063 shares)
ACTERNA CORP	COM	00503U 10 5	67,000	16,900	b	1	a(16,900 shares)
ACTRADE FINL TECHNOLOGIES LTD	COM	00507P 10 2	209,000	7,100	b	1	a(7,100 shares)
ACUITY BRANDS INC	COM	00508Y 10 2	3,346,000	276,500	b	1	a(276,500 shares)
ACXIOM CORP	COM	005125 10 9	349,000	20,000 P	b	1	a(20,000 shares)
ADELPHIA BUSINESS SOLUTIONS	CL A	006847 10 7	21,000	36,700	b	1	a(36,700 shares)
ADMINISTAFF INC	COM	007094 10 5	1,612,000	58,800	b	1	a(58,800 shares)
ADVANCED AUTO PARTS INC	COM	00751Y 10 6	863,000	17,342	b	1	a(17,342 shares)
ADVANCED FIBRE COMMUNICATIONS	COM	00754A 10 5	658,000	37,230	b	1	a(37,230 shares)

CONFIDENTIAL TREATEMENT HAS BEEN REQUESTED Page Total 109,298,000

Name of Issuer	Title of Class	CUSIP Number	Fair Market Value (Rounded to nearest $1000	Shares or Principal Amount	Investment Discretion (note #2)	Managers	Voting Authority (Shares) (note #3)
ADVANCED MICRO DEVICES INC	COM	007903 10 7	476,000	30,000 C	b	1	a(30,000 shares)
ADVANCEPCS	COM	00790K 10 9	1,638,000	55,800	b	1	a(55,800 shares)
ADVANCEPCS	COM	00790K 10 9	6,428,000	219,000 C	b	1	a(219,000 shares)
ADVANCEPCS	COM	00790K 10 9	2,642,000	90,000 P	b	1	a(90,000 shares)
AEGON N V	ORD AMER REG	007924 10 3	294,000	11,000	b	1	a(11,000 shares)
ADVANCED ENERGY INDS	SB NT CV 144A 0	007973 AB 6	5,063,000	4,500,000	b	1	a(4,500,000 shares)
ADVENT SOFTWARE INC	COM	007974 10 8	991,000	19,843	b	1	a(19,843 shares)
ADVENT SOFTWARE INC	COM	007974 10 8	1,748,000	35,000 C	b	1	a(35,000 shares)
AES TR III	PFD CV 6.75%	00808N 20 2	8,968,000	267,200	b	1	a(267,200 shares)
AFFILIATED COMPUTER SERVICES	CL A	008190 10 0	3,990,000	37,600	b	1	a(37,600 shares)
AFFILIATED COMPUTER SERVICES	CL A	008190 10 0	14,328,000	135,000 C	b	1	a(135,000 shares)
AFFILIATED COMPUTER SERVICES	CL A	008190 10 0	23,667,000	223,000 P	b	1	a(223,000 shares)
AFFILIATED MANAGERS GROUP	COM	008252 10 8	2,340,000	33,200	b	1	a(33,200 shares)
AFFILIATED MANAGERS GROUP	COM	008252 10 8	4,370,000	62,000 C	b	1	a(62,000 shares)
AFFILIATED MANAGERS GROUP	COM	008252 10 8	2,396,000	34,000 P	b	1	a(34,000 shares)
AFFILIATED MANAGERS GROUP	LYON ZERO 2	008252 AC 2	4,888,000	5,000,000	b	1	a(5,000,000 shares)
AFFILIATED MANAGERS GROUP	LYON ZERO 144A2	008252 AA 6	8,776,000	9,000,000	b	1	a(9,000,000 shares)
AFFYMETRIX INC	COM	00826T 10 8	1,333,000	35,300	b	1	a(35,300 shares)
AGILENT TECHNOLOGIES INC	SR DEB CV 144A2	00846U AA 9	11,138,000	10,000,000	b	1	a(10,000,000 shares)
AGNICO EAGLE MINES LTD	COM	008474 10 8	451,000	45,700	b	1	a(45,700 shares)
AIR PRODS & CHEMS INC	COM	009158 10 6	1,862,000	39,700	b	1	a(39,700 shares)
AIRGAS INC	COM	009363 10 2	777,000	51,400	b	1	a(51,400 shares)
AIRGATE PCS INC	COM	009367 10 3	3,549,000	77,907	b	1	a(77,907 shares)
AIRGATE PCS INC	COM	009367 10 3	911,000	20,000 C	b	1	a(20,000 shares)
AIRGATE PCS INC	COM	009367 10 3	683,000	15,000 P	b	1	a(15,000 shares)
AKAMAI TECHNOLOGIES INC	COM	00971T 10 1	991,000	166,850	b	1	a(166,850 shares)
AKSYS LTD	COM	010196 10 3	137,000	29,451	b	1	a(29,451 shares)
ALAMOSA HLDGS INC	COM	011589 10 8	323,000	27,100	b	1	a(27,100 shares)

CONFIDENTIAL TREATEMENT HAS BEEN REQUESTED

Page Total 115,158,000

Name of Issuer	Title of Class	CUSIP Number	Fair Market Value (Rounded to nearest $1000	Shares or Principal Amount	Investment Discretion (note #2)	Managers	Voting Authority (Shares) (note #3)
ALASKA AIR GROUP INC	COM	011659 10 9	742,000	25,500	b	1	a(25,500 shares)
ALASKA AIR GROUP INC	COM	011659 10 9	9,487,000	326,000 C	b	1	a(326,000 shares)
ALASKA AIR GROUP INC	COM	011659 10 9	1,310,000	45,000 P	b	1	a(45,000 shares)
ALBANY MOLECULAR RESH INC	COM	012423 10 9	689,000	26,000	b	1	a(26,000 shares)
ALBERTA ENERGY LTD	COM	012873 10 5	601,000	15,900	b	1	a(15,900 shares)
ALBERTO CULVER CO	CL B CONV	013068 10 1	246,000	5,500	b	1	a(5,500 shares)
ALBERTSONS INC	COM	013104 10 4	2,374,000	75,400	b	1	a(75,400 shares)
ALEXION PHARMACEUTICALS INC	COM	015351 10 9	829,000	33,900	b	1	a(33,900 shares)
ALIGN TECHNOLOGY INC	COM	016255 10 1	95,000	21,100	b	1	a(21,100 shares)
ALKERMES INC	COM	01642T 10 8	2,731,000	103,600	b	1	a(103,600 shares)
ALLEGHENY ENERGY INC	COM	017361 10 6	7,885,000	217,700	b	1	a(217,700 shares)
ALLEGHENY TECHNOLOGIES INC	COM	01741R 10 2	1,826,000	109,000	b	1	a(109,000 shares)
ALLEGIANCE TELECOM INC	COM	01747T 10 2	423,000	51,000	b	1	a(51,000 shares)
ALLERGAN INC	COM	018490 10 2	2,019,000	26,900	b	1	a(26,900 shares)
ALLIANCE PHARMACEUTICAL CORP	COM NEW	018773 30 9	43,000	12,600	b	1	a(12,600 shares)
ALLIANCE SEMICONDUCTOR CORP	COM	01877H 10 0	240,000	19,900	b	1	a(19,900 shares)
ALLIANT TECHSYSTEMS INC	COM	018804 10 4	6,689,000	86,650	b	1	a(86,650 shares)
ALLIANT TECHSYSTEMS INC	COM	018804 10 4	9,264,000	120,000 C	b	1	a(120,000 shares)
ALLIANT TECHSYSTEMS INC	COM	018804 10 4	9,225,000	119,500 P	b	1	a(119,500 shares)
ALLMERICA FINL CORP	COM	019754 10 0	1,296,000	29,100	b	1	a(29,100 shares)
ALLMERICA FINL CORP	COM	019754 10 0	446,000	10,000 C	b	1	a(10,000 shares)
ALLMERICA FINL CORP	COM	019754 10 0	1,648,000	37,000 P	b	1	a(37,000 shares)
ALLTEL CORP	COM	020039 10 3	228,000	3,700	b	1	a(3,700 shares)
ALPHA INDS INC	COM	020753 10 9	7,390,000	339,000	b	1	a(339,000 shares)
ALPHA INDS INC	COM	020753 10 9	1,308,000	60,000 C	b	1	a(60,000 shares)
ALPHARMA INC	CL A	020813 10 1	397,000	15,000 C	b	1	a(15,000 shares)
ALPHARMA INC	CL A	020813 10 1	265,000	10,000 P	b	1	a(10,000 shares)
ALPHARMA INC	SR SB NT CV 3%0	020813 AD 3	9,084,000	8,682,000	b	1	a(8,682,000 shares)

CONFIDENTIAL TREATEMENT HAS BEEN REQUESTED

Page Total 78,780,000

Name of Issuer	Title of Class	CUSIP Number	Fair Market Value (Rounded to nearest $1000	Shares or Principal Amount	Investment Discretion (note #2)	Managers	Voting Authority (Shares) (note #3)
ALTERA CORP	COM	021441 10 0	4,741,000	223,443	b	1	a(223,443 shares)
AMAZON COM INC	COM	023135 10 6	3,341,000	308,790	b	1	a(308,790 shares)
AMBAC FINL GROUP INC	COM	023139 10 8	1,036,000	17,900	b	1	a(17,900 shares)
AMBAC FINL GROUP INC	COM	023139 10 8	289,000	5,000 C	b	1	a(5,000 shares)
AMERADA HESS CORP	COM	023551 10 4	5,913,000	94,600	b	1	a(94,600 shares)
AMERICA MOVIL S A DE C V	SPON ADR L SHS	02364W 10 5	6,947,000	356,600	b	1	a(356,600 shares)
AMERICAN ELEC PWR INC	COM	025537 10 1	1,284,000	29,500	b	1	a(29,500 shares)
AMERICAN EAGLE OUTFITTERS NEW	COM	02553E 10 6	1,660,000	63,441	b	1	a(63,441 shares)
AMERICAN FINL GROUP INC OHIO	COM	025932 10 4	344,000	14,000	b	1	a(14,000 shares)
AMERICAN HOME PRODS CORP	COM	026609 10 7	202,000	3,300	b	1	a(3,300 shares)
AMERICAN INTL GROUP INC	COM	026874 10 7	17,649,000	222,276	b	1	a(222,276 shares)
AMERICAN INTL GROUP INC	COM	026874 10 7	13,498,000	170,000 C	b	1	a(170,000 shares)
AMERICAN INTL GROUP INC	COM	026874 10 7	3,970,000	50,000 P	b	1	a(50,000 shares)
AMERICAN ITALIAN PASTA CO	CL A	027070 10 1	1,391,000	33,100	b	1	a(33,100 shares)
AMERICAN ITALIAN PASTA CO	CL A	027070 10 1	210,000	5,000 P	b	1	a(5,000 shares)
AMERICAN STD COS INC DEL	COM	029712 10 6	5,336,000	78,200	b	1	a(78,200 shares)
AMERICAN STD COS INC DEL	COM	029712 10 6	6,311,000	92,500 C	b	1	a(92,500 shares)
AMERICAN STD COS INC DEL	COM	029712 10 6	9,040,000	132,500 P	b	1	a(132,500 shares)
AMERICREDIT CORP	COM	03060R 10 1	1,918,000	60,800	b	1	a(60,800 shares)
AMERICREDIT CORP	COM	03060R 10 1	1,262,000	40,000 C	b	1	a(40,000 shares)
AMERIPATH INC	COM	03071D 10 9	480,000	15,000 C	b	1	a(15,000 shares)
AMERIPATH INC	COM	03071D 10 9	416,000	13,000 P	b	1	a(13,000 shares)
AMERITRADE HLDG CORP	CL A	03072H 10 9	266,000	45,000	b	1	a(45,000 shares)
AMERISOURCEBERGEN CORP	COM	03073E 10 5	6,664,000	104,859	b	1	a(104,859 shares)
AMERISOURCEBERGEN CORP	COM	03073E 10 5	18,874,000	297,000 C	b	1	a(297,000 shares)
AMERISOURCEBERGEN CORP	COM	03073E 10 5	13,028,000	205,000 P	b	1	a(205,000 shares)
AMGEN INC	COM	031162 10 0	3,748,000	66,400	b	1	a(66,400 shares)
AMKOR TECHNOLOGY INC	COM	031652 10 0	986,000	61,500	b	1	a(61,500 shares)
		Page Total	130,804,000				

CONFIDENTIAL TREATEMENT HAS BEEN REQUESTED

Name of Issuer	Title of Class	CUSIP Number	Fair Market Value (Rounded to nearest $1000	Shares or Principal Amount		Investment Discretion (note #2)	Managers	Voting Authority (Shares) (note #3)	
AMPHENOL CORP NEW	CL A	032095 10 1	2,883,000	60,000	C	b	1	a(	60,000 shares)
AMYLIN PHARMACEUTICALS INC	COM	032346 10 8	818,000	89,535		b	1	a(	89,535 shares)
ANADARKO PETE CORP	COM	032511 10 7	20,865,000	367,027		b	1	a(	367,027 shares)
ANALOG DEVICES INC	COM	032654 10 5	1,722,000	38,800		b	1	a(	38,800 shares)
ANCHOR GAMING	COM	033037 10 2	2,439,000	34,700		b	1	a(	34,700 shares)
ANDREW CORP	COM	034425 10 8	648,000	29,600		b	1	a(	29,600 shares)
ANDRX GROUP	COM	034553 10 7	1,556,000	22,100		b	1	a(	22,100 shares)
ANDRX GROUP	COM	034553 10 7	704,000	10,000	C	b	1	a(	10,000 shares)
ANDRX GROUP	COM	034553 10 7	704,000	10,000	P	b	1	a(	10,000 shares)
ANIXTER INTL INC	COM	035290 10 5	653,000	22,500	C	b	1	a(	22,500 shares)
ANNTAYLOR STORES CORP	COM	036115 10 3	420,000	12,000	C	b	1	a(	12,000 shares)
ANNTAYLOR STORES CORP	COM	036115 10 3	1,050,000	30,000	P	b	1	a(	30,000 shares)
AON CORP	COM	037389 10 3	4,948,000	139,300		b	1	a(	139,300 shares)
AON CORP	COM	037389 10 3	2,593,000	73,000	C	b	1	a(	73,000 shares)
AON CORP	COM	037389 10 3	2,309,000	65,000	P	b	1	a(	65,000 shares)
APACHE CORP	COM	037411 10 5	6,729,000	134,900		b	1	a(	134,900 shares)
APACHE CORP	COM	037411 10 5	1,496,000	30,000	P	b	1	a(	30,000 shares)
APOLLO GROUP INC	CL A	037604 10 5	1,935,000	43,000	C	b	1	a(	43,000 shares)
APOGENT TECHNOLOGIES INC	COM	03760A 10 1	266,000	10,300		b	1	a(	10,300 shares)
APPLE COMPUTER INC	COM	037833 10 0	786,000	35,900		b	1	a(	35,900 shares)
APPLE COMPUTER INC	COM	037833 10 0	2,628,000	120,000	C	b	1	a(	120,000 shares)
APPLEBEES INTL INC	COM	037899 10 1	12,227,000	357,500	C	b	1	a(	357,500 shares)
APPLERA CORP	COM AP BIO GRP	038020 10 3	271,000	6,900		b	1	a(	6,900 shares)
APPLERA CORP	COM CE GEN GRP	038020 20 2	3,265,000	122,320		b	1	a(	122,320 shares)
APPLIED FILMS CORP	COM	038197 10 9	469,000	15,000	C	b	1	a(	15,000 shares)
APPLIED MATLS INC	COM	038222 10 5	34,085,000	850,000	C	b	1	a(	850,000 shares)
APPLIED MATLS INC	COM	038222 10 5	3,609,000	90,000	P	b	1	a(	90,000 shares)
APPLIED MICRO CIRCUITS CORP	COM	03822W 10 9	962,000	84,975		b	1	a(	84,975 shares)

CONFIDENTIAL TREATEMENT HAS BEEN REQUESTED Page Total 113,040,000

Name of Issuer	Title of Class	CUSIP Number	Fair Market Value (Rounded to nearest $1000	Shares or Principal Amount	Investment Discretion (note #2)	Managers	Voting Authority (Shares) (note #3)
AQUILA INC DEL	CL A	03840J 10 6	4,492,000	262,700	b	1	a(262,700 shares)
ARBITRON INC	COM	03875Q 10 8	403,000	11,800	b	1	a(11,800 shares)
ARCHER DANIELS MIDLAND CO	COM	039483 10 2	2,829,000	197,160	b	1	a(197,160 shares)
ARGOSY GAMING CO	COM	040228 10 8	3,802,000	116,900	b	1	a(116,900 shares)
ARGOSY GAMING CO	COM	040228 10 8	3,659,000	112,500 C	b	1	a(112,500 shares)
ARGOSY GAMING CO	COM	040228 10 8	650,000	20,000 P	b	1	a(20,000 shares)
ARIAD PHARMACEUTICALS INC	COM	04033A 10 0	59,000	11,000	b	1	a(11,000 shares)
ARIBA INC	COM	04033V 10 4	103,000	16,700	b	1	a(16,700 shares)
ARMOR HOLDINGS INC	COM	042260 10 9	1,430,000	53,000 C	b	1	a(53,000 shares)
ARMOR HOLDINGS INC	COM	042260 10 9	1,066,000	39,500 P	b	1	a(39,500 shares)
ARRIS GROUP INC	COM	04269Q 10 0	352,000	36,100	b	1	a(36,100 shares)
ARTHROCARE CORP	COM	043136 10 0	204,000	11,400	b	1	a(11,400 shares)
ASCENTIAL SOFTWARE CORP	COM	04362P 10 8	376,000	92,957	b	1	a(92,957 shares)
ASHLAND INC	COM	044204 10 5	230,000	5,000 P	b	1	a(5,000 shares)
ASPECT COMMUNICATIONS CORP	COM	04523Q 10 2	120,000	30,950	b	1	a(30,950 shares)
ASSOCIATED BANC CORP	COM	045487 10 5	240,000	6,800	b	1	a(6,800 shares)
ASTORIA FINL CORP	COM	046265 10 4	10,530,000	397,962	b	1	a(397,962 shares)
ASTORIA FINL CORP	COM	046265 10 4	3,175,000	120,000 C	b	1	a(120,000 shares)
ASTORIA FINL CORP	COM	046265 10 4	4,763,000	180,000 P	b	1	a(180,000 shares)
ASTRAZENECA PLC	SPONSORED ADR	046353 10 8	3,616,000	77,600	b	1	a(77,600 shares)
ATLANTIC COAST AIRLINES HLDGS	COM	048396 10 5	498,000	21,370	b	1	a(21,370 shares)
ATMEL CORP	COM	049513 10 4	1,638,000	222,200	b	1	a(222,200 shares)
AUSPEX SYS INC	COM	052116 10 0	177,000	98,400	b	1	a(98,400 shares)
AUTODESK INC	COM	052769 10 6	1,849,000	49,621	b	1	a(49,621 shares)
AUTOMATIC DATA PROCESSING INC	COM	053015 10 3	2,945,000	50,000 C	b	1	a(50,000 shares)
AUTOMATIC DATA PROCESSING INC	COM	053015 10 3	1,178,000	20,000 P	b	1	a(20,000 shares)
AUTOZONE INC	COM	053332 10 2	17,232,000	240,000 C	b	1	a(240,000 shares)
AUTOZONE INC	COM	053332 10 2	20,104,000	280,000 P	b	1	a(280,000 shares)

CONFIDENTIAL TREATEMENT HAS BEEN REQUESTED Page Total 87,720,000

Name of Issuer	Title of Class	CUSIP Number	Fair Market Value (Rounded to nearest $1000	Shares or Principal Amount	Investment Discretion (note #2)	Managers	Voting Authority (Shares) (note #3)
AVANT CORP	COM	053487 10 4	324,000	15,800	b	1	a(15,800 shares)
AVANIR PHARMACEUTICALS	CL A	05348P 10 4	83,000	19,500	b	1	a(19,500 shares)
AVANEX CORP	COM	05348W 10 9	125,000	21,154	b	1	a(21,154 shares)
AVAYA INC	LYON 10/31/2	053499 AA 7	15,695,000	29,000,000	b	1	a(29,000,000 shares)
AVENTIS	SPONSORED ADR	053561 10 6	1,803,000	25,400	b	1	a(25,400 shares)
AVERY DENNISON CORP	COM	053611 10 9	283,000	5,000 P	b	1	a(5,000 shares)
AVICI SYS INC	COM	05367L 10 9	35,000	12,100	b	1	a(12,100 shares)
AVIGEN INC	COM	053690 10 3	407,000	35,400	b	1	a(35,400 shares)
AVIRON	COM	053762 10 0	2,606,000	52,400	b	1	a(52,400 shares)
AVIRON	COM	053762 10 0	1,492,000	30,000 C	b	1	a(30,000 shares)
AVNET INC	COM	053807 10 3	1,928,000	75,700	b	1	a(75,700 shares)
AVON PRODS INC	COM	054303 10 2	6,654,000	143,100	b	1	a(143,100 shares)
AXA	SPONSORED ADR	054536 10 7	1,158,000	55,100	b	1	a(55,100 shares)
AXCELIS TECHNOLOGIES INC	COM	054540 10 9	220,000	17,102	b	1	a(17,102 shares)
B A S F A G	SPONSORED ADR	055262 50 5	815,000	21,500	b	1	a(21,500 shares)
BCE INC	COM	05534B 10 9	1,221,000	54,000	b	1	a(54,000 shares)
BISYS GROUP INC	COM	055472 10 4	640,000	10,000 C	b	1	a(10,000 shares)
BISYS GROUP INC	COM	055472 10 4	320,000	5,000 P	b	1	a(5,000 shares)
BJ SVCS CO	COM	055482 10 3	802,000	24,700	b	1	a(24,700 shares)
BJS WHOLESALE CLUB INC	COM	05548J 10 6	6,231,000	141,300	b	1	a(141,300 shares)
BMC INDS INC MINN	COM	055607 10 5	42,000	20,500	b	1	a(20,500 shares)
BP PLC	SPONSORED ADR	055622 10 4	14,041,000	301,900	b	1	a(301,900 shares)
BT GROUP PLC	ADR	05577E 10 1	669,000	18,200	b	1	a(18,200 shares)
BMC SOFTWARE INC	COM	055921 10 0	5,651,000	345,200	b	1	a(345,200 shares)
BAKER HUGHES INC	COM	057224 10 7	2,327,000	63,800	b	1	a(63,800 shares)
BALL CORP	COM	058498 10 6	5,303,000	75,000 C	b	1	a(75,000 shares)
BALL CORP	COM	058498 10 6	9,191,000	130,000 P	b	1	a(130,000 shares)
BALLARD PWR SYS INC	COM	05858H 10 4	1,771,000	59,800	b	1	a(59,800 shares)
		Page Total	81,837,000				

Name of Issuer	Title of Class	CUSIP Number	Fair Market Value (Rounded to nearest $1000	Shares or Principal Amount	Investment Discretion (note #2)	Managers	Voting Authority (Shares) (note #3)
BALLY TOTAL FITNESS HLDG CORP	COM	05873K 10 8	360,000	16,700	b	1	a(16,700 shares)
BANK OF AMERICA CORPORATION	COM	060505 10 4	227,000	3,600	b	1	a(3,600 shares)
BANK ONE CORP	COM	06423A 10 3	1,175,000	30,100	b	1	a(30,100 shares)
BANKATLANTIC BANCORP	CL A	065908 50 1	234,000	25,500	b	1	a(25,500 shares)
BANKNORTH GROUP INC NEW	COM	06646R 10 7	225,000	10,000 P	b	1	a(10,000 shares)
BARD C R INC	COM	067383 10 9	5,560,000	86,200	b	1	a(86,200 shares)
BARNES & NOBLE INC	COM	067774 10 9	1,598,000	54,000	b	1	a(54,000 shares)
BARNES & NOBLE INC	COM	067774 10 9	2,072,000	70,000 C	b	1	a(70,000 shares)
BARNES & NOBLE INC	COM	067774 10 9	2,368,000	80,000 P	b	1	a(80,000 shares)
BARRICK GOLD CORP	COM	067901 10 8	743,000	46,580	b	1	a(46,580 shares)
BARR LABS INC	COM	068306 10 9	229,000	2,888	b	1	a(2,888 shares)
BARR LABS INC	COM	068306 10 9	13,888,000	175,000 C	b	1	a(175,000 shares)
BARR LABS INC	COM	068306 10 9	10,714,000	135,000 P	b	1	a(135,000 shares)
BARRA INC	COM	068313 10 5	254,000	5,400	b	1	a(5,400 shares)
BEA SYS INC	COM	073325 10 2	5,219,000	338,676	b	1	a(338,676 shares)
BEACON POWER CORP	COM	073677 10 6	54,000	41,469	b	1	a(41,469 shares)
BEAR STEARNS COS INC	COM	073902 10 8	3,378,000	57,600	b	1	a(57,600 shares)
BEAR STEARNS COS INC	COM	073902 10 8	3,929,000	67,000 C	b	1	a(67,000 shares)
BEAZER HOMES USA INC	COM	07556Q 10 5	776,000	10,600	b	1	a(10,600 shares)
BEBE STORES INC	COM	075571 10 9	291,000	15,600	b	1	a(15,600 shares)
BECKMAN COULTER INC	COM	075811 10 9	868,000	19,600	b	1	a(19,600 shares)
BECKMAN COULTER INC	COM	075811 10 9	222,000	5,000 C	b	1	a(5,000 shares)
BECKMAN COULTER INC	COM	075811 10 9	443,000	10,000 P	b	1	a(10,000 shares)
BECTON DICKINSON & CO	COM	075887 10 9	2,679,000	80,800	b	1	a(80,800 shares)
BED BATH & BEYOND INC	COM	075896 10 0	2,715,000	80,100	b	1	a(80,100 shares)
BEMIS INC	COM	081437 10 5	875,000	17,800	b	1	a(17,800 shares)
BEMIS INC	COM	081437 10 5	492,000	10,000 C	b	1	a(10,000 shares)
BEMIS INC	COM	081437 10 5	1,967,000	40,000 P	b	1	a(40,000 shares)
		Page Total	63,555,000				

CONFIDENTIAL TREATEMENT HAS BEEN REQUESTED

Name of Issuer	Title of Class	CUSIP Number	Fair Market Value (Rounded to nearest $1000	Shares or Principal Amount		Investment Discretion (note #2)	Managers	Voting Authority (Shares) (note #3)
BENCHMARK ELECTRS INC	COM	08160H 10 1	258,000	13,600		b	1	a(13,600 shares)
BERKLEY W R CORP	COM	084423 10 2	2,443,000	45,500		b	1	a(45,500 shares)
BERKLEY W R CORP	COM	084423 10 2	1,611,000	30,000	C	b	1	a(30,000 shares)
BERKLEY W R CORP	COM	084423 10 2	2,417,000	45,000	P	b	1	a(45,000 shares)
BEST BUY INC	COM	086516 10 1	2,979,000	40,000	C	b	1	a(40,000 shares)
BEST BUY INC	SR DEB CV 144A2	086516 AC 5	15,375,000	20,000,000		b	1	a(20,000,000 shares)
BEVERLY ENTERPRISES INC	COM NEW	087851 30 9	230,000	26,700		b	1	a(26,700 shares)
BIG LOTS INC	COM	089302 10 3	417,000	40,100		b	1	a(40,100 shares)
BIO TECHNOLOGY GEN CORP	COM	090578 10 5	96,000	11,700		b	1	a(11,700 shares)
BIOGEN INC	COM	090597 10 5	1,147,000	20,000	C	b	1	a(20,000 shares)
BIOGEN INC	COM	090597 10 5	1,147,000	20,000	P	b	1	a(20,000 shares)
BIOMET INC	COM	090613 10 0	618,000	20,000	C	b	1	a(20,000 shares)
BIOPURE CORP	CL A	09065H 10 5	333,000	23,400		b	1	a(23,400 shares)
BIOVAIL CORP	COM	09067J 10 9	827,000	14,700		b	1	a(14,700 shares)
BIOVAIL CORP	COM	09067J 10 9	2,813,000	50,000	C	b	1	a(50,000 shares)
BIOVAIL CORP	COM	09067J 10 9	5,625,000	100,000	P	b	1	a(100,000 shares)
BIOSITE INC	COM	090945 10 6	191,000	10,400		b	1	a(10,400 shares)
BIOMIRA INC	COM	09161R 10 6	156,000	37,365		b	1	a(37,365 shares)
BLACK & DECKER CORP	COM	091797 10 0	3,754,000	99,500		b	1	a(99,500 shares)
BLACK BOX CORP DEL	COM	091826 10 7	1,336,000	25,273		b	1	a(25,273 shares)
BLACK BOX CORP DEL	COM	091826 10 7	2,644,000	50,000	C	b	1	a(50,000 shares)
BLACKROCK INC	CL A	09247X 10 1	392,000	9,400		b	1	a(9,400 shares)
BLOCK H & R INC	COM	093671 10 5	367,000	8,200		b	1	a(8,200 shares)
BLOCK H & R INC	COM	093671 10 5	6,705,000	150,000	C	b	1	a(150,000 shares)
BLOCK H & R INC	COM	093671 10 5	15,198,000	340,000	P	b	1	a(340,000 shares)
BLOCKBUSTER INC	CL A	093679 10 8	1,469,000	58,300		b	1	a(58,300 shares)
BLUE MARTINI SOFTWARE INC	COM	095698 10 6	74,000	24,500		b	1	a(24,500 shares)
BOEING CO	COM	097023 10 5	12,797,000	330,000		b	1	a(330,000 shares)
CONFIDENTIAL TREATEMENT HAS BEEN REQUESTED		Page Total	83,419,000					

Name of Issuer	Title of Class	CUSIP Number	Fair Market Value (Rounded to nearest $1000	Shares or Principal Amount	Investment Discretion (note #2)	Managers	Voting Authority (Shares) (note #3)
BOEING CO	COM	097023 10 5	24,819,000	640,000 C	b	1	a(640,000 shares)
BOEING CO	COM	097023 10 5	20,166,000	520,000 P	b	1	a(520,000 shares)
BOISE CASCADE CORP	COM	097383 10 3	1,462,000	43,000	b	1	a(43,000 shares)
BORG WARNER INC	COM	099724 10 6	334,000	6,400	b	1	a(6,400 shares)
BORG WARNER INC	COM	099724 10 6	2,874,000	55,000 P	b	1	a(55,000 shares)
BOSTON SCIENTIFIC CORP	COM	101137 10 7	4,764,000	197,500	b	1	a(197,500 shares)
BOWATER INC	COM	102183 10 0	649,000	13,600	b	1	a(13,600 shares)
BRINKER INTL INC	DB CV ZERO144A2	109641 AA 8	5,060,000	8,000,000	b	1	a(8,000,000 shares)
BRISTOL MYERS SQUIBB CO	COM	110122 10 8	14,545,000	285,200	b	1	a(285,200 shares)
BROADCOM CORP	CL A	111320 10 7	3,473,000	84,755	b	1	a(84,755 shares)
BROADWING INC	COM	111620 10 0	188,000	19,800	b	1	a(19,800 shares)
BROCADE COMMUNICATIONS SYS INC	COM	111621 10 8	15,070,000	455,000 C	b	1	a(455,000 shares)
BROOKFIELD PPTYS CORP	COM	112900 10 5	787,000	45,200	b	1	a(45,200 shares)
BROOKS AUTOMATION INC	COM	11434A 10 0	838,000	20,598	b	1	a(20,598 shares)
BROOKS AUTOMATION INC	COM	11434A 10 0	1,220,000	30,000 C	b	1	a(30,000 shares)
BROOKS AUTOMATION INC	COM	11434A 10 0	1,627,000	40,000 P	b	1	a(40,000 shares)
BROWN & BROWN INC	COM	115236 10 1	1,346,000	49,300	b	1	a(49,300 shares)
BROWN FORMAN CORP	CL B	115637 20 9	551,000	8,800	b	1	a(8,800 shares)
BRUKER DALTONICS INC	COM	116795 10 5	234,000	14,300	b	1	a(14,300 shares)
BRUNSWICK CORP	COM	117043 10 9	1,817,000	83,500	b	1	a(83,500 shares)
BURLINGTON COAT FACTORY	COM	121579 10 6	193,000	11,500	b	1	a(11,500 shares)
BURLINGTON RES INC	COM	122014 10 3	3,855,000	102,700	b	1	a(102,700 shares)
BUSINESS OBJECTS S A	SPONSORED ADR	12328X 10 7	485,000	14,350	b	1	a(14,350 shares)
C&D TECHNOLOGIES INC	COM	124661 10 9	377,000	16,500	b	1	a(16,500 shares)
CBRL GROUP INC	COM	12489V 10 6	736,000	25,000 P	b	1	a(25,000 shares)
CDW COMPUTER CTRS INC	COM	125129 10 6	6,297,000	117,240	b	1	a(117,240 shares)
CEC ENTMT INC	COM	125137 10 9	521,000	12,000	b	1	a(12,000 shares)
CEC ENTMT INC	COM	125137 10 9	434,000	10,000 C	b	1	a(10,000 shares)

CONFIDENTIAL TREATEMENT HAS BEEN REQUESTED Page Total 114,722,000

Name of Issuer	Title of Class	CUSIP Number	Fair Market Value (Rounded to nearest $1000	Shares or Principal Amount		Investment Discretion (note #2)	Managers	Voting Authority (Shares) (note #3)
CEC ENTMT INC	COM	125137 10 9	434,000	10,000	P	b	1	a(10,000 shares)
CH ENERGY GROUP INC	COM	12541M 10 2	304,000	7,000		b	1	a(7,000 shares)
C H ROBINSON WORLDWIDE INC	COM	12541W 10 0	388,000	13,421		b	1	a(13,421 shares)
CIGNA CORP	COM	125509 10 9	2,770,000	29,900		b	1	a(29,900 shares)
CIGNA CORP	COM	125509 10 9	927,000	10,000	C	b	1	a(10,000 shares)
CIGNA CORP	COM	125509 10 9	9,265,000	100,000	P	b	1	a(100,000 shares)
CLECO CORP NEW	COM	12561W 10 5	294,000	13,400		b	1	a(13,400 shares)
CMGI INC	COM	125750 10 9	252,000	154,600		b	1	a(154,600 shares)
CNA FINL CORP	COM	126117 10 0	3,585,000	122,900		b	1	a(122,900 shares)
CNF TR I	TECONS SER A	12612V 20 5	16,609,000	352,400		b	1	a(352,400 shares)
CNF INC	COM	12612W 10 4	342,000	10,200		b	1	a(10,200 shares)
CNF INC	COM	12612W 10 4	1,006,000	30,000	C	b	1	a(30,000 shares)
CSX CORP	COM	126408 10 3	7,024,000	200,400		b	1	a(200,400 shares)
CTS CORP	COM	126501 10 5	305,000	19,200		b	1	a(19,200 shares)
CTS CORP	COM	126501 10 5	191,000	12,000	C	b	1	a(12,000 shares)
CVS CORP	COM	126650 10 0	1,021,000	34,500		b	1	a(34,500 shares)
CVS CORP	COM	126650 10 0	1,273,000	43,000	P	b	1	a(43,000 shares)
CV THERAPEUTICS INC	COM	126667 10 4	5,202,000	100,000	C	b	1	a(100,000 shares)
CABLEVISION SYS CORP	CL A NY CABLVS	12686C 10 9	3,796,000	80,000	C	b	1	a(80,000 shares)
CABLEVISION SYS CORP	CL A NY CABLVS	12686C 10 9	2,373,000	50,000	P	b	1	a(50,000 shares)
CABOT MICROELECTRONICS CORP	COM	12709P 10 3	309,000	3,900		b	1	a(3,900 shares)
CABOT MICROELECTRONICS CORP	COM	12709P 10 3	14,820,000	187,000	C	b	1	a(187,000 shares)
CABOT MICROELECTRONICS CORP	COM	12709P 10 3	1,585,000	20,000	P	b	1	a(20,000 shares)
CACI INTL INC	CL A	127190 30 4	3,028,000	76,700		b	1	a(76,700 shares)
CADBURY SCHWEPPES PLC	ADR	127209 30 2	350,000	13,600		b	1	a(13,600 shares)
CADENCE DESIGN SYSTEM INC	COM	127387 10 8	925,000	42,200		b	1	a(42,200 shares)
CALPINE CORP	COM	131347 10 6	840,000	50,000	C	b	1	a(50,000 shares)
CANADIAN NATL RY CO	PFD CV 063029	136375 40 9	17,279,000	263,800		b	1	a(263,800 shares)

CONFIDENTIAL TREATEMENT HAS BEEN REQUESTED   Page Total   96,497,000

Name of Issuer	Title of Class	CUSIP Number	Fair Market Value (Rounded to nearest $1000	Shares or Principal Amount		Investment Discretion (note #2)	Managers	Voting Authority (Shares) (note #3)	
CANADIAN PAC RY LTD	COM	13645T 10 0	1,510,000	77,450		b	1	a(	77,450 shares)
CANON INC	ADR	138006 30 9	228,000	6,500		b	1	a(	6,500 shares)
CAPITAL ONE FINL CORP	COM	14040H 10 5	1,279,000	23,700		b	1	a(	23,700 shares)
CARDINAL HEALTH INC	COM	14149Y 10 8	15,292,000	236,502		b	1	a(	236,502 shares)
CAREER EDUCATION CORP	COM	141665 10 9	376,000	10,975		b	1	a(	10,975 shares)
CARNIVAL CORP	COM	143658 10 2	6,868,000	244,600		b	1	a(	244,600 shares)
CARPENTER TECHNOLOGY CORP	COM	144285 10 3	370,000	13,900		b	1	a(	13,900 shares)
CATALINA MARKETING CORP	COM	148867 10 4	208,000	6,000		b	1	a(	6,000 shares)
CATALYTICA ENERGY SYS INC	COM	148884 10 9	133,000	29,200		b	1	a(	29,200 shares)
CATELLUS DEV CORP	COM	149111 10 6	399,000	21,700		b	1	a(	21,700 shares)
CATERPILLAR INC DEL	COM	149123 10 1	13,888,000	265,800		b	1	a(	265,800 shares)
CELL GENESYS INC	COM	150921 10 4	209,000	9,000		b	1	a(	9,000 shares)
CELL THERAPEUTICS INC	COM	150934 10 7	1,806,000	74,800		b	1	a(	74,800 shares)
CELESTICA INC	SUB VTG SHS	15101Q 10 8	5,202,000	128,800		b	1	a(	128,800 shares)
CELESTICA INC	SUB VTG SHS	15101Q 10 8	10,703,000	265,000	C	b	1	a(	265,000 shares)
CEMEX S A	SPON ADR 5 ORD	151290 88 9	3,125,000	126,500		b	1	a(	126,500 shares)
CENDANT CORP	COM	151313 10 3	10,336,000	527,065		b	1	a(	527,065 shares)
CENDANT CORP	COM	151313 10 3	6,864,000	350,000	C	b	1	a(	350,000 shares)
CENTURYTEL INC	COM	156700 10 6	10,237,000	312,100		b	1	a(	312,100 shares)
CENTURYTEL INC	COM	156700 10 6	656,000	20,000	P	b	1	a(	20,000 shares)
CEPHALON INC	COM	156708 10 9	3,001,000	39,700		b	1	a(	39,700 shares)
CEPHALON INC	SB NT CV 144A 0	156708 AD 1	5,444,000	5,000,000		b	1	a(	5,000,000 shares)
CEPHALON INC	SB NT CV 5.25%0	156708 AC 3	2,695,000	2,200,000		b	1	a(	2,200,000 shares)
CEPHEID	COM	15670R 10 7	87,000	20,600		b	1	a(	20,600 shares)
CERIDIAN CORP NEW	COM	156779 10 0	1,007,000	53,700		b	1	a(	53,700 shares)
CERNER CORP	COM	156782 10 4	2,175,000	43,560		b	1	a(	43,560 shares)
CERNER CORP	COM	156782 10 4	1,498,000	30,000	C	b	1	a(	30,000 shares)
CERTEGY INC	COM	156880 10 6	856,000	25,000	C	b	1	a(	25,000 shares)
		Page Total	106,452,000						

CONFIDENTIAL TREATEMENT HAS BEEN REQUESTED

Name of Issuer	Title of Class	CUSIP Number	Fair Market Value (Rounded to nearest $1000	Shares or Principal Amount	Investment Discretion (note #2)	Managers	Voting Authority (Shares) (note #3)
CERTEGY INC	COM	156880 10 6	719,000	21,000 P	b	1	a(21,000 shares)
CHAMPION ENTERPRISES INC	COM	158496 10 9	659,000	53,500	b	1	a(53,500 shares)
CHARLES RIV LABS INTL INC	COM	159864 10 7	2,116,000	63,200	b	1	a(63,200 shares)
CHARTER ONE FINL INC	COM	160903 10 0	3,528,000	129,945	b	1	a(129,945 shares)
CHARTER COMMUNICATIONS INC DEL	CL A	16117M 10 7	233,000	14,200	b	1	a(14,200 shares)
CHARTER COMMUNICATIONS INC DEL	SUB NT CV5.75%0	16117M AB 3	13,195,000	13,000,000	b	1	a(13,000,000 shares)
CHARTERED SEMICONDUCTOR MFG	ADR	16133R 10 6	677,000	25,600	b	1	a(25,600 shares)
CHECKFREE CORP NEW	COM	162813 10 9	958,000	53,200	b	1	a(53,200 shares)
CHEESECAKE FACTORY INC	COM	163072 10 1	695,000	20,000 C	b	1	a(20,000 shares)
CHESAPEAKE CORP	COM	165159 10 4	328,000	11,800	b	1	a(11,800 shares)
CHESAPEAKE ENERGY CORP	COM	165167 10 7	1,359,000	205,600	b	1	a(205,600 shares)
CHEVRONTEXACO CORP	COM	166764 10 0	2,193,000	24,478	b	1	a(24,478 shares)
CHEVRONTEXACO CORP	COM	166764 10 0	1,792,000	20,000 C	b	1	a(20,000 shares)
CHEVRONTEXACO CORP	COM	166764 10 0	2,688,000	30,000 P	b	1	a(30,000 shares)
CHICOS FAS INC	COM	168615 10 2	2,453,000	61,800	b	1	a(61,800 shares)
CHICOS FAS INC	COM	168615 10 2	1,409,000	35,500 C	b	1	a(35,500 shares)
CHICOS FAS INC	COM	168615 10 2	1,231,000	31,000 P	b	1	a(31,000 shares)
CHILDRENS PL RETAIL STORES INC	COM	168905 10 7	4,018,000	148,000 C	b	1	a(148,000 shares)
CHINA UNICOM LTD	SPONSORED ADR	16945R 10 4	126,000	11,300	b	1	a(11,300 shares)
CHIRON CORP	COM	170040 10 9	438,000	10,000 P	b	1	a(10,000 shares)
CHIRON CORP	LYON ZRO 144A31	170040 AD 1	27,405,000	50,400,000	b	1	a(50,400,000 shares)
CHRISTOPHER & BANKS CORP	COM	171046 10 5	1,051,000	30,688	b	1	a(30,688 shares)
CHRISTOPHER & BANKS CORP	COM	171046 10 5	411,000	12,000 C	b	1	a(12,000 shares)
CHUBB CORP	COM	171232 10 1	18,030,000	261,300	b	1	a(261,300 shares)
CHUBB CORP	COM	171232 10 1	3,795,000	55,000 C	b	1	a(55,000 shares)
CHURCH & DWIGHT INC	COM	171340 10 2	969,000	36,400	b	1	a(36,400 shares)
CIENA CORP	COM	171779 10 1	1,339,000	93,600	b	1	a(93,600 shares)
CINCINNATI FINL CORP	COM	172062 10 1	1,377,000	36,100	b	1	a(36,100 shares)
		Page Total	95,192,000				

CONFIDENTIAL TREATEMENT HAS BEEN REQUESTED

Name of Issuer	Title of Class	CUSIP Number	Fair Market Value (Rounded to nearest $1000	Shares or Principal Amount	Investment Discretion (note #2)	Managers	Voting Authority (Shares) (note #3)
CISCO SYS INC	COM	17275R 10 2	8,578,000	473,650	b	1	a(473,650 shares)
CISCO SYS INC	COM	17275R 10 2	19,921,000	1,100,000 C	b	1	a(1,100,000 shares)
CISCO SYS INC	COM	17275R 10 2	5,433,000	300,000 P	b	1	a(300,000 shares)
CINTAS CORP	COM	172908 10 5	5,163,000	106,702	b	1	a(106,702 shares)
CINTAS CORP	COM	172908 10 5	10,646,000	220,000 P	b	1	a(220,000 shares)
CITIGROUP INC	COM	172967 10 1	19,145,000	379,260	b	1	a(379,260 shares)
CITIGROUP INC	COM	172967 10 1	25,240,000	500,000 C	b	1	a(500,000 shares)
CITIZENS UTILS TR	PFD EPPICS CV	177351 20 2	6,791,000	150,800	b	1	a(150,800 shares)
CITY NATL CORP	COM	178566 10 5	1,794,000	38,300	b	1	a(38,300 shares)
CITY NATL CORP	COM	178566 10 5	609,000	13,000 C	b	1	a(13,000 shares)
CITY NATL CORP	COM	178566 10 5	3,045,000	65,000 P	b	1	a(65,000 shares)
CLAYTON HOMES INC	COM	184190 10 6	652,000	38,100	b	1	a(38,100 shares)
CLEAR CHANNEL COMMUNICATIONS	COM	184502 10 2	1,767,000	34,700	b	1	a(34,700 shares)
CLOROX CO DEL	COM	189054 10 9	301,000	7,600	b	1	a(7,600 shares)
COBALT CORP	COM	19074W 10 0	69,000	10,800	b	1	a(10,800 shares)
COCA COLA CO	COM	191216 10 0	7,054,000	149,600	b	1	a(149,600 shares)
COCA COLA ENTERPRISES INC	COM	191219 10 4	1,081,000	57,100	b	1	a(57,100 shares)
COCA-COLA FEMSA S A DE C V	SPON ADR REP L	191241 10 8	813,000	40,500	b	1	a(40,500 shares)
COHU INC	COM	192576 10 6	199,000	10,066	b	1	a(10,066 shares)
COLGATE PALMOLIVE CO	COM	194162 10 3	6,272,000	108,600	b	1	a(108,600 shares)
COLUMBIA SPORTSWEAR CO	COM	198516 10 6	266,000	8,000 C	b	1	a(8,000 shares)
COMCAST CORP	CL A SPL	200300 20 0	1,595,000	44,300	b	1	a(44,300 shares)
COMCAST CORP	ZONES CV2% PCS	200300 50 7	5,829,000	113,300	b	1	a(113,300 shares)
COMERICA INC	COM	200340 10 7	898,000	15,664	b	1	a(15,664 shares)
COMERICA INC	COM	200340 10 7	7,048,000	123,000 C	b	1	a(123,000 shares)
COMERICA INC	COM	200340 10 7	2,006,000	35,000 P	b	1	a(35,000 shares)
COMMERCE BANCORP INC NJ	COM	200519 10 6	4,965,000	126,200	b	1	a(126,200 shares)
COMMERCE BANCORP INC NJ	COM	200519 10 6	787,000	20,000 C	b	1	a(20,000 shares)

CONFIDENTIAL TREATEMENT HAS BEEN REQUESTED Page Total 147,967,000

Name of Issuer	Title of Class	CUSIP Number	Fair Market Value (Rounded to nearest $1000	Shares or Principal Amount	Investment Discretion (note #2)	Managers	Voting Authority (Shares) (note #3)
COMMERCE BANCORP INC NJ	COM	200519 10 6	3,934,000	100,000 P	b	1	a(100,000 shares)
COMMERCE BANCSHARES INC	COM	200525 10 3	329,000	8,433	b	1	a(8,433 shares)
COMMERCE ONE INC DEL	COM	200693 10 9	197,000	55,100	b	1	a(55,100 shares)
COMMERCIAL FEDERAL CORPORATION	COM	201647 10 4	3,556,000	151,300	b	1	a(151,300 shares)
COMMERCIAL FEDERAL CORPORATION	COM	201647 10 4	235,000	10,000 C	b	1	a(10,000 shares)
COMMUNITY HEALTH SYS INC NEWCO	COM	203668 10 8	1,219,000	47,800	b	1	a(47,800 shares)
COMPANIA ANONIMA NACIONL TEL	SPON ADR D	204421 10 1	3,802,000	270,602	b	1	a(270,602 shares)
COMPANIA DE TELECOMUNICS CHILE	SPON ADR NEW	204449 30 0	152,000	11,300	b	1	a(11,300 shares)
COMPAQ COMPUTER CORP	COM	204493 10 0	5,135,000	526,100	b	1	a(526,100 shares)
COMPUTER ASSOC INTL INC	COM	204912 10 9	2,066,000	59,900	b	1	a(59,900 shares)
COMPUTER SCIENCES CORP	COM	205363 10 4	7,641,000	156,000	b	1	a(156,000 shares)
COMPUTER SCIENCES CORP	COM	205363 10 4	3,429,000	70,000 P	b	1	a(70,000 shares)
COMSTOCK RES INC	COM NEW	205768 20 3	105,000	15,000	b	1	a(15,000 shares)
COMVERSE TECHNOLOGY INC	COM PAR $0.10	205862 40 2	4,145,000	185,300	b	1	a(185,300 shares)
CONAGRA FOODS INC	COM	205887 10 2	685,000	28,800	b	1	a(28,800 shares)
CONCORD EFS INC	COM	206197 10 5	1,980,000	60,400	b	1	a(60,400 shares)
CONCORD EFS INC	COM	206197 10 5	1,639,000	50,000 C	b	1	a(50,000 shares)
CONCORD EFS INC	COM	206197 10 5	328,000	10,000 P	b	1	a(10,000 shares)
CONE MLS CORP N C	COM	206814 10 5	339,000	188,300	b	1	a(188,300 shares)
CONECTIV INC	COM	206829 10 3	4,727,000	193,000	b	1	a(193,000 shares)
CONEXANT SYSTEMS INC	COM	207142 10 0	425,000	29,600	b	1	a(29,600 shares)
CONMED CORP	COM	207410 10 1	200,000	10,000 C	b	1	a(10,000 shares)
CONMED CORP	COM	207410 10 1	250,000	12,500 P	b	1	a(12,500 shares)
CONSECO INC	COM	208464 10 7	446,000	100,000 C	b	1	a(100,000 shares)
CONSTELLATION BRANDS INC	CL A	21036P 10 8	3,797,000	88,600	b	1	a(88,600 shares)
CONSTELLATION BRANDS INC	CL A	21036P 10 8	2,250,000	52,500 C	b	1	a(52,500 shares)
CONSTELLATION BRANDS INC	CL A	21036P 10 8	643,000	15,000 P	b	1	a(15,000 shares)
CONSTELLATION ENERGY GROUP INC	COM	210371 10 0	1,606,000	60,500	b	1	a(60,500 shares)

CONFIDENTIAL TREATEMENT HAS BEEN REQUESTED   Page Total   55,260,000

Name of Issuer	Title of Class	CUSIP Number	Fair Market Value (Rounded to nearest $1000	Shares or Principal Amount	Investment Discretion (note #2)	Managers	Voting Authority (Shares) (note #3)
COOPER CAMERON CORP	COM	216640 10 2	5,735,000	142,100	b	1	a(142,100 shares)
COOPER COS INC	COM NEW	216648 40 2	205,000	4,100	b	1	a(4,100 shares)
COOPER INDS INC	COM	216669 10 1	11,723,000	335,700	b	1	a(335,700 shares)
COOPER INDS INC	COM	216669 10 1	7,054,000	202,000 C	b	1	a(202,000 shares)
COORS ADOLPH CO	CL B	217016 10 4	3,177,000	59,500 C	b	1	a(59,500 shares)
COORS ADOLPH CO	CL B	217016 10 4	1,335,000	25,000 P	b	1	a(25,000 shares)
COPART INC	COM	217204 10 6	727,000	20,000 C	b	1	a(20,000 shares)
COR THERAPEUTICS INC	COM	217753 10 2	2,405,000	100,500	b	1	a(100,500 shares)
COR THERAPEUTICS INC	SR NT CV 4.5%0	217753 AG 7	2,955,000	3,000,000	b	1	a(3,000,000 shares)
CORINTHIAN COLLEGES INC	COM	218868 10 7	335,000	8,200	b	1	a(8,200 shares)
CORIXA CORP	COM	21887F 10 0	411,000	27,300	b	1	a(27,300 shares)
CORNING INC	COM	219350 10 5	1,573,000	176,300	b	1	a(176,300 shares)
CORNING INC	COM	219350 10 5	2,408,000	270,000 C	b	1	a(270,000 shares)
CORPORATE EXECUTIVE BRD CO	COM	21988R 10 2	1,501,000	40,900	b	1	a(40,900 shares)
COSTCO WHSL CORP NEW	COM	22160K 10 5	4,123,000	92,910	b	1	a(92,910 shares)
COSTCO WHSL CORP NEW	COM	22160K 10 5	1,110,000	25,000 C	b	1	a(25,000 shares)
COUNTRYWIDE CR INDS INC DEL	COM	222372 10 4	1,823,000	44,500	b	1	a(44,500 shares)
COVENTRY HEALTH CARE INC	COM	222862 10 4	1,588,000	79,600	b	1	a(79,600 shares)
COVENTRY HEALTH CARE INC	COM	222862 10 4	389,000	19,500 C	b	1	a(19,500 shares)
COVENTRY HEALTH CARE INC	COM	222862 10 4	200,000	10,000 P	b	1	a(10,000 shares)
COX RADIO INC	CL A	224051 10 2	290,000	11,400	b	1	a(11,400 shares)
CP SHIPS LTD	COM	22409V 10 2	268,000	24,675	b	1	a(24,675 shares)
CRANE CO	COM	224399 10 5	997,000	38,900	b	1	a(38,900 shares)
CREDENCE SYS CORP	COM	225302 10 8	590,000	31,760	b	1	a(31,760 shares)
CUBIST PHARMACEUTICALS INC	COM	229678 10 7	446,000	12,400	b	1	a(12,400 shares)
CUMMINS INC	COM	231021 10 6	2,987,000	77,500	b	1	a(77,500 shares)
CUMULUS MEDIA INC	CL A	231082 10 8	435,000	26,900	b	1	a(26,900 shares)
CURAGEN CORP	COM	23126R 10 1	593,000	26,500	b	1	a(26,500 shares)

CONFIDENTIAL TREATEMENT HAS BEEN REQUESTED Page Total 57,383,000

Name of Issuer	Title of Class	CUSIP Number	Fair Market Value (Rounded to nearest $1000	Shares or Principal Amount		Investment Discretion (note #2)	Managers	Voting Authority (Shares) (note #3)	
CYBERCARE INC	COM	23243T 10 5	17,000	17,200		b	1	a(	17,200 shares)
CYGNUS INC	COM	232560 10 2	468,000	89,200		b	1	a(	89,200 shares)
CYMER INC	COM	232572 10 7	882,000	32,985		b	1	a(	32,985 shares)
CYPRESS SEMICONDUCTOR CORP	COM	232806 10 9	3,918,000	196,600		b	1	a(	196,600 shares)
CYTEC INDS INC	COM	232820 10 0	888,000	32,900		b	1	a(	32,900 shares)
CYTOGEN CORP	COM	232824 10 2	53,000	17,700		b	1	a(	17,700 shares)
DDI CORP	COM	233162 10 6	531,000	54,000		b	1	a(	54,000 shares)
DPL INC	COM	233293 10 9	995,000	41,300		b	1	a(	41,300 shares)
DQE INC	COM	23329J 10 4	604,000	31,900		b	1	a(	31,900 shares)
DRS TECHNOLOGIES INC	COM	23330X 10 0	1,037,000	29,100		b	1	a(	29,100 shares)
DRS TECHNOLOGIES INC	COM	23330X 10 0	1,783,000	50,000	C	b	1	a(	50,000 shares)
DST SYS INC DEL	COM	233326 10 7	1,137,000	22,800		b	1	a(	22,800 shares)
DST SYS INC DEL	COM	233326 10 7	499,000	10,000	C	b	1	a(	10,000 shares)
DST SYS INC DEL	COM	233326 10 7	249,000	5,000	P	b	1	a(	5,000 shares)
DTE ENERGY CO	COM	233331 10 7	1,276,000	30,417		b	1	a(	30,417 shares)
DAL-TILE INTL INC	COM	23426R 10 8	6,763,000	290,900		b	1	a(	290,900 shares)
DANA CORP	COM	235811 10 6	1,600,000	115,300		b	1	a(	115,300 shares)
DANAHER CORP DEL	COM	235851 10 2	1,369,000	22,700		b	1	a(	22,700 shares)
DANAHER CORP DEL	COM	235851 10 2	603,000	10,000	C	b	1	a(	10,000 shares)
DANAHER CORP DEL	COM	235851 10 2	4,222,000	70,000	P	b	1	a(	70,000 shares)
DARDEN RESTAURANTS INC	COM	237194 10 5	354,000	10,000	C	b	1	a(	10,000 shares)
DARDEN RESTAURANTS INC	COM	237194 10 5	354,000	10,000	P	b	1	a(	10,000 shares)
DAVITA INC	COM	23918K 10 8	279,000	11,400		b	1	a(	11,400 shares)
DAVITA INC	COM	23918K 10 8	660,000	27,000	C	b	1	a(	27,000 shares)
DAVITA INC	COM	23918K 10 8	245,000	10,000	P	b	1	a(	10,000 shares)
DEAN FOODS CO	COM	242361 10 3	0	10,000	C	b	1	a(	10,000 shares)
DEERE & CO	COM	244199 10 5	851,000	19,500		b	1	a(	19,500 shares)
DELIAS CORP	CL A	24688Q 10 1	248,000	40,026		b	1	a(	40,026 shares)

CONFIDENTIAL TREATEMENT HAS BEEN REQUESTED Page Total 31,885,000

Name of Issuer	Title of Class	CUSIP Number	Fair Market Value (Rounded to nearest $1000	Shares or Principal Amount	Investment Discretion (note #2)	Managers	Voting Authority (Shares) (note #3)
DELL COMPUTER CORP	COM	247025 10 9	7,670,000	282,200	b	1	a(282,200 shares)
DELL COMPUTER CORP	COM	247025 10 9	21,065,000	775,000 C	b	1	a(775,000 shares)
DELL COMPUTER CORP	COM	247025 10 9	17,939,000	660,000 P	b	1	a(660,000 shares)
DELPHI AUTOMOTIVE SYS CORP	COM	247126 10 5	1,453,000	106,400	b	1	a(106,400 shares)
DELTA AIR LINES INC DEL	COM	247361 10 8	3,339,000	114,100	b	1	a(114,100 shares)
DELTA AIR LINES INC DEL	COM	247361 10 8	2,750,000	94,000 C	b	1	a(94,000 shares)
DENBURY RES INC	COM NEW	247916 20 8	107,000	15,300	b	1	a(15,300 shares)
DENTSPLY INTL INC NEW	COM	249030 10 7	813,000	16,200	b	1	a(16,200 shares)
DENTSPLY INTL INC NEW	COM	249030 10 7	3,614,000	72,000 P	b	1	a(72,000 shares)
DEUTSCHE TELEKOM AG	SPONSORED ADR	251566 10 5	588,000	34,800	b	1	a(34,800 shares)
DIAGEO P L C	SPON ADR NEW	25243Q 20 5	1,656,000	35,800	b	1	a(35,800 shares)
DIAGNOSTIC PRODS CORP	COM	252450 10 1	879,000	20,000 C	b	1	a(20,000 shares)
DIAL CORP NEW	COM	25247D 10 1	1,072,000	62,500	b	1	a(62,500 shares)
DIAMOND OFFSHORE DRILLING INC	COM	25271C 10 2	751,000	24,700	b	1	a(24,700 shares)
DIEBOLD INC	COM	253651 10 3	1,055,000	26,100	b	1	a(26,100 shares)
DIEBOLD INC	COM	253651 10 3	1,787,000	44,200 C	b	1	a(44,200 shares)
DIEBOLD INC	COM	253651 10 3	2,831,000	70,000 P	b	1	a(70,000 shares)
DIGENE CORP	COM	253752 10 9	522,000	17,700	b	1	a(17,700 shares)
DIGITAL LIGHTWAVE INC	COM	253855 10 0	356,000	37,900	b	1	a(37,900 shares)
DIGITAL RIV INC	COM	25388B 10 4	1,026,000	64,460	b	1	a(64,460 shares)
DIME BANCORP INC NEW	COM	25429Q 10 2	23,957,000	664,000	b	1	a(664,000 shares)
DISNEY WALT CO	COM DISNEY	254687 10 6	2,205,000	106,400	b	1	a(106,400 shares)
DISNEY WALT CO	COM DISNEY	254687 10 6	1,036,000	50,000 C	b	1	a(50,000 shares)
DITECH COMMUNICATIONS CORP	COM	25500M 10 3	79,000	13,200	b	1	a(13,200 shares)
DOBSON COMMUNICATIONS CORP	CL A	256069 10 5	164,000	19,200	b	1	a(19,200 shares)
DR REDDYS LABS LTD	ADR	256135 20 3	347,000	18,300	b	1	a(18,300 shares)
DOLLAR GEN CORP	COM	256669 10 2	2,039,000	136,825	b	1	a(136,825 shares)
DOLLAR TREE STORES INC	COM	256747 10 6	3,926,000	127,000	b	1	a(127,000 shares)

CONFIDENTIAL TREATEMENT HAS BEEN REQUESTED Page Total ----------------- 105,026,000

Name of Issuer	Title of Class	CUSIP Number	Fair Market Value (Rounded to nearest $1000	Shares or Principal Amount		Investment Discretion (note #2)	Managers	Voting Authority (Shares) (note #3)	
DOMINION RES INC VA NEW	COM	25746U 10 9	240,000	4,000	C	b	1	a(	4,000 shares)
DONNELLEY R R & SONS CO	COM	257867 10 1	1,262,000	42,500		b	1	a(	42,500 shares)
DORAL FINL CORP	COM	25811P 10 0	2,233,000	71,544		b	1	a(	71,544 shares)
DORAL FINL CORP	COM	25811P 10 0	312,000	10,000	C	b	1	a(	10,000 shares)
DORAL FINL CORP	COM	25811P 10 0	1,248,000	40,000	P	b	1	a(	40,000 shares)
DOUBLECLICK INC	COM	258609 30 4	1,699,000	149,800		b	1	a(	149,800 shares)
DOVER CORP	COM	260003 10 8	1,457,000	39,300		b	1	a(	39,300 shares)
DOVER CORP	COM	260003 10 8	278,000	7,500	C	b	1	a(	7,500 shares)
DOVER CORP	COM	260003 10 8	371,000	10,000	P	b	1	a(	10,000 shares)
DOW CHEM CO	COM	260543 10 3	13,303,000	393,822		b	1	a(	393,822 shares)
DU PONT E I DE NEMOURS & CO	COM	263534 10 9	5,429,000	127,700		b	1	a(	127,700 shares)
DUANE READE INC	COM	263578 10 6	334,000	11,000		b	1	a(	11,000 shares)
DUANE READE INC	COM	263578 10 6	607,000	20,000	C	b	1	a(	20,000 shares)
DUANE READE INC	COM	263578 10 6	607,000	20,000	P	b	1	a(	20,000 shares)
DUSA PHARMACEUTICALS INC	COM	266898 10 5	233,000	28,900		b	1	a(	28,900 shares)
EEX CORP	COM NEW	26842V 20 7	43,000	23,400		b	1	a(	23,400 shares)
E M C CORP MASS	COM	268648 10 2	30,897,000	2,298,900		b	1	a(	2,298,900 shares)
E M C CORP MASS	COM	268648 10 2	5,376,000	400,000	C	b	1	a(	400,000 shares)
ENI S P A	SPONSORED ADR	26874R 10 8	242,000	3,900		b	1	a(	3,900 shares)
E PIPHANY INC	COM	26881V 10 0	356,000	40,915		b	1	a(	40,915 shares)
EPIQ SYS INC	COM	26882D 10 9	1,094,000	56,550		b	1	a(	56,550 shares)
EPIQ SYS INC	COM	26882D 10 9	581,000	30,000	C	b	1	a(	30,000 shares)
E TRADE GROUP INC	COM	269246 10 4	742,000	72,400		b	1	a(	72,400 shares)
EARTHLINK INC	COM	270321 10 2	288,000	23,700		b	1	a(	23,700 shares)
EASTMAN CHEM CO	COM	277432 10 0	2,431,000	62,300		b	1	a(	62,300 shares)
EASTMAN KODAK CO	COM	277461 10 9	13,302,000	452,000		b	1	a(	452,000 shares)
EASTMAN KODAK CO	COM	277461 10 9	1,177,000	40,000	C	b	1	a(	40,000 shares)
EASTMAN KODAK CO	COM	277461 10 9	16,187,000	550,000	P	b	1	a(	550,000 shares)

CONFIDENTIAL TREATEMENT HAS BEEN REQUESTED   Page Total   102,329,000

Name of Issuer	Title of Class	CUSIP Number	Fair Market Value (Rounded to nearest $1000	Shares or Principal Amount	Investment Discretion (note #2)	Managers	Voting Authority (Shares) (note #3)
EATON CORP	COM	278058 10 2	893,000	12,002	b	1	a(12,002 shares)
EATON CORP	COM	278058 10 2	744,000	10,000 C	b	1	a(10,000 shares)
EATON CORP	COM	278058 10 2	893,000	12,000 P	b	1	a(12,000 shares)
EATON VANCE CORP	COM NON VTG	278265 10 3	562,000	15,800	b	1	a(15,800 shares)
EBAY INC	COM	278642 10 3	7,179,000	107,303	b	1	a(107,303 shares)
EBAY INC	COM	278642 10 3	10,303,000	154,000 C	b	1	a(154,000 shares)
EBAY INC	COM	278642 10 3	1,673,000	25,000 P	b	1	a(25,000 shares)
ECHELON CORP	COM	27874N 10 5	623,000	44,000	b	1	a(44,000 shares)
ECHOSTAR COMMUNICATIONS NEW	CL A	278762 10 9	3,348,000	121,862	b	1	a(121,862 shares)
ECOLAB INC	COM	278865 10 0	475,000	11,800	b	1	a(11,800 shares)
ECOLAB INC	COM	278865 10 0	201,000	5,000 C	b	1	a(5,000 shares)
ECOLAB INC	COM	278865 10 0	1,208,000	30,000 P	b	1	a(30,000 shares)
EDISON INTL	COM	281020 10 7	755,000	50,000 C	b	1	a(50,000 shares)
EDWARDS LIFESCIENCES CORP	COM	28176E 10 8	276,000	10,000 P	b	1	a(10,000 shares)
EFUNDS CORP	COM	28224R 10 1	224,000	16,300	b	1	a(16,300 shares)
EFUNDS CORP	COM	28224R 10 1	138,000	10,000 C	b	1	a(10,000 shares)
EGAIN COMMUNICATIONS	COM	28225C 10 3	15,000	10,500	b	1	a(10,500 shares)
EL PASO CORP	COM	28336L 10 9	691,000	15,500	b	1	a(15,500 shares)
EL PASO ENERGY CAP TR I	PFD CV TR SECS	283678 20 9	1,417,000	25,000	b	1	a(25,000 shares)
ELECTRIC FUEL CORP	COM	284871 10 0	22,000	13,000	b	1	a(13,000 shares)
ELECTRONIC ARTS INC	COM	285512 10 9	2,116,000	35,300	b	1	a(35,300 shares)
ELECTRONIC DATA SYS NEW	COM	285661 10 4	1,906,000	27,800	b	1	a(27,800 shares)
ELECTRONICS FOR IMAGING INC	COM	286082 10 2	819,000	36,700	b	1	a(36,700 shares)
EMBARCADERO TECHNOLOGIES INC	COM	290787 10 0	232,000	9,600	b	1	a(9,600 shares)
EMERSON ELEC CO	COM	291011 10 4	3,700,000	64,800	b	1	a(64,800 shares)
EMERSON ELEC CO	COM	291011 10 4	3,026,000	53,000 C	b	1	a(53,000 shares)
EMERSON ELEC CO	COM	291011 10 4	2,855,000	50,000 P	b	1	a(50,000 shares)
EMISPHERE TECHNOLOGIES INC	COM	291345 10 6	530,000	16,600	b	1	a(16,600 shares)

Page Total 46,824,000

Name of Issuer	Title of Class	CUSIP Number	Fair Market Value (Rounded to nearest $1000	Shares or Principal Amount	Investment Discretion (note #2)	Managers	Voting Authority (Shares) (note #3)
ENDOCARE INC	COM	29264P 10 4	381,000	21,225	b	1	a(21,225 shares)
ENERGY CONVERSION DEVICES INC	COM	292659 10 9	1,194,000	62,933	b	1	a(62;933 shares)
ENERGIZER HLDGS INC	COM	29266R 10 8	524,000	27,500	b	1	a(27,500 shares)
ENERSIS S A	SPONSORED ADR	29274F 10 4	319,000	24,000	b	1	a(24,000 shares)
ENGELHARD CORP	COM	292845 10 4	1,359,000	49,100	b	1	a(49,100 shares)
ENGINEERED SUPPORT SYS INC	COM	292866 10 0	6,842,000	200,000 C	b	1	a(200,000 shares)
ENRON CORP	COM	293561 10 6	30,000	50,000 C	b	1	a(50,000 shares)
ENTERASYS NETWORKS INC	COM	293637 10 4	275,000	31,100	b	1	a(31,100 shares)
ENTERCOM COMMUNICATIONS CORP	CL A	293639 10 0	215,000	4,300	b	1	a(4,300 shares)
ENTERCOM COMMUNICATIONS CORP	CL A	293639 10 0	2,125,000	42,500 P	b	1	a(42,500 shares)
ENTERGY CORP NEW	COM	29364G 10 3	391,000	10,000 P	b	1	a(10,000 shares)
ENTREMED INC	COM	29382F 10 3	339,000	40,100	b	1	a(40,100 shares)
ENTRAVISION COMMUNICATIONS CP	CL A	29382R 10 7	837,000	70,000	b	1	a(70,000 shares)
ENTRADA NETWORKS INC	COM NEW	29382Y 10 2	1,000	12,400	b	1	a(12,400 shares)
ENTRUST INC	COM	293848 10 7	236,000	23,200	b	1	a(23,200 shares)
ENZON INC	COM	293904 10 8	5,551,000	98,624	b	1	a(98,624 shares)
ENZON INC	COM	293904 10 8	10,524,000	187,000 C	b	1	a(187,000 shares)
ENZON INC	COM	293904 10 8	563,000	10,000 P	b	1	a(10,000 shares)
ENZO BIOCHEM INC	COM	294100 10 2	357,000	15,200	b	1	a(15,200 shares)
EQUANT N V	NY REG SHS	294409 10 7	151,000	13,000	b	1	a(13,000 shares)
EQUIFAX INC	COM	294429 10 5	3,002,000	124,300	b	1	a(124,300 shares)
ESPEED INC	CL A	296643 10 9	184,000	22,200	b	1	a(22,200 shares)
ETABLISSEMENTS DELHAIZE FRERES	SPONSORED ADR	29759W 10 1	347,000	6,800	b	1	a(6,800 shares)
ETHAN ALLEN INTERIORS INC	COM	297602 10 4	1,531,000	36,800	b	1	a(36,800 shares)
EXABYTE CORP	COM	300615 10 1	26,000	24,300	b	1	a(24,300 shares)
EXAR CORP	COM	300645 10 8	425,000	20,400	b	1	a(20,400 shares)
EXFO ELECTRO OPTICAL ENGR INC	SUB VTG SHS	302043 10 4	300,000	25,285	b	1	a(25,285 shares)
EXIDE TECHNOLOGIES	COM	302051 10 7	56,000	45,600	b	1	a(45,600 shares)

CONFIDENTIAL TREATEMENT HAS BEEN REQUESTED Page Total 38,085,000

Name of Issuer	Title of Class	CUSIP Number	Fair Market Value (Rounded to nearest $1000	Shares or Principal Amount	Investment Discretion (note #2)	Managers	Voting Authority (Shares) (note #3)
EXPEDIA INC	CL A	302125 10 9	6,813,000	167,767	b	1	a(167,767 shares)
EXPEDIA INC	CL A	302125 10 9	4,467,000	110,000 C	b	1	a(110,000 shares)
EXPEDIA INC	CL A	302125 10 9	203,000	5,000 P	b	1	a(5,000 shares)
EXPEDITORS INTL WASH INC	COM	302130 10 9	290,000	5,100	b	1	a(5,100 shares)
EXTREME NETWORKS INC	COM	30226D 10 6	1,462,000	113,300	b	1	a(113,300 shares)
EXULT INC DEL	COM	302284 10 4	343,000	21,368	b	1	a(21,368 shares)
EXXON MOBIL CORP	COM	30231G 10 2	7,691,000	195,700	b	1	a(195,700 shares)
EXXON MOBIL CORP	COM	30231G 10 2	3,930,000	100,000 C	b	1	a(100,000 shares)
EXXON MOBIL CORP	COM	30231G 10 2	3,930,000	100,000 P	b	1	a(100,000 shares)
FEI CO	COM	30241L 10 9	1,103,000	35,000 C	b	1	a(35,000 shares)
FLIR SYS INC	COM	302445 10 1	1,430,000	37,700	b	1	a(37,700 shares)
F M C CORP	COM NEW	302491 30 3	19,195,000	322,600	b	1	a(322,600 shares)
FMC TECHNOLOGIES INC	COM	30249U 10 1	324,000	19,700	b	1	a(19,700 shares)
FAIR ISAAC & CO INC	COM	303250 10 4	5,483,000	87,000 C	b	1	a(87,000 shares)
FAIR ISAAC & CO INC	COM	303250 10 4	4,411,000	70,000 P	b	1	a(70,000 shares)
FAIRMONT HOTELS RESORTS INC	COM	305204 10 9	1,838,000	77,175	b	1	a(77,175 shares)
FALCONSTOR SOFTWARE INC	COM	306137 10 0	115,000	12,730	b	1	a(12,730 shares)
FAMILY DLR STORES INC	COM	307000 10 9	4,773,000	159,200	b	1	a(159,200 shares)
FASTENAL CO	COM	311900 10 4	1,418,000	21,349	b	1	a(21,349 shares)
FASTENAL CO	COM	311900 10 4	6,643,000	100,000 C	b	1	a(100,000 shares)
FASTENAL CO	COM	311900 10 4	1,993,000	30,000 P	b	1	a(30,000 shares)
FEDERAL HOME LN MTG CORP	COM	313400 30 1	2,413,000	36,900	b	1	a(36,900 shares)
FEDERAL NATL MTG ASSN	COM	313586 10 9	13,936,000	175,300	b	1	a(175,300 shares)
FEDERAL SIGNAL CORP	COM	313855 10 8	390,000	17,500	b	1	a(17,500 shares)
FEDERATED DEPT STORES INC DEL	COM	31410H 10 1	3,706,000	90,600	b	1	a(90,600 shares)
FEDERATED DEPT STORES INC DEL	COM	31410H 10 1	409,000	10,000 C	b	1	a(10,000 shares)
FEDEX CORP	COM	31428X 10 6	363,000	7,000	b	1	a(7,000 shares)
FEDEX CORP	COM	31428X 10 6	2,594,000	50,000 C	b	1	a(50,000 shares)
		Page Total	101,666,000				

CONFIDENTIAL TREATEMENT HAS BEEN REQUESTED

Name of Issuer	Title of Class	CUSIP Number	Fair Market Value (Rounded to nearest $1000	Shares or Principal Amount		Investment Discretion (note #2)	Managers	Voting Authority (Shares) (note #3)
FEDEX CORP	COM	31428X 10 6	6,744,000	130,000	P	b	1	a(130,000 shares)
FIDELITY NATL FINL INC	COM	316326 10 7	4,279,000	172,550		b	1	a(172,550 shares)
FIFTH THIRD BANCORP	COM	316773 10 0	1,802,000	29,374		b	1	a(29,374 shares)
FIFTH THIRD BANCORP	COM	316773 10 0	1,533,000	25,000	C	b	1	a(25,000 shares)
FIRST DATA CORP	COM	319963 10 4	706,000	9,000		b	1	a(9,000 shares)
FIRST DATA CORP	COM	319963 10 4	17,651,000	225,000	C	b	1	a(225,000 shares)
FIRST DATA CORP	COM	319963 10 4	31,380,000	400,000	P	b	1	a(400,000 shares)
FIRST TENN NATL CORP	COM	337162 10 1	725,000	20,000	C	b	1	a(20,000 shares)
FIRST TENN NATL CORP	COM	337162 10 1	363,000	10,000	P	b	1	a(10,000 shares)
FISERV INC	COM	337738 10 8	901,000	21,297		b	1	a(21,297 shares)
FIRSTFED FINL CORP	COM	337907 10 9	782,000	30,500		b	1	a(30,500 shares)
FIRSTENERGY CORP	COM	337932 10 7	1,913,000	54,700		b	1	a(54,700 shares)
FISHER SCIENTIFIC INTL INC	COM NEW	338032 20 4	616,000	21,100		b	1	a(21,100 shares)
FLEETBOSTON FINL CORP	COM	339030 10 8	406,000	11,112		b	1	a(11,112 shares)
FLEMING COS INC	COM	339130 10 6	2,547,000	137,700		b	1	a(137,700 shares)
FLEMING COS INC	COM	339130 10 6	629,000	34,000	C	b	1	a(34,000 shares)
FLUOR CORP NEW	COM	343412 10 2	1,122,000	30,000	C	b	1	a(30,000 shares)
FLOWERS FOODS INC	COM	343498 10 1	271,000	6,800		b	1	a(6,800 shares)
FLOWERS FOODS INC	COM	343498 10 1	798,000	20,000	P	b	1	a(20,000 shares)
FLOWSERVE CORP	COM	34354P 10 5	383,000	14,400		b	1	a(14,400 shares)
FLOWSERVE CORP	COM	34354P 10 5	1,064,000	40,000	P	b	1	a(40,000 shares)
FOOT LOCKER INC	COM	344849 10 4	5,302,000	338,800		b	1	a(338,800 shares)
FOOTSTAR INC	COM	344912 10 0	1,919,000	61,300		b	1	a(61,300 shares)
FORD MTR CO DEL	COM PAR $0.01	345370 86 0	8,022,000	510,300		b	1	a(510,300 shares)
FORDING INC	COM	345426 10 0	1,032,000	57,745		b	1	a(57,745 shares)
FOREST LABS INC	COM	345838 10 6	820,000	10,000	C	b	1	a(10,000 shares)
FOREST LABS INC	COM	345838 10 6	2,868,000	35,000	P	b	1	a(35,000 shares)
FOREST OIL CORP	COM PAR $0.01	346091 70 5	327,000	11,600		b	1	a(11,600 shares)

CONFIDENTIAL TREATEMENT HAS BEEN REQUESTED Page Total 96,905,000

Name of Issuer	Title of Class	CUSIP Number	Fair Market Value (Rounded to nearest $1000	Shares or Principal Amount	Investment Discretion (note #2)	Managers	Voting Authority (Shares) (note #3)
FORRESTER RESH INC	COM	346563 10 9	222,000	11,000 C	b	1	a(11,000 shares)
FOUNDRY NETWORKS INC	COM	35063R 10 0	1,804,000	221,356	b	1	a(221,356 shares)
4 KIDS ENTMT INC	COM	350865 10 1	1,062,000	53,000	b	1	a(53,000 shares)
FOUR SEASONS HOTEL INC	LTD VTG SH	35100E 10 4	356,000	7,600	b	1	a(7,600 shares)
FRANKLIN RES INC	COM	354613 10 1	5,417,000	153,600	b	1	a(153,600 shares)
FREEMARKETS INC	COM	356602 10 2	966,000	40,300 C	b	1	a(40,300 shares)
FRONTIER AIRLINES INC NEW	COM	359065 10 9	293,000	17,250	b	1	a(17,250 shares)
FRONTIER AIRLINES INC NEW	COM	359065 10 9	1,530,000	90,000 C	b	1	a(90,000 shares)
FRONTIER AIRLINES INC NEW	COM	359065 10 9	425,000	25,000 P	b	1	a(25,000 shares)
FUELCELL ENERGY INC	COM	35952H 10 6	457,000	25,200	b	1	a(25,200 shares)
FULLER H B CO	COM	359694 10 6	575,000	20,000 C	b	1	a(20,000 shares)
FULLER H B CO	COM	359694 10 6	575,000	20,000 P	b	1	a(20,000 shares)
FURNITURE BRANDS INTL INC	COM	360921 10 0	874,000	27,300	b	1	a(27,300 shares)
FURNITURE BRANDS INTL INC	COM	360921 10 0	647,000	20,200 C	b	1	a(20,200 shares)
GATX CORP	COM	361448 10 3	1,476,000	45,400	b	1	a(45,400 shares)
GALLAGHER ARTHUR J & CO	COM	363576 10 9	4,146,000	120,200	b	1	a(120,200 shares)
GALLAGHER ARTHUR J & CO	COM	363576 10 9	259,000	7,500 C	b	1	a(7,500 shares)
GALLAGHER ARTHUR J & CO	COM	363576 10 9	207,000	6,000 P	b	1	a(6,000 shares)
GANNETT INC	COM	364730 10 1	538,000	8,000	b	1	a(8,000 shares)
GANNETT INC	COM	364730 10 1	336,000	5,000 C	b	1	a(5,000 shares)
GANNETT INC	COM	364730 10 1	1,345,000	20,000 P	b	1	a(20,000 shares)
GAP INC DEL	COM	364760 10 8	2,126,000	152,500	b	1	a(152,500 shares)
GEMSTAR-TV GUIDE INTL INC	COM	36866W 10 6	7,698,000	277,900	b	1	a(277,900 shares)
GENE LOGIC INC	COM	368689 10 5	394,000	20,900	b	1	a(20,900 shares)
GENELABS TECHNOLOGIES INC	COM	368706 10 7	41,000	22,100	b	1	a(22,100 shares)
GENENTECH INC	COM NEW	368710 40 6	591,000	10,900	b	1	a(10,900 shares)
GENERAL DYNAMICS CORP	COM	369550 10 8	23,749,000	298,200	b	1	a(298,200 shares)
GENERAL DYNAMICS CORP	COM	369550 10 8	4,778,000	60,000 C	b	1	a(60,000 shares)

CONFIDENTIAL TREATEMENT HAS BEEN REQUESTED Page Total 62,887,000

Name of Issuer	Title of Class	CUSIP Number	Fair Market Value (Rounded to nearest $1000	Shares or Principal Amount		Investment Discretion (note #2)	Managers	Voting Authority (Shares) (note #3)
GENERAL DYNAMICS CORP	COM	369550 10 8	4,380,000	55,000	P	b	1	a(55,000 shares)
GENERAL ELEC CO	COM	369604 10 3	782,000	19,500		b	1	a(19,500 shares)
GENERAL ELEC CO	COM	369604 10 3	119,839,000	2,990,000	C	b	1	a(2,990,000 shares)
GENERAL ELEC CO	COM	369604 10 3	31,663,000	790,000	P	b	1	a(790,000 shares)
GENERAL MTRS CORP	CL H NEW	370442 83 2	8,908,000	576,600		b	1	a(576,600 shares)
GENERAL MTRS CORP	COM	370442 10 5	2,989,000	61,500		b	1	a(61,500 shares)
GENERAL MTRS CORP	COM	370442 10 5	486,000	10,000	C	b	1	a(10,000 shares)
GENERAL MTRS CORP	COM	370442 10 5	2,430,000	50,000	P	b	1	a(50,000 shares)
GENESCO INC	COM	371532 10 2	208,000	10,000	P	b	1	a(10,000 shares)
GENESCO INC	SUB NT CV 5.5%0	371532 AL 6	3,296,000	3,000,000		b	1	a(3,000,000 shares)
GENESISINTERMEDIA INC	COM	37184Y 10 5	0	62,900		b	1	a(62,900 shares)
GENTEX CORP	COM	371901 10 9	364,000	13,600		b	1	a(13,600 shares)
GENTEX CORP	COM	371901 10 9	535,000	20,000	C	b	1	a(20,000 shares)
GENTEX CORP	COM	371901 10 9	1,470,000	55,000	P	b	1	a(55,000 shares)
GENESIS MICROCHIP INC	COM	371933 10 2	5,314,000	80,376		b	1	a(80,376 shares)
GENESIS MICROCHIP INC	COM	371933 10 2	43,970,000	665,000	C	b	1	a(665,000 shares)
GENOME THERAPEUTICS CORP	COM	372430 10 8	327,000	48,020		b	1	a(48,020 shares)
GENTA INC	COM NEW	37245M 20 7	845,000	59,400		b	1	a(59,400 shares)
GENUITY INC	CL A	37248E 10 3	197,000	124,500		b	1	a(124,500 shares)
GENZYME CORP	COM GENL DIV	372917 10 4	3,029,000	50,600		b	1	a(50,600 shares)
GENZYME CORP	COM GENL DIV	372917 10 4	4,789,000	80,000	P	b	1	a(80,000 shares)
GENZYME CORP	COM-MOLECULAR	372917 50 0	90,000	11,200		b	1	a(11,200 shares)
GEORGIA GULF CORP	COM PAR $0.01	373200 20 3	932,000	50,400		b	1	a(50,400 shares)
GEORGIA PAC CORP	COM GA PAC GRP	373298 10 8	8,322,000	301,400		b	1	a(301,400 shares)
GERON CORP	COM	374163 10 3	331,000	38,000		b	1	a(38,000 shares)
GILEAD SCIENCES INC	COM	375558 10 3	2,333,000	35,500		b	1	a(35,500 shares)
GILEAD SCIENCES INC	COM	375558 10 3	3,286,000	50,000	C	b	1	a(50,000 shares)
GILLETTE CO	COM	375766 10 2	1,623,000	48,600		b	1	a(48,600 shares)

CONFIDENTIAL TREATEMENT HAS BEEN REQUESTED Page Total 252,738,000

Name of Issuer	Title of Class	CUSIP Number	Fair Market Value (Rounded to nearest $1000	Shares or Principal Amount	Investment Discretion (note #2)	Managers	Voting Authority (Shares) (note #3)
GLAXOSMITHKLINE PLC	SPONSORED ADR	37733W 10 5	9,301,000	186,700	b	1	a(186,700 shares)
GLOBAL INDS LTD	COM	379336 10 0	243,000	27,300	b	1	a(27,300 shares)
GLOBAL IMAGING SYSTEMS	COM	37934A 10 0	3,583,000	240,000 C	b	1	a(240,000 shares)
GLOBAL PMTS INC	COM	37940X 10 2	316,000	9,200	b	1	a(9,200 shares)
GLOBAL POWER EQUIPMENT INC	COM	37941P 10 8	561,000	37,300	b	1	a(37,300 shares)
GOAMERICA INC	COM	38020R 10 6	30,000	13,300	b	1	a(13,300 shares)
GOLDEN ST BANCORP INC	COM	381197 10 2	4,788,000	183,100	b	1	a(183,100 shares)
GOLDEN ST BANCORP INC	COM	381197 10 2	262,000	10,000 P	b	1	a(10,000 shares)
GOLDEN WEST FINL CORP DEL	COM	381317 10 6	836,000	14,200	b	1	a(14,200 shares)
GOLDEN WEST FINL CORP DEL	COM	381317 10 6	294,000	5,000 C	b	1	a(5,000 shares)
GOLDEN WEST FINL CORP DEL	COM	381317 10 6	2,060,000	35,000 P	b	1	a(35,000 shares)
GOLDMAN SACHS GROUP INC	COM	38141G 10 4	4,638,000	50,000 C	b	1	a(50,000 shares)
GOODYEAR TIRE & RUBR CO	COM	382550 10 1	640,000	26,900	b	1	a(26,900 shares)
GREAT LAKES CHEM CORP	COM	390568 10 3	983,000	40,500	b	1	a(40,500 shares)
GREENPOINT FINL CORP	COM	395384 10 0	1,973,000	55,200	b	1	a(55,200 shares)
GROUP 1 AUTOMOTIVE INC	COM	398905 10 9	1,366,000	47,900	b	1	a(47,900 shares)
GROUPE DANONE	SPONSORED ADR	399449 10 7	223,000	9,300	b	1	a(9,300 shares)
GRUPO FINANCIARO GALICIA S A	SP ADR 10 SH B	399909 10 0	43,000	13,600	b	1	a(13,600 shares)
GRUPO IUSACELL S A DE C V NEW	SPON ADR V	40050B 10 0	117,000	29,500	b	1	a(29,500 shares)
GTECH HLDGS CORP	COM	400518 10 6	1,046,000	23,100	b	1	a(23,100 shares)
GTECH HLDGS CORP	COM	400518 10 6	3,963,000	87,500 C	b	1	a(87,500 shares)
GTECH HLDGS CORP	COM	400518 10 6	6,540,000	144,400 P	b	1	a(144,400 shares)
GUCCI GROUP N V	COM NY REG	401566 10 4	33,731,000	397,300	b	1	a(397,300 shares)
GUIDANT CORP	COM	401698 10 5	6,972,000	140,000 C	b	1	a(140,000 shares)
GUIDANT CORP	COM	401698 10 5	5,229,000	105,000 P	b	1	a(105,000 shares)
GUILFORD PHARMACEUTICALS INC	COM	401829 10 6	229,000	19,054	b	1	a(19,054 shares)
GYMBOREE CORP	COM	403777 10 5	155,000	13,000	b	1	a(13,000 shares)
HCA INC	COM	404119 10 9	21,706,000	563,200	b	1	a(563,200 shares)
		Page Total	111,828,000				

CONFIDENTIAL TREATEMENT HAS BEEN REQUESTED

Name of Issuer	Title of Class	CUSIP Number	Fair Market Value (Rounded to nearest $1000	Shares or Principal Amount	Investment Discretion (note #2)	Managers	Voting Authority (Shares) (note #3)
HCA INC	COM	404119 10 9	2,659,000	69,000 C	b	1	a(69,000 shares)
HCA INC	COM	404119 10 9	2,698,000	70,000 P	b	1	a(70,000 shares)
HCC INS HLDGS INC	NT CONV 2%2	404132 AA 0	3,225,000	3,000,000	b	1	a(3,000,000 shares)
HNC SOFTWARE INC	COM	40425P 10 7	717,000	34,794	b	1	a(34,794 shares)
H POWER CORP	COM	40427A 10 8	56,000	18,100	b	1	a(18,100 shares)
HSBC HLDGS PLC	SPON ADR NEW	404280 40 6	442,000	7,400	b	1	a(7,400 shares)
HAEMONETICS CORP	COM	405024 10 0	553,000	16,300	b	1	a(16,300 shares)
HALLIBURTON CO	COM	406216 10 1	6,164,000	470,500	b	1	a(470,500 shares)
HANCOCK JOHN FINL SVCS INC	COM	41014S 10 6	413,000	10,000 C	b	1	a(10,000 shares)
HANOVER COMPRESSOR CO	COM	410768 10 5	6,891,000	272,800	b	1	a(272,800 shares)
HARLEY DAVIDSON INC	COM	412822 10 8	8,195,000	150,900	b	1	a(150,900 shares)
HARLEY DAVIDSON INC	COM	412822 10 8	4,345,000	80,000 P	b	1	a(80,000 shares)
HARRAHS ENTMT INC	COM	413619 10 7	814,000	22,000	b	1	a(22,000 shares)
HARRAHS ENTMT INC	COM	413619 10 7	2,036,000	55,000 C	b	1	a(55,000 shares)
HARRAHS ENTMT INC	COM	413619 10 7	703,000	19,000 P	b	1	a(19,000 shares)
HARRIS CORP DEL	COM	413875 10 5	4,216,000	138,200	b	1	a(138,200 shares)
HARRIS CORP DEL	COM	413875 10 5	305,000	10,000 C	b	1	a(10,000 shares)
HARRIS CORP DEL	COM	413875 10 5	915,000	30,000 P	b	1	a(30,000 shares)
HARTFORD FINL SVCS GROUP INC	COM	416515 10 4	8,187,000	130,300	b	1	a(130,300 shares)
HASBRO INC	COM	418056 10 7	464,000	28,600	b	1	a(28,600 shares)
HEALTH MGMT ASSOC INC NEW	CL A	421933 10 2	11,309,000	614,600	b	1	a(614,600 shares)
HEIDRICK & STRUGGLES INTL INC	COM	422819 10 2	361,000	19,900	b	1	a(19,900 shares)
HEINZ H J CO	COM	423074 10 3	10,708,000	260,400	b	1	a(260,400 shares)
HELIX TECHNOLOGY CORP	COM	423319 10 2	214,000	9,500	b	1	a(9,500 shares)
HERCULES INC	COM	427056 10 6	251,000	25,100	b	1	a(25,100 shares)
HERSHEY FOODS CORP	COM	427866 10 8	1,855,000	27,400	b	1	a(27,400 shares)
HERSHEY FOODS CORP	COM	427866 10 8	4,333,000	64,000 C	b	1	a(64,000 shares)
HERSHEY FOODS CORP	COM	427866 10 8	5,755,000	85,000 P	b	1	a(85,000 shares)

CONFIDENTIAL TREATEMENT HAS BEEN REQUESTED Page Total 88,784,000

Name of Issuer	Title of Class	CUSIP Number	Fair Market Value (Rounded to nearest $1000	Shares or Principal Amount	Investment Discretion (note #2)	Managers	Voting Authority (Shares) (note #3)
HEWLETT PACKARD CO	COM	428236 10 3	22,662,000	1,103,300	b	1	a(1,103,300 shares)
HILLENBRAND INDS INC	COM	431573 10 4	719,000	13,000	b	1	a(13,000 shares)
HILLENBRAND INDS INC	COM	431573 10 4	221,000	4,000 P	b	1	a(4,000 shares)
HILTON HOTELS CORP	COM	432848 10 9	347,000	31,800	b	1	a(31,800 shares)
HITACHI LIMITED	ADR 10 COM	433578 50 7	2,832,000	38,700	b	1	a(38,700 shares)
HOLLINGER INTL INC	CL A	435569 10 8	176,000	15,000	b	1	a(15,000 shares)
HOLLYWOOD ENTMT CORP	COM	436141 10 5	2,428,000	169,900	b	1	a(169,900 shares)
HOLLYWOOD ENTMT CORP	COM	436141 10 5	715,000	50,000 C	b	1	a(50,000 shares)
HOLLYWOOD ENTMT CORP	COM	436141 10 5	286,000	20,000 P	b	1	a(20,000 shares)
HOME DEPOT INC	COM	437076 10 2	1,658,000	32,500	b	1	a(32,500 shares)
HOME DEPOT INC	COM	437076 10 2	13,008,000	255,000 C	b	1	a(255,000 shares)
HOME DEPOT INC	COM	437076 10 2	9,182,000	180,000 P	b	1	a(180,000 shares)
HOMESTORE COM INC	COM	437852 10 6	72,000	20,000 C	b	1	a(20,000 shares)
HONEYWELL INTL INC	COM	438516 10 6	866,000	25,600	b	1	a(25,600 shares)
HONEYWELL INTL INC	COM	438516 10 6	6,257,000	185,000 C	b	1	a(185,000 shares)
HONEYWELL INTL INC	COM	438516 10 6	2,875,000	85,000 P	b	1	a(85,000 shares)
HOT TOPIC INC	COM	441339 10 8	386,000	12,293	b	1	a(12,293 shares)
HOT TOPIC INC	COM	441339 10 8	1,570,000	50,000 C	b	1	a(50,000 shares)
HOTEL RESERVATIONS NETWORK INC	CL A	441451 10 1	1,317,000	28,628	b	1	a(28,628 shares)
HOUSEHOLD INTL INC	COM	441815 10 7	5,110,000	88,200	b	1	a(88,200 shares)
HOUSEHOLD INTL INC	SR DB ZERO CV 2	441815 AN 7	40,375,000	50,000,000	b	1	a(50,000,000 shares)
HUMAN GENOME SCIENCES INC	COM	444903 10 8	3,942,000	116,900	b	1	a(116,900 shares)
HUNTINGTON BANCSHARES INC	COM	446150 10 4	383,000	22,299	b	1	a(22,299 shares)
ICN PHARMACEUTICALS INC NEW	COM	448924 10 0	4,188,000	125,000	b	1	a(125,000 shares)
ICICI LTD	SPONSORED ADR	44926P 20 2	135,000	22,600	b	1	a(22,600 shares)
ICOS CORP	COM	449295 10 4	1,637,000	28,500	b	1	a(28,500 shares)
ICOS CORP	COM	449295 10 4	1,149,000	20,000 C	b	1	a(20,000 shares)
ICOS CORP	COM	449295 10 4	1,149,000	20,000 P	b	1	a(20,000 shares)

CONFIDENTIAL TREATEMENT HAS BEEN REQUESTED

Page Total 125,645,000

Name of Issuer	Title of Class	CUSIP Number	Fair Market Value (Rounded to nearest $1000	Shares or Principal Amount		Investment Discretion (note #2)	Managers	Voting Authority (Shares) (note #3)
IDEC PHARMACEUTICALS CORP	COM	449370 10 5	4,460,000	64,700		b	1	a(64,700 shares)
IGEN INC	COM	449536 10 1	5,566,000	138,800		b	1	a(138,800 shares)
IMS HEALTH INC	COM	449934 10 8	11,926,000	611,300		b	1	a(611,300 shares)
IMS HEALTH INC	COM	449934 10 8	390,000	20,000	P	b	1	a(20,000 shares)
I-STAT CORP	COM	450312 10 3	122,000	15,500		b	1	a(15,500 shares)
ITT EDUCATIONAL SERVICES INC	COM	45068B 10 9	2,020,000	54,800		b	1	a(54,800 shares)
ITT EDUCATIONAL SERVICES INC	COM	45068B 10 9	553,000	15,000	P	b	1	a(15,000 shares)
ITT INDS INC IND	COM	450911 10 2	3,237,000	64,100		b	1	a(64,100 shares)
ITT INDS INC IND	COM	450911 10 2	2,475,000	49,000	P	b	1	a(49,000 shares)
IDENTIX INC	COM	451906 10 1	2,380,000	163,100		b	1	a(163,100 shares)
ILLINOIS TOOL WKS INC	COM	452308 10 9	4,788,000	70,700		b	1	a(70,700 shares)
IMATION CORP	COM	45245A 10 7	229,000	10,600		b	1	a(10,600 shares)
IMATION CORP	COM	45245A 10 7	302,000	14,000	P	b	1	a(14,000 shares)
IMCLONE SYS INC	COM	45245W 10 9	13,720,000	295,300		b	1	a(295,300 shares)
IMCLONE SYS INC	COM	45245W 10 9	3,020,000	65,000	C	b	1	a(65,000 shares)
IMAGISTICS INTERNATIONAL INC	COM	45247T 10 4	835,000	67,588		b	1	a(67,588 shares)
IMMUNEX CORP NEW	COM	452528 10 2	4,566,000	164,789		b	1	a(164,789 shares)
IMMUNOGEN INC	COM	45253H 10 1	434,000	26,200		b	1	a(26,200 shares)
IMPATH INC	COM	45255G 10 1	668,000	15,000	C	b	1	a(15,000 shares)
INAMED CORP	COM	453235 10 3	307,000	10,200		b	1	a(10,200 shares)
INDYMAC BANCORP INC	COM	456607 10 0	3,537,000	151,300		b	1	a(151,300 shares)
ING GROUP N V	SPONSORED ADR	456837 10 3	1,008,000	39,600		b	1	a(39,600 shares)
INGERSOLL-RAND CO	COM	456866 10 2	2,759,000	66,000		b	1	a(66,000 shares)
INHALE THERAPEUTIC SYS INC	COM	457191 10 4	1,164,000	62,729		b	1	a(62,729 shares)
INKTOMI CORP	COM	457277 10 1	1,273,000	189,711		b	1	a(189,711 shares)
INNOVEX INC	COM	457647 10 5	103,000	30,400		b	1	a(30,400 shares)
INSIGHT COMMUNICATIONS INC	CL A	45768V 10 8	242,000	10,000	C	b	1	a(10,000 shares)
INTEGRA LIFESCIENCES HLDGS CP	COM NEW	457985 20 8	603,000	22,899		b	1	a(22,899 shares)

CONFIDENTIAL TREATEMENT HAS BEEN REQUESTED

Page Total 72,687,000

Name of Issuer	Title of Class	CUSIP Number	Fair Market Value (Rounded to nearest $1000	Shares or Principal Amount	Investment Discretion (note #2)	Managers	Voting Authority (Shares) (note #3)
INTEGRATED CIRCUIT SYS INC	COM	45811K 20 8	574,000	25,400	b	1	a(25,400 shares)
INTEL CORP	COM	458140 10 0	403,000	12,800	b	1	a(12,800 shares)
INTEL CORP	COM	458140 10 0	109,132,000	3,470,000 C	b	1	a(3,470,000 shares)
INTEL CORP	COM	458140 10 0	29,878,000	950,000 P	b	1	a(950,000 shares)
INTERDIGITAL COMMUNICATIONS CP	COM	45866A 10 5	317,000	32,700	b	1	a(32,700 shares)
INTERMAGNETICS GEN CORP	COM	458771 10 2	259,000	10,000 C	b	1	a(10,000 shares)
INTERMAGNETICS GEN CORP	COM	458771 10 2	324,000	12,500 P	b	1	a(12,500 shares)
INTERMUNE INC	COM	45884X 10 3	465,000	9,445	b	1	a(9,445 shares)
INTERMUNE INC	COM	45884X 10 3	1,970,000	40,000 C	b	1	a(40,000 shares)
INTERNATIONAL BUSINESS MACHS	COM	459200 10 1	484,000	4,000	b	1	a(4,000 shares)
INTERNATIONAL BUSINESS MACHS	COM	459200 10 1	135,475,000	1,120,000 C	b	1	a(1,120,000 shares)
INTERNATIONAL BUSINESS MACHS	COM	459200 10 1	50,803,000	420,000 P	b	1	a(420,000 shares)
INTERNATIONAL FIBERCOM INC	COM	45950T 10 1	27,000	107,600	b	1	a(107,600 shares)
INTERNATIONAL GAME TECHNOLOGY	COM	459902 10 2	23,249,000	340,400	b	1	a(340,400 shares)
INTERNATIONAL GAME TECHNOLOGY	COM	459902 10 2	28,686,000	420,000 C	b	1	a(420,000 shares)
INTERNATIONAL GAME TECHNOLOGY	COM	459902 10 2	11,270,000	165,000 P	b	1	a(165,000 shares)
INTL PAPER CO	COM	460146 10 3	3,987,000	98,800	b	1	a(98,800 shares)
INTERNATIONAL RECTIFIER CORP	COM	460254 10 5	5,431,000	155,700	b	1	a(155,700 shares)
INTERNATIONAL SPEEDWAY CORP	CL A	460335 20 1	482,000	12,321	b	1	a(12,321 shares)
INTERPUBLIC GROUP COS INC	SB NT CV 1.8%0	460690 AF 7	26,314,000	28,031,000	b	1	a(28,031,000 shares)
INTERSIL CORP	CL A	46069S 10 9	787,000	24,400	b	1	a(24,400 shares)
INTERSIL CORP	CL A	46069S 10 9	645,000	20,000 C	b	1	a(20,000 shares)
INTERSIL CORP	CL A	46069S 10 9	323,000	10,000 P	b	1	a(10,000 shares)
INTERSTATE BAKERIES CORP DEL	COM	46072H 10 8	1,864,000	77,100	b	1	a(77,100 shares)
INTERWOVEN INC	COM	46114T 10 2	1,467,000	150,660	b	1	a(150,660 shares)
INTIMATE BRANDS INC	CL A	461156 10 1	455,000	30,600	b	1	a(30,600 shares)
INTRADO INC	COM	46117A 10 0	1,244,000	46,415	b	1	a(46,415 shares)
INTRADO INC	COM	46117A 10 0	1,206,000	45,000 C	b	1	a(45,000 shares)

CONFIDENTIAL TREATEMENT HAS BEEN REQUESTED Page Total 437,521,000

Name of Issuer	Title of Class	CUSIP Number	Fair Market Value (Rounded to nearest $1000	Shares or Principal Amount		Investment Discretion (note #2)	Managers	Voting Authority (Shares) (note #3)
INTRADO INC	COM	46117A 10 0	1,059,000	39,500	P	b	1	a(39,500 shares)
INTUIT	COM	461202 10 3	2,310,000	54,033		b	1	a(54,033 shares)
INVESTMENT TECHNOLOGY GRP NEW	COM	46145F 10 5	4,225,000	108,150		b	1	a(108,150 shares)
INVESTMENT TECHNOLOGY GRP NEW	COM	46145F 10 5	2,344,000	60,000	C	b	1	a(60,000 shares)
INVISION TECHNOLOGIES INC	COM	461851 10 7	622,000	20,879		b	1	a(20,879 shares)
INVITROGEN CORP	COM	46185R 10 0	5,324,000	85,975		b	1	a(85,975 shares)
INVITROGEN CORP	COM	46185R 10 0	4,335,000	70,000	C	b	1	a(70,000 shares)
INVITROGEN CORP	SB NT CV 144A 0	46185R AC 4	3,860,000	4,000,000		b	1	a(4,000,000 shares)
INVESTORS FINL SERVICES CORP	COM	461915 10 0	583,000	8,800		b	1	a(8,800 shares)
INVESTORS FINL SERVICES CORP	COM	461915 10 0	265,000	4,000	C	b	1	a(4,000 shares)
IONICS INC	COM	462218 10 8	751,000	25,000	C	b	1	a(25,000 shares)
IRON MTN INC PA	COM	462846 10 6	359,000	8,200		b	1	a(8,200 shares)
IRON MTN INC PA	COM	462846 10 6	219,000	5,000	C	b	1	a(5,000 shares)
ISIS PHARMACEUTICALS INC	COM	464330 10 9	2,993,000	134,900	C	b	1	a(134,900 shares)
IVAX CORP	COM	465823 10 2	1,365,000	67,800		b	1	a(67,800 shares)
JDS UNIPHASE CORP	COM	46612J 10 1	7,562,000	866,160		b	1	a(866,160 shares)
JDS UNIPHASE CORP	COM	46612J 10 1	2,794,000	320,000	C	b	1	a(320,000 shares)
JNI CORP	COM	46622G 10 5	93,000	11,183		b	1	a(11,183 shares)
J P MORGAN CHASE & CO	COM	46625H 10 0	31,190,000	858,040		b	1	a(858,040 shares)
JABIL CIRCUIT INC	COM	466313 10 3	6,371,000	280,400		b	1	a(280,400 shares)
JACK IN THE BOX INC	COM	466367 10 9	275,000	10,000	C	b	1	a(10,000 shares)
JACK IN THE BOX INC	COM	466367 10 9	551,000	20,000	P	b	1	a(20,000 shares)
JACOBS ENGR GROUP INC DEL	COM	469814 10 7	4,151,000	62,900		b	1	a(62,900 shares)
JACOBS ENGR GROUP INC DEL	COM	469814 10 7	4,290,000	65,000	C	b	1	a(65,000 shares)
JACOBS ENGR GROUP INC DEL	COM	469814 10 7	7,920,000	120,000	P	b	1	a(120,000 shares)
JAZZTEL P L C	SPONSORED ADR	47214R 15 2	121,000	21,600		b	1	a(21,600 shares)
JEFFERSON PILOT CORP	COM	475070 10 8	333,000	7,200		b	1	a(7,200 shares)
JEFFERSON PILOT CORP	COM	475070 10 8	925,000	20,000	P	b	1	a(20,000 shares)

CONFIDENTIAL TREATEMENT HAS BEEN REQUESTED Page Total 97,190,000

Name of Issuer	Title of Class	CUSIP Number	Fair Market Value (Rounded to nearest $1000	Shares or Principal Amount	Investment Discretion (note #2)	Managers	Voting Authority (Shares) (note #3)
JOHNSON & JOHNSON	COM	478160 10 4	342,000	5,790	b	1	a(5,790 shares)
JOHNSON & JOHNSON	COM	478160 10 4	20,094,000	340,000 C	b	1	a(340,000 shares)
JOHNSON CTLS INC	COM	478366 10 7	7,437,000	92,100	b	1	a(92,100 shares)
JOHNSON CTLS INC	COM	478366 10 7	808,000	10,000 C	b	1	a(10,000 shares)
JOHNSON CTLS INC	COM	478366 10 7	3,230,000	40,000 P	b	1	a(40,000 shares)
JONES APPAREL GROUP INC	COM	480074 10 3	4,849,000	146,200	b	1	a(146,200 shares)
JONES APPAREL GROUP INC	COM	480074 10 3	332,000	10,000 C	b	1	a(10,000 shares)
JOY GLOBAL INC	COM	481165 10 8	175,000	10,400	b	1	a(10,400 shares)
JUNIPER NETWORKS INC	COM	48203R 10 4	12,043,000	635,500	b	1	a(635,500 shares)
KCS ENERGY INC	COM	482434 20 6	79,000	25,400	b	1	a(25,400 shares)
KLA-TENCOR CORP	COM	482480 10 0	2,549,000	51,440	b	1	a(51,440 shares)
K MART CORP	COM	482584 10 9	3,388,000	620,500	b	1	a(620,500 shares)
K-SWISS INC	CL A	482686 10 2	333,000	10,000 C	b	1	a(10,000 shares)
K-SWISS INC	CL A	482686 10 2	333,000	10,000 P	b	1	a(10,000 shares)
KADANT INC	COM	48282T 10 4	229,000	15,798	b	1	a(15,798 shares)
KB HOME	COM	48666K 10 9	225,000	5,600	b	1	a(5,600 shares)
KEITHLEY INSTRS INC	COM	487584 10 4	759,000	44,900	b	1	a(44,900 shares)
KELLOGG CO	COM	487836 10 8	1,884,000	62,600	b	1	a(62,600 shares)
KEMET CORP	COM	488360 10 8	1,377,000	77,600	b	1	a(77,600 shares)
KERR MCGEE CORP	COM	492386 10 7	2,532,000	46,200	b	1	a(46,200 shares)
KEY ENERGY SVCS INC	COM	492914 10 6	709,000	77,100	b	1	a(77,100 shares)
KEYNOTE SYS INC	COM	493308 10 0	198,000	21,200	b	1	a(21,200 shares)
KIMBERLY CLARK CORP	COM	494368 10 3	1,961,000	32,800	b	1	a(32,800 shares)
KIMBERLY CLARK CORP	COM	494368 10 3	598,000	10,000 C	b	1	a(10,000 shares)
KING PHARMACEUTICALS INC	COM	495582 10 8	255,000	6,064	b	1	a(6,064 shares)
KING PHARMACEUTICALS INC	COM	495582 10 8	2,528,000	60,000 C	b	1	a(60,000 shares)
KNIGHT TRADING GROUP INC	COM	499063 10 5	914,000	82,900	b	1	a(82,900 shares)
KNIGHT TRADING GROUP INC	COM	499063 10 5	1,102,000	100,000 C	b	1	a(100,000 shares)
		Page Total	71,263,000				

CONFIDENTIAL TREATEMENT HAS BEEN REQUESTED

Name of Issuer	Title of Class	CUSIP Number	Fair Market Value (Rounded to nearest $1000	Shares or Principal Amount	Investment Discretion (note #2)	Managers	Voting Authority (Shares) (note #3)
KNIGHT TRANSN INC	COM	499064 10 3	864,000	46,000	b	1	a(46,000 shares)
KOHLS CORP	COM	500255 10 4	8,446,000	119,900	b	1	a(119,900 shares)
KOHLS CORP	COM	500255 10 4	5,635,000	80,000 C	b	1	a(80,000 shares)
KOPIN CORP	COM	500600 10 1	387,000	27,655	b	1	a(27,655 shares)
KOREA TELECOM	SPONSORED ADR	50063P 10 3	11,051,000	543,600	b	1	a(543,600 shares)
KOS PHARMACEUTICALS INC	COM	500648 10 0	1,924,000	55,600	b	1	a(55,600 shares)
KRAFT FOODS INC	CL A	50075N 10 4	8,211,000	241,300	b	1	a(241,300 shares)
KROGER CO	COM	501044 10 1	10,009,000	479,600	b	1	a(479,600 shares)
KRONOS INC	COM	501052 10 4	541,000	11,184	b	1	a(11,184 shares)
KULICKE & SOFFA INDS INC	COM	501242 10 1	751,000	43,800	b	1	a(43,800 shares)
KYOCERA CORP	ADR	501556 20 3	207,000	3,100	b	1	a(3,100 shares)
LNR PPTY CORP	COM	501940 10 0	1,475,000	47,300	b	1	a(47,300 shares)
LSI LOGIC CORP	COM	502161 10 2	14,702,000	931,700	b	1	a(931,700 shares)
LSI LOGIC CORP	COM	502161 10 2	1,578,000	100,000 C	b	1	a(100,000 shares)
L-3 COMMUNICATIONS HLDGS INC	COM	502424 10 4	36,180,000	402,000 C	b	1	a(402,000 shares)
L-3 COMMUNICATIONS HLDGS INC	COM	502424 10 4	16,650,000	185,000 P	b	1	a(185,000 shares)
L-3 COMMUNICATIONS HLDGS INC	SR SB CV 144A 1	502424 AC 8	2,550,000	2,500,000	b	1	a(2,500,000 shares)
LABORATORY CORP AMER HLDGS	COM NEW	50540R 40 9	12,136,000	150,100	b	1	a(150,100 shares)
LABORATORY CORP AMER HLDGS	LYONS 144A 2	50540R AB 8	19,069,000	27,000,000	b	1	a(27,000,000 shares)
LABRANCHE & CO INC	COM	505447 10 2	1,034,000	30,000 C	b	1	a(30,000 shares)
LABRANCHE & CO INC	COM	505447 10 2	762,000	22,100 P	b	1	a(22,100 shares)
LADENBURG THALMAN FIN SVCS INC	COM	50575Q 10 2	10,000	11,390	b	1	a(11,390 shares)
LAFARGE NORTH AMERICA INC	COM	505862 10 2	657,000	17,500	b	1	a(17,500 shares)
LAM RESEARCH CORP	COM	512807 10 8	1,704,000	73,400	b	1	a(73,400 shares)
LANDS END INC	COM	515086 10 6	918,000	18,300	b	1	a(18,300 shares)
LANDS END INC	COM	515086 10 6	3,210,000	64,000 C	b	1	a(64,000 shares)
LANDS END INC	COM	515086 10 6	3,511,000	70,000 P	b	1	a(70,000 shares)
LATTICE SEMICONDUCTOR CORP	COM	518415 10 4	471,000	22,900	b	1	a(22,900 shares)

CONFIDENTIAL TREATEMENT HAS BEEN REQUESTED Page Total 164,643,000

Name of Issuer	Title of Class	CUSIP Number	Fair Market Value (Rounded to nearest $1000	Shares or Principal Amount	Investment Discretion (note #2)	Managers	Voting Authority (Shares) (note #3)
LAUDER ESTEE COS INC	CL A	518439 10 4	8,028,000	250,400	b	1	a(250,400 shares)
LEAR CORP	COM	521865 10 5	763,000	20,000 C	b	1	a(20,000 shares)
LEAR CORP	COM	521865 10 5	381,000	10,000 P	b	1	a(10,000 shares)
LEGGETT & PLATT INC	COM	524660 10 7	2,606,000	113,300	b	1	a(113,300 shares)
LEGG MASON INC	COM	524901 10 5	3,649,000	73,000 C	b	1	a(73,000 shares)
LEGG MASON INC	COM	524901 10 5	3,499,000	70,000 P	b	1	a(70,000 shares)
LEHMAN BROS HLDGS INC	COM	524908 10 0	20,655,000	309,200	b	1	a(309,200 shares)
LEHMAN BROS HLDGS INC	COM	524908 10 0	3,340,000	50,000 C	b	1	a(50,000 shares)
LENNAR CORP	COM	526057 10 4	431,000	9,200	b	1	a(9,200 shares)
LENNAR CORP	COM	526057 10 4	1,873,000	40,000 C	b	1	a(40,000 shares)
LENNAR CORP	COM	526057 10 4	1,873,000	40,000 P	b	1	a(40,000 shares)
LEVEL 3 COMMUNICATIONS INC	COM	52729N 10 0	653,000	130,655	b	1	a(130,655 shares)
LEVEL 3 COMMUNICATIONS INC	COM	52729N 10 0	200,000	40,000 C	b	1	a(40,000 shares)
LEXMARK INTL NEW	CL A	529771 10 7	11,800,000	200,000 C	b	1	a(200,000 shares)
LIBERTY DIGITAL INC	CL A	530436 10 4	121,000	35,000	b	1	a(35,000 shares)
LIBERTY MEDIA CORP NEW	COM SER A	530718 10 5	8,141,000	581,500	b	1	a(581,500 shares)
LIGHTPATH TECHNOLOGIES INC	CL A	532257 10 2	225,000	63,294	b	1	a(63,294 shares)
LILLY ELI & CO	COM	532457 10 8	21,811,000	277,700	b	1	a(277,700 shares)
LILLY ELI & CO	COM	532457 10 8	3,927,000	50,000 C	b	1	a(50,000 shares)
LINCARE HLDGS INC	COM	532791 10 0	1,021,000	35,625	b	1	a(35,625 shares)
LINCOLN NATL CORP IND	COM	534187 10 9	3,521,000	72,500	b	1	a(72,500 shares)
LINEAR TECHNOLOGY CORP	COM	535678 10 6	1,917,000	49,100	b	1	a(49,100 shares)
LINENS N THINGS INC	COM	535679 10 4	1,020,000	40,000	b	1	a(40,000 shares)
LIZ CLAIBORNE INC	COM	539320 10 1	8,562,000	172,100	b	1	a(172,100 shares)
LIZ CLAIBORNE INC	COM	539320 10 1	373,000	7,500 C	b	1	a(7,500 shares)
LIZ CLAIBORNE INC	COM	539320 10 1	498,000	10,000 P	b	1	a(10,000 shares)
LOCKHEED MARTIN CORP	COM	539830 10 9	3,197,000	68,500	b	1	a(68,500 shares)
LOCKHEED MARTIN CORP	COM	539830 10 9	933,000	20,000 C	b	1	a(20,000 shares)
		Page Total	115,018,000				

Name of Issuer	Title of Class	CUSIP Number	Fair Market Value (Rounded to nearest $1000	Shares or Principal Amount	Investment Discretion (note #2)	Managers	Voting Authority (Shares) (note #3)
LOCKHEED MARTIN CORP	COM	539830 10 9	3,734,000	80,000 P	b	1	a(80,000 shares)
LOEWS CORP	COM	540424 10 8	1,041,000	18,800	b	1	a(18,800 shares)
LONDON PAC GROUP LTD	SPONSORED ADR	542073 10 1	51,000	12,800	b	1	a(12,800 shares)
LONGS DRUG STORES CORP	COM	543162 10 1	388,000	16,600	b	1	a(16,600 shares)
LONGVIEW FIBRE CO	COM	543213 10 2	242,000	20,500	b	1	a(20,500 shares)
LOUISIANA PAC CORP	COM	546347 10 5	452,000	53,500	b	1	a(53,500 shares)
LOWES COS INC	COM	548661 10 7	6,725,000	144,900	b	1	a(144,900 shares)
LOWES COS INC	COM	548661 10 7	16,708,000	360,000 C	b	1	a(360,000 shares)
LOWES COS INC	COM	548661 10 7	34,483,000	743,000 P	b	1	a(743,000 shares)
LUCENT TECHNOLOGIES INC	COM	549463 10 7	17,412,000	2,768,200	b	1	a(2,768,200 shares)
LUMINEX CORP DEL	COM	55027E 10 2	449,000	26,500	b	1	a(26,500 shares)
LYNX THERAPEUTICS INC	COM NEW	551812 30 8	131,000	32,600	b	1	a(32,600 shares)
LYONDELL CHEMICAL CO	COM	552078 10 7	1,214,000	84,700	b	1	a(84,700 shares)
M & T BK CORP	COM	55261F 10 4	1,442,000	19,800	b	1	a(19,800 shares)
M & T BK CORP	COM	55261F 10 4	2,550,000	35,000 C	b	1	a(35,000 shares)
M & T BK CORP	COM	55261F 10 4	1,457,000	20,000 P	b	1	a(20,000 shares)
MBIA INC	COM	55262C 10 0	2,344,000	43,700	b	1	a(43,700 shares)
MBIA INC	COM	55262C 10 0	804,000	15,000 C	b	1	a(15,000 shares)
MBIA INC	COM	55262C 10 0	2,789,000	52,000 P	b	1	a(52,000 shares)
MBNA CORP	COM	55262L 10 0	3,122,000	88,700	b	1	a(88,700 shares)
M D C HLDGS INC	COM	552676 10 8	577,000	15,280	b	1	a(15,280 shares)
MDU RES GROUP INC	COM	552690 10 9	360,000	12,800	b	1	a(12,800 shares)
MGIC INVT CORP WIS	COM	552848 10 3	1,413,000	22,900	b	1	a(22,900 shares)
MGIC INVT CORP WIS	COM	552848 10 3	4,567,000	74,000 C	b	1	a(74,000 shares)
MGIC INVT CORP WIS	COM	552848 10 3	864,000	14,000 P	b	1	a(14,000 shares)
MGM MIRAGE	COM	552953 10 1	2,364,000	81,900	b	1	a(81,900 shares)
MIM CORP	COM	553044 10 8	554,000	31,100	b	1	a(31,100 shares)
MMO2 PLC	ADR	55309W 10 1	389,000	30,900	b	1	a(30,900 shares)

CONFIDENTIAL TREATEMENT HAS BEEN REQUESTED Page Total 108,626,000

Name of Issuer	Title of Class	CUSIP Number	Fair Market Value (Rounded to nearest $1000	Shares or Principal Amount	Investment Discretion (note #2)	Managers	Voting Authority (Shares) (note #3)
MRV COMMUNICATIONS INC	COM	553477 10 0	491,000	115,700	b	1	a(115,700 shares)
MACROCHEM CORP DEL	COM	555903 10 3	75,000	24,700	b	1	a(24,700 shares)
MACROVISION CORP	COM	555904 10 1	331,000	9,400	b	1	a(9,400 shares)
MAGNA INTL INC	CL A	559222 40 1	3,865,000	60,900	b	1	a(60,900 shares)
MAGNA INTL INC	SBDB CV 4.875%0	559222 AG 9	9,203,000	9,000,000	b	1	a(9,000,000 shares)
MANDALAY RESORT GROUP	COM	562567 10 7	1,273,000	59,500	b	1	a(59,500 shares)
MANHATTAN ASSOCS INC	COM	562750 10 9	6,745,000	231,400	b	1	a(231,400 shares)
MANOR CARE INC NEW	COM	564055 10 1	3,078,000	129,800	b	1	a(129,800 shares)
MANUFACTURERS SVCS LTD	COM	565005 10 5	151,000	24,100	b	1	a(24,100 shares)
MARKEL CORP	COM	570535 10 4	5,533,000	30,800	b	1	a(30,800 shares)
MARSH & MCLENNAN COS INC	COM	571748 10 2	3,664,000	34,100	b	1	a(34,100 shares)
MARSH & MCLENNAN COS INC	COM	571748 10 2	3,761,000	35,000 C	b	1	a(35,000 shares)
MARSH & MCLENNAN COS INC	COM	571748 10 2	6,984,000	65,000 P	b	1	a(65,000 shares)
MARRIOTT INTL INC NEW	CL A	571903 20 2	963,000	23,700	b	1	a(23,700 shares)
MARTHA STEWART LIVING OMNIMED	CL A	573083 10 2	288,000	17,500	b	1	a(17,500 shares)
MASCO CORP	SR NT CV ZERO 3	574599 AW 6	17,159,000	42,500,000	b	1	a(42,500,000 shares)
MASTEC INC	COM	576323 10 9	796,000	114,600	b	1	a(114,600 shares)
MATRIX PHARMACEUTICAL INC	COM	576844 10 4	155,000	98,900	b	1	a(98,900 shares)
MATRIXONE INC	COM	57685P 30 4	213,000	16,400	b	1	a(16,400 shares)
MATSUSHITA ELEC INDL	ADR	576879 20 9	945,000	75,000	b	1	a(75,000 shares)
MATTEL INC	COM	577081 10 2	6,906,000	401,500	b	1	a(401,500 shares)
MAXIM INTEGRATED PRODS INC	COM	57772K 10 1	2,536,000	48,300	b	1	a(48,300 shares)
MAXIM INTEGRATED PRODS INC	COM	57772K 10 1	7,877,000	150,000 C	b	1	a(150,000 shares)
MAVERICK TUBE CORP	COM	577914 10 4	179,000	13,800	b	1	a(13,800 shares)
MAXIMUS INC	COM	577933 10 4	883,000	21,000 C	b	1	a(21,000 shares)
MAXIMUS INC	COM	577933 10 4	421,000	10,000 P	b	1	a(10,000 shares)
MAYTAG CORP	COM	578592 10 7	1,322,000	42,600	b	1	a(42,600 shares)
MCAFEE COM CORP	CL A	579062 10 0	1,017,000	30,000 C	b	1	a(30,000 shares)

CONFIDENTIAL TREATEMENT HAS BEEN REQUESTED

Page Total 86,814,000

Name of Issuer	Title of Class	CUSIP Number	Fair Market Value (Rounded to nearest $1000	Shares or Principal Amount	Investment Discretion (note #2)	Managers	Voting Authority (Shares) (note #3)
MCCORMICK & CO INC	COM NON VTG	579780 20 6	1,007,000	24,000	b	1	a(24,000 shares)
MCCORMICK & CO INC	COM VTG	579780 10 7	0	15,000 P	b	1	a(15,000 shares)
MCDONALDS CORP	COM	580135 10 1	18,465,000	697,600	b	1	a(697,600 shares)
MCGRAW HILL COS INC	COM	580645 10 9	848,000	13,900	b	1	a(13,900 shares)
MCGRAW HILL COS INC	COM	580645 10 9	610,000	10,000 C	b	1	a(10,000 shares)
MCKESSON CORP	COM	58155Q 10 3	1,459,000	39,000	b	1	a(39,000 shares)
MCKESSON CORP	COM	58155Q 10 3	1,496,000	40,000 P	b	1	a(40,000 shares)
MCLEODUSA INC	CL A	582266 10 2	98,000	265,600	b	1	a(265,600 shares)
MEAD CORP	COM	582834 10 7	2,162,000	70,000 C	b	1	a(70,000 shares)
MEDAREX INC	COM	583916 10 1	2,188,000	121,800	b	1	a(121,800 shares)
MED-DESIGN CORP	COM	583926 10 0	287,000	14,546	b	1	a(14,546 shares)
MED-DESIGN CORP	COM	583926 10 0	443,000	22,500 C	b	1	a(22,500 shares)
MEDICIS PHARMACEUTICAL CORP	CL A NEW	584690 30 9	452,000	7,000	b	1	a(7,000 shares)
MEDIMMUNE INC	COM	584699 10 2	8,125,000	175,300	b	1	a(175,300 shares)
MEDTRONIC INC	COM	585055 10 6	1,301,000	25,400	b	1	a(25,400 shares)
MEDTRONIC INC	CONV DEB 144A 2	585055 AA 4	22,024,000	21,000,000	b	1	a(21,000,000 shares)
MENS WEARHOUSE INC	COM	587118 10 0	421,000	20,400	b	1	a(20,400 shares)
MENTOR CORP MINN	COM	587188 10 3	271,000	9,500	b	1	a(9,500 shares)
MENTOR CORP MINN	COM	587188 10 3	571,000	20,000 C	b	1	a(20,000 shares)
MENTOR CORP MINN	COM	587188 10 3	857,000	30,000 P	b	1	a(30,000 shares)
MERCK & CO INC	COM	589331 10 7	1,317,000	22,400	b	1	a(22,400 shares)
MERCK & CO INC	COM	589331 10 7	4,116,000	70,000 C	b	1	a(70,000 shares)
MERCK & CO INC	COM	589331 10 7	2,352,000	40,000 P	b	1	a(40,000 shares)
MERCURY COMPUTER SYS	COM	589378 10 8	435,000	11,131	b	1	a(11,131 shares)
MERCURY COMPUTER SYS	COM	589378 10 8	782,000	20,000 C	b	1	a(20,000 shares)
MERCURY GENL CORP NEW	COM	589400 10 0	319,000	7,300	b	1	a(7,300 shares)
MERCURY GENL CORP NEW	COM	589400 10 0	655,000	15,000 P	b	1	a(15,000 shares)
MEREDITH CORP	COM	589433 10 1	966,000	27,100	b	1	a(27,100 shares)

CONFIDENTIAL TREATEMENT HAS BEEN REQUESTED

Page Total 74,027,000

Name of Issuer	Title of Class	CUSIP Number	Fair Market Value (Rounded to nearest $1000	Shares or Principal Amount	Investment Discretion (note #2)	Managers	Voting Authority (Shares) (note #3)
MERRILL LYNCH & CO INC	COM	590188 10 8	32,054,000	615,000 C	b	1	a(615,000 shares)
MERRILL LYNCH & CO INC	COM	590188 10 8	12,248,000	235,000 P	b	1	a(235,000 shares)
METRIS COS INC	COM	591598 10 7	2,013,000	78,300	b	1	a(78,300 shares)
METRO ONE TELECOMMUNICATIONS	COM	59163F 10 5	2,302,000	76,100	b	1	a(76,100 shares)
METROMEDIA FIBER NETWORK INC	CL A	591689 10 4	15,000	33,900	b	1	a(33,900 shares)
METTLER TOLEDO INTERNATIONAL	COM	592688 10 5	436,000	8,400	b	1	a(8,400 shares)
METTLER TOLEDO INTERNATIONAL	COM	592688 10 5	1,037,000	20,000 P	b	1	a(20,000 shares)
MICHAELS STORES INC	COM	594087 10 8	4,204,000	127,598	b	1	a(127,598 shares)
MICHAELS STORES INC	COM	594087 10 8	330,000	10,000 C	b	1	a(10,000 shares)
MICHAELS STORES INC	COM	594087 10 8	330,000	10,000 P	b	1	a(10,000 shares)
MICREL INC	COM	594793 10 1	748,000	28,500	b	1	a(28,500 shares)
MICROSOFT CORP	COM	594918 10 4	176,515,000	2,663,570	b	1	a(2,663,570 shares)
MICROSOFT CORP	COM	594918 10 4	38,437,000	580,000 C	b	1	a(580,000 shares)
MICROSOFT CORP	COM	594918 10 4	114,647,000	1,730,000 P	b	1	a(1,730,000 shares)
MICROVISION INC WASH	COM	594960 10 6	406,000	28,500	b	1	a(28,500 shares)
MICROMUSE INC	COM	595094 10 3	2,450,000	163,344	b	1	a(163,344 shares)
MICRON TECHNOLOGY INC	COM	595112 10 3	3,100,000	100,000 C	b	1	a(100,000 shares)
MICROSEMI CORP	COM	595137 10 0	303,000	10,200	b	1	a(10,200 shares)
MICROSEMI CORP	COM	595137 10 0	3,386,000	114,000 C	b	1	a(114,000 shares)
MICROSEMI CORP	COM	595137 10 0	1,485,000	50,000 P	b	1	a(50,000 shares)
MID ATLANTIC MED SVCS INC	COM	59523C 10 7	642,000	28,300	b	1	a(28,300 shares)
MIDWAY GAMES INC	COM	598148 10 4	225,000	15,000 P	b	1	a(15,000 shares)
MILLENNIUM PHARMACEUTICALS INC	COM	599902 10 3	2,865,000	116,900	b	1	a(116,900 shares)
MILLIPORE CORP	COM	601073 10 9	2,404,000	39,600	b	1	a(39,600 shares)
MILLIPORE CORP	COM	601073 10 9	1,518,000	25,000 C	b	1	a(25,000 shares)
MILLIPORE CORP	COM	601073 10 9	1,669,000	27,500 P	b	1	a(27,500 shares)
MINNESOTA MNG & MFG CO	COM	604059 10 5	981,000	8,300	b	1	a(8,300 shares)
MINNESOTA MNG & MFG CO	COM	604059 10 5	17,436,000	147,500 C	b	1	a(147,500 shares)
		Page Total	424,186,000				

CONFIDENTIAL TREATEMENT HAS BEEN REQUESTED

Name of Issuer	Title of Class	CUSIP Number	Fair Market Value (Rounded to nearest $1000	Shares or Principal Amount	Investment Discretion (note #2)	Managers	Voting Authority (Shares) (note #3)
MINNESOTA MNG & MFG CO	COM	604059 10 5	15,367,000	130,000 P	b	1	a(130,000 shares)
MIPS TECHNOLOGIES INC	CL A	604567 10 7	241,000	27,900	b	1	a(27,900 shares)
MIRANT CORP	COM	604675 10 8	349,000	21,816	b	1	a(21,816 shares)
MIRANT CORP	COM	604675 10 8	481,000	30,000 C	b	1	a(30,000 shares)
MITCHELL ENERGY & DEV CORP	CL A	606592 20 2	3,688,000	69,200	b	1	a(69,200 shares)
MITSUBISHI TOKYO FINL GROUP	SPONSORED ADR	606816 10 6	1,099,000	169,800	b	1	a(169,800 shares)
MOHAWK INDS INC	COM	608190 10 4	2,009,000	36,600	b	1	a(36,600 shares)
MOHAWK INDS INC	COM	608190 10 4	3,293,000	60,000 C	b	1	a(60,000 shares)
MOHAWK INDS INC	COM	608190 10 4	1,921,000	35,000 P	b	1	a(35,000 shares)
MOLEX INC	CL A	608554 20 0	940,000	34,736	b	1	a(34,736 shares)
MOLEX INC	COM	608554 10 1	2,606,000	84,200	b	1	a(84,200 shares)
MONACO COACH CORP	COM	60886R 10 3	262,000	12,000 C	b	1	a(12,000 shares)
MONACO COACH CORP	COM	60886R 10 3	219,000	10,000 P	b	1	a(10,000 shares)
MONSANTO CO NEW	COM	61166W 10 1	1,244,000	36,800	b	1	a(36,800 shares)
MONTANA POWER CO	COM	612085 10 0	67,000	11,600	b	1	a(11,600 shares)
MONY GROUP INC	COM	615337 10 2	277,000	8,000	b	1	a(8,000 shares)
MONY GROUP INC	COM	615337 10 2	1,901,000	55,000 C	b	1	a(55,000 shares)
MORGAN STANLEY DEAN WITTER&CO	COM NEW	617446 44 8	2,791,000	49,900	b	1	a(49,900 shares)
MOTOROLA INC	COM	620076 10 9	37,062,000	2,467,500	b	1	a(2,467,500 shares)
MOVIE GALLERY INC	COM	624581 10 4	2,023,000	83,052	b	1	a(83,052 shares)
MPOWER HOLDING CORP	PFD CV D 7.25%	62473L 20 0	176,000	140,600	b	1	a(140,600 shares)
MUELLER INDS INC	COM	624756 10 2	213,000	6,400	b	1	a(6,400 shares)
MUELLER INDS INC	COM	624756 10 2	1,430,000	43,000 C	b	1	a(43,000 shares)
MURPHY OIL CORP	COM	626717 10 2	3,244,000	38,600	b	1	a(38,600 shares)
MURPHY OIL CORP	COM	626717 10 2	420,000	5,000 C	b	1	a(5,000 shares)
MURPHY OIL CORP	COM	626717 10 2	15,127,000	180,000 P	b	1	a(180,000 shares)
MYLAN LABS INC	COM	628530 10 7	3,375,000	90,000 C	b	1	a(90,000 shares)
MYLAN LABS INC	COM	628530 10 7	750,000	20,000 P	b	1	a(20,000 shares)

CONFIDENTIAL TREATEMENT HAS BEEN REQUESTED

Page Total 102,575,000

Name of Issuer	Title of Class	CUSIP Number	Fair Market Value (Rounded to nearest $1000	Shares or Principal Amount	Investment Discretion (note #2)	Managers	Voting Authority (Shares) (note #3)
NCH CORP	COM	628850 10 9	271,000	5,200	b	1	a(5,200 shares)
NCR CORP NEW	COM	62886E 10 8	3,314,000	89,900	b	1	a(89,900 shares)
NCR CORP NEW	COM	62886E 10 8	4,423,000	120,000 C	b	1	a(120,000 shares)
NCR CORP NEW	COM	62886E 10 8	922,000	25,000 P	b	1	a(25,000 shares)
NS GROUP INC	COM	628916 10 8	141,000	18,800	b	1	a(18,800 shares)
NPS PHARMACEUTICALS INC	COM	62936P 10 3	544,000	14,200	b	1	a(14,200 shares)
NTL INC	COM	629407 10 7	45,000	48,300	b	1	a(48,300 shares)
NABORS INDS INC	COM	629568 10 6	2,650,000	77,200	b	1	a(77,200 shares)
NABORS INDS INC	COM	629568 10 6	1,717,000	50,000 C	b	1	a(50,000 shares)
NAPRO BIOTHERAPUTICS INC	COM	630795 10 2	123,000	10,800	b	1	a(10,800 shares)
NASDAQ 100 TR	UNIT SER 1	631100 10 4	19,550,000	500,000	b	1	a(500,000 shares)
NATIONAL CITY CORP	COM	635405 10 3	956,000	32,700	b	1	a(32,700 shares)
NATIONAL DATA CORP	SUB NT CONV 5%0	635621 AA 3	4,325,000	4,000,000	b	1	a(4,000,000 shares)
NATIONAL SEMICONDUCTOR CORP	COM	637640 10 3	2,106,000	68,400	b	1	a(68,400 shares)
NATIONAL SEMICONDUCTOR CORP	COM	637640 10 3	616,000	20,000 P	b	1	a(20,000 shares)
NATIONAL SVC INDS INC	COM	637657 10 7	746,000	369,400	b	1	a(369,400 shares)
NATIONWIDE FINL SVCS INC	CL A	638612 10 1	415,000	10,000	b	1	a(10,000 shares)
NATIONWIDE FINL SVCS INC	CL A	638612 10 1	850,000	20,500 C	b	1	a(20,500 shares)
NATIONWIDE FINL SVCS INC	CL A	638612 10 1	1,037,000	25,000 P	b	1	a(25,000 shares)
NAVISTAR INTL CORP NEW	COM	63934E 10 8	356,000	9,000 C	b	1	a(9,000 shares)
NEIMAN MARCUS GROUP INC	CL A	640204 20 2	478,000	15,400	b	1	a(15,400 shares)
NEORX CORP	COM PAR $0.02	640520 30 0	92,000	15,900	b	1	a(15,900 shares)
NETIQ CORP	COM	64115P 10 2	549,000	15,580	b	1	a(15,580 shares)
NETIQ CORP	COM	64115P 10 2	2,468,000	70,000 C	b	1	a(70,000 shares)
NETWORK APPLIANCE INC	COM	64120L 10 4	6,463,000	295,500	b	1	a(295,500 shares)
NETWORK APPLIANCE INC	COM	64120L 10 4	1,422,000	65,000 C	b	1	a(65,000 shares)
NEUBERGER BERMAN INC	COM	641234 10 9	1,530,000	34,850	b	1	a(34,850 shares)
NEUBERGER BERMAN INC	COM	641234 10 9	1,098,000	25,000 P	b	1	a(25,000 shares)

CONFIDENTIAL TREATEMENT HAS BEEN REQUESTED Page Total 59,207,000

Name of Issuer	Title of Class	CUSIP Number	Fair Market Value (Rounded to nearest $1000	Shares or Principal Amount	Investment Discretion (note #2)	Managers	Voting Authority (Shares) (note #3)
NEUROCRINE BIOSCIENCES INC	COM	64125C 10 9	872,000	17,000 C	b	1	a(17,000 shares)
NEUROCRINE BIOSCIENCES INC	COM	64125C 10 9	1,154,000	22,500 P	b	1	a(22,500 shares)
NEW CENTY EQUITY HLDGS CORP	COM	64353J 10 7	6,000	12,000	b	1	a(12,000 shares)
NEW FOCUS INC	COM	644383 10 1	197,000	51,700	b	1	a(51,700 shares)
NEW YORK CMNTY BANCORP INC	COM	649445 10 3	669,000	29,250	b	1	a(29,250 shares)
NEW YORK CMNTY BANCORP INC	COM	649445 10 3	286,000	12,500 P	b	1	a(12,500 shares)
NEWFIELD FINL TR I	QUIPS SER A	651291 20 5	13,782,000	257,600	b	1	a(257,600 shares)
NEWMONT MINING CORP	COM	651639 10 6	2,389,000	125,000	b	1	a(125,000 shares)
NEWPARK RES INC	COM PAR $.01NEW	651718 50 4	288,000	36,400	b	1	a(36,400 shares)
NEWPORT NEWS SHIPBUILDING INC	COM	652228 10 7	1,646,000	23,100	b	1	a(23,100 shares)
NEWPORT NEWS SHIPBUILDING INC	COM	652228 10 7	3,206,000	45,000 C	b	1	a(45,000 shares)
NEWPOWER HLDGS INC	COM	652463 10 0	30,000	40,300	b	1	a(40,300 shares)
NEWS CORP LTD	ADR NEW	652487 70 3	1,390,000	43,700	b	1	a(43,700 shares)
NEWS CORP LTD	SP ADR PFD	652487 80 2	3,111,000	117,562	b	1	a(117,562 shares)
NEXTCARD INC	COM	65332K 10 7	57,000	110,000	b	1	a(110,000 shares)
NEXTEL COMMUNICATIONS INC	CL A	65332V 10 3	18,762,000	1,711,900	b	1	a(1,711,900 shares)
NEXTEL COMMUNICATIONS INC	CL A	65332V 10 3	877,000	80,000 C	b	1	a(80,000 shares)
NIAGARA MOHAWK HLDGS INC	COM	653520 10 6	15,367,000	866,700	b	1	a(866,700 shares)
NICOR INC	COM	654086 10 7	354,000	8,500	b	1	a(8,500 shares)
99 CENTS ONLY STORES	COM	65440K 10 6	1,143,000	30,000 P	b	1	a(30,000 shares)
NIPPON TELEG & TEL CORP	SPONSORED ADR	654624 10 5	2,605,000	160,800	b	1	a(160,800 shares)
NOBLE AFFILIATES INC	COM	654894 10 4	1,997,000	56,600	b	1	a(56,600 shares)
NOKIA CORP	SPONSORED ADR	654902 20 4	19,197,000	782,600	b	1	a(782,600 shares)
NOBLE DRILLING CORP	COM	655042 10 9	861,000	25,300	b	1	a(25,300 shares)
NORDSTROM INC	COM	655664 10 0	1,268,000	62,700	b	1	a(62,700 shares)
NORFOLK SOUTHERN CORP	COM	655844 10 8	880,000	48,000	b	1	a(48,000 shares)
NORTEL NETWORKS CORP NEW	COM	656568 10 2	4,622,000	618,474	b	1	a(618,474 shares)
NORTH FORK BANCORPORATION NY	COM	659424 10 5	4,315,000	134,900	b	1	a(134,900 shares)

CONFIDENTIAL TREATEMENT HAS BEEN REQUESTED Page Total 101,331,000

Name of Issuer	Title of Class	CUSIP Number	Fair Market Value (Rounded to nearest $1000	Shares or Principal Amount	Investment Discretion (note #2)	Managers	Voting Authority (Shares) (note #3)
NORTHEAST UTILS	COM	664397 10 6	490,000	27,800	b	1	a(27,800 shares)
NORTHERN TR CORP	COM	665859 10 4	789,000	13,100	b	1	a(13,100 shares)
NORTHERN TR CORP	COM	665859 10 4	2,710,000	45,000 C	b	1	a(45,000 shares)
NORTHERN TR CORP	COM	665859 10 4	2,710,000	45,000 P	b	1	a(45,000 shares)
NORTHFIELD LABS INC	COM	666135 10 8	257,000	29,900	b	1	a(29,900 shares)
NORTHROP GRUMMAN CORP	COM	666807 10 2	68,752,000	682,000 C	b	1	a(682,000 shares)
NORTHROP GRUMMAN CORP	COM	666807 10 2	43,147,000	428,000 P	b	1	a(428,000 shares)
NORTHWEST AIRLS CORP	CL A	667280 10 1	1,029,000	65,544	b	1	a(65,544 shares)
NOVARTIS A G	SPONSORED ADR	66987V 10 9	7,588,000	207,900	b	1	a(207,900 shares)
NUANCE COMMUNICATIONS INC	COM	669967 10 1	163,000	17,900	b	1	a(17,900 shares)
NOVELLUS SYS INC	LYON ZERO 144A3	670008 AA 9	24,781,000	25,000,000	b	1	a(25,000,000 shares)
NOVOSTE CORP	COM	67010C 10 0	331,000	37,900	b	1	a(37,900 shares)
NUCOR CORP	COM	670346 10 5	1,589,000	30,000 C	b	1	a(30,000 shares)
NUCOR CORP	COM	670346 10 5	1,324,000	25,000 P	b	1	a(25,000 shares)
NVIDIA CORP	COM	67066G 10 4	401,000	6,000 C	b	1	a(6,000 shares)
OSI PHARMACEUTICALS INC	COM	671040 10 3	654,000	14,300	b	1	a(14,300 shares)
OSI PHARMACEUTICALS INC	COM	671040 10 3	457,000	10,000 C	b	1	a(10,000 shares)
OCCIDENTAL PETE CORP DEL	COM	674599 10 5	1,621,000	61,100	b	1	a(61,100 shares)
OCEAN ENERGY INC DEL	COM	67481E 10 6	682,000	35,500	b	1	a(35,500 shares)
OLD REP INTL CORP	COM	680223 10 4	2,426,000	86,600	b	1	a(86,600 shares)
OMNICOM GROUP INC	COM	681919 10 6	19,175,000	214,600	b	1	a(214,600 shares)
OMNICOM GROUP INC	COM	681919 10 6	42,441,000	475,000 C	b	1	a(475,000 shares)
OMNICOM GROUP INC	COM	681919 10 6	44,228,000	495,000 P	b	1	a(495,000 shares)
ONEOK INC NEW	COM	682680 10 3	310,000	17,400	b	1	a(17,400 shares)
ONI SYSTEMS CORP	COM	68273F 10 3	345,000	55,100	b	1	a(55,100 shares)
ONYX PHARMACEUTICALS INC	COM	683399 10 9	88,000	17,166	b	1	a(17,166 shares)
OPEN TEXT CORP	COM	683715 10 6	291,000	9,783	b	1	a(9,783 shares)
OPENWAVE SYS INC	COM	683718 10 0	308,000	31,500	b	1	a(31,500 shares)

CONFIDENTIAL TREATEMENT HAS BEEN REQUESTED Page Total 269,087,000

Name of Issuer	Title of Class	CUSIP Number	Fair Market Value (Rounded to nearest $1000	Shares or Principal Amount	Investment Discretion (note #2)	Managers	Voting Authority (Shares) (note #3)
OPENWAVE SYS INC	COM	683718 10 0	98,000	10,000 C	b	1	a(10,000 shares)
OPLINK COMMUNICATIONS INC	COM	68375Q 10 6	114,000	60,300	b	1	a(60,300 shares)
OPTICAL COMMUNICATION PRODS	CL A	68382T 10 1	78,000	19,700	b	1	a(19,700 shares)
OPTIMAL ROBOTICS CORP	CL A NEW	68388R 20 8	397,000	11,200	b	1	a(11,200 shares)
ORACLE CORP	COM	68389X 10 5	24,683,000	1,787,300	b	1	a(1,787,300 shares)
ORACLE CORP	COM	68389X 10 5	2,762,000	200,000 C	b	1	a(200,000 shares)
ORASURE TECHNOLOGIES INC	COM	68554V 10 8	350,000	28,800	b	1	a(28,800 shares)
ORBITAL SCIENCES CORP	COM	685564 10 6	130,000	31,400	b	1	a(31,400 shares)
ORGANOGENESIS INC	COM	685906 10 9	182,000	37,900	b	1	a(37,900 shares)
O REILLY AUTOMOTIVE INC	COM	686091 10 9	365,000	10,000 C	b	1	a(10,000 shares)
O REILLY AUTOMOTIVE INC	COM	686091 10 9	365,000	10,000 P	b	1	a(10,000 shares)
ORION PWR HLDGS INC	COM	686286 10 5	7,624,000	292,100	b	1	a(292,100 shares)
OUTBACK STEAKHOUSE INC	COM	689899 10 2	356,000	10,400	b	1	a(10,400 shares)
OUTBACK STEAKHOUSE INC	COM	689899 10 2	685,000	20,000 C	b	1	a(20,000 shares)
OUTBACK STEAKHOUSE INC	COM	689899 10 2	1,370,000	40,000 P	b	1	a(40,000 shares)
OVERSEAS SHIPHOLDING GROUP INC	COM	690368 10 5	1,532,000	68,100	b	1	a(68,100 shares)
OVERTURE SVCS INC	COM	69039R 10 0	1,832,000	51,700	b	1	a(51,700 shares)
OVERTURE SVCS INC	COM	69039R 10 0	5,421,000	153,000 C	b	1	a(153,000 shares)
OWENS ILL INC	PFD CONV $.01	690768 50 2	2,206,000	107,600	b	1	a(107,600 shares)
P-COM INC	COM	693262 10 7	57,000	171,300	b	1	a(171,300 shares)
P F CHANGS CHINA BISTRO INC	COM	69333Y 10 8	3,027,000	64,000 C	b	1	a(64,000 shares)
PMC-SIERRA INC	COM	69344F 10 6	1,063,000	50,000 C	b	1	a(50,000 shares)
PMI GROUP INC	COM	69344M 10 1	295,000	4,400	b	1	a(4,400 shares)
PMI GROUP INC	COM	69344M 10 1	670,000	10,000 P	b	1	a(10,000 shares)
PNC FINL SVCS GROUP INC	COM	693475 10 5	14,567,000	259,200	b	1	a(259,200 shares)
PNC FINL SVCS GROUP INC	COM	693475 10 5	2,810,000	50,000 C	b	1	a(50,000 shares)
PNC FINL SVCS GROUP INC	COM	693475 10 5	562,000	10,000 P	b	1	a(10,000 shares)
PPG INDS INC	COM	693506 10 7	6,915,000	133,700	b	1	a(133,700 shares)
		Page Total	80,516,000				

CONFIDENTIAL TREATEMENT HAS BEEN REQUESTED

Name of Issuer	Title of Class	CUSIP Number	Fair Market Value (Rounded to nearest $1000	Shares or Principal Amount	Investment Discretion (note #2)	Managers	Voting Authority (Shares) (note #3)
PPL CORP	COM	69351T 10 6	6,726,000	193,000	b	1	a(193,000 shares)
PPL CORP	COM	69351T 10 6	871,000	25,000 C	b	1	a(25,000 shares)
PRI AUTOMATION INC	COM	69357H 10 6	1,161,000	56,750	b	1	a(56,750 shares)
PSS WORLD MED INC	COM	69366A 10 0	186,000	22,800	b	1	a(22,800 shares)
PYR ENERGY CORP	COM	693677 10 6	35,000	17,800	b	1	a(17,800 shares)
PAC-WEST TELECOM INC	COM	69371Y 10 1	33,000	60,400	b	1	a(60,400 shares)
PACIFICARE HEALTH SYS DEL	COM	695112 10 2	632,000	39,500	b	1	a(39,500 shares)
PACKAGING CORP AMER	COM	695156 10 9	875,000	48,200	b	1	a(48,200 shares)
PACKETEER INC	COM	695210 10 4	91,000	12,400	b	1	a(12,400 shares)
PACTIV CORP	COM	695257 10 5	923,000	52,000	b	1	a(52,000 shares)
PANAMSAT CORP NEW	COM	697933 10 9	806,000	36,817	b	1	a(36,817 shares)
PANCANADIAN ENERGY CORP	COM	69831A 10 7	3,384,000	130,488	b	1	a(130,488 shares)
PANERA BREAD CO	CL A	69840W 10 8	958,000	18,400	b	1	a(18,400 shares)
PANERA BREAD CO	CL A	69840W 10 8	2,082,000	40,000 P	b	1	a(40,000 shares)
PAPA JOHNS INTL INC	COM	698813 10 2	907,000	33,000	b	1	a(33,000 shares)
PAPA JOHNS INTL INC	COM	698813 10 2	687,000	25,000 P	b	1	a(25,000 shares)
PARAMETRIC TECHNOLOGY CORP	COM	699173 10 0	1,437,000	183,996	b	1	a(183,996 shares)
PARK PL ENTMT CORP	COM	700690 10 0	1,177,000	128,400	b	1	a(128,400 shares)
PARKER DRILLING CO	COM	701081 10 1	65,000	17,500	b	1	a(17,500 shares)
PARKER HANNIFIN CORP	COM	701094 10 4	459,000	10,000 C	b	1	a(10,000 shares)
PATHMARK STORES INC NEW	COM	70322A 10 1	661,000	26,800	b	1	a(26,800 shares)
PATHMARK STORES INC NEW	COM	70322A 10 1	493,000	20,000 P	b	1	a(20,000 shares)
PATTERSON DENTAL CO	COM	703412 10 6	532,000	13,000 C	b	1	a(13,000 shares)
PATTERSON UTI ENERGY INC	COM	703481 10 1	429,000	18,400	b	1	a(18,400 shares)
PAYCHEX INC	COM	704326 10 7	6,840,000	195,200	b	1	a(195,200 shares)
PAYLESS SHOESOURCE INC	COM	704379 10 6	1,207,000	21,500	b	1	a(21,500 shares)
PAYLESS SHOESOURCE INC	COM	704379 10 6	3,931,000	70,000 C	b	1	a(70,000 shares)
PAYLESS SHOESOURCE INC	COM	704379 10 6	5,334,000	95,000 P	b	1	a(95,000 shares)
		Page Total	42,922,000				

Name of Issuer	Title of Class	CUSIP Number	Fair Market Value (Rounded to nearest $1000	Shares or Principal Amount	Investment Discretion (note #2)	Managers	Voting Authority (Shares) (note #3)
PEABODY ENERGY CORP	COM	704549 10 4	369,000	13,100	b	1	a(13,100 shares)
PEDIATRIX MED GROUP	COM	705324 10 1	3,969,000	117,000 C	b	1	a(117,000 shares)
PEGASUS COMMUNICATIONS CORP	CL A	705904 10 0	262,000	25,187	b	1	a(25,187 shares)
PENN NATL GAMING INC	COM	707569 10 9	759,000	25,000 C	b	1	a(25,000 shares)
PENN TREATY AMERN CORP	SB NT CV 6.25%0	707874 AC 7	1,037,000	1,580,000	b	1	a(1,580,000 shares)
PENNEY J C INC	COM	708160 10 6	1,636,000	60,800	b	1	a(60,800 shares)
PENTAIR INC	COM	709631 10 5	1,205,000	33,000 C	b	1	a(33,000 shares)
PEOPLES ENERGY CORP	COM	711030 10 6	838,000	22,100	b	1	a(22,100 shares)
PEOPLESOFT INC	COM	712713 10 6	306,000	7,600	b	1	a(7,600 shares)
PEOPLESOFT INC	COM	712713 10 6	6,633,000	165,000 C	b	1	a(165,000 shares)
PEPSI BOTTLING GROUP INC	COM	713409 10 0	7,771,000	330,700	b	1	a(330,700 shares)
PEPSICO INC	COM	713448 10 8	216,000	4,440	b	1	a(4,440 shares)
PEREGRINE SYSTEMS INC	COM	71366Q 10 1	406,000	27,400	b	1	a(27,400 shares)
PERFORMANCE FOOD GROUP CO	COM	713755 10 6	344,000	9,790	b	1	a(9,790 shares)
PERFORMANCE FOOD GROUP CO	COM	713755 10 6	703,000	20,000 C	b	1	a(20,000 shares)
PERFORMANCE FOOD GROUP CO	COM	713755 10 6	703,000	20,000 P	b	1	a(20,000 shares)
PERICOM SEMICONDUCTOR CORP	COM	713831 10 5	300,000	20,700	b	1	a(20,700 shares)
PERRIGO CO	COM	714290 10 3	366,000	31,000	b	1	a(31,000 shares)
PETROLEO BRASILEIRO SA PETROBR	SPONSORED ADR	71654V 40 8	464,000	19,900	b	1	a(19,900 shares)
PETROQUEST ENERGY INC	COM	716748 10 8	118,000	22,100	b	1	a(22,100 shares)
PHARMACYCLICS INC	COM	716933 10 6	329,000	33,116	b	1	a(33,116 shares)
PFIZER INC	COM	717081 10 3	40,332,000	1,012,100	b	1	a(1,012,100 shares)
PFIZER INC	COM	717081 10 3	2,790,000	70,000 C	b	1	a(70,000 shares)
PHARMACEUTICAL RES INC	COM	717125 10 8	321,000	9,500	b	1	a(9,500 shares)
PHARMACEUTICAL RES INC	COM	717125 10 8	17,204,000	509,000 C	b	1	a(509,000 shares)
PHARMACEUTICAL RES INC	COM	717125 10 8	1,521,000	45,000 P	b	1	a(45,000 shares)
PHARMACOPEIA INC	COM	71713B 10 4	224,000	16,100	b	1	a(16,100 shares)
PHARMACIA CORP	COM	71713U 10 2	5,971,000	140,000 C	b	1	a(140,000 shares)
		Page Total	97,097,000				

Name of Issuer	Title of Class	CUSIP Number	Fair Market Value (Rounded to nearest $1000	Shares or Principal Amount	Investment Discretion (note #2)	Managers	Voting Authority (Shares) (note #3)
PHELPS DODGE CORP	COM	717265 10 2	5,732,000	176,900	b	1	a(176,900 shares)
PHILADELPHIA SUBN CORP	COM PAR $0.50	718009 60 8	611,000	27,100	b	1	a(27,100 shares)
PHILIP MORRIS COS INC	COM	718154 10 7	16,112,000	351,400	b	1	a(351,400 shares)
PHILIP MORRIS COS INC	COM	718154 10 7	5,961,000	130,000 C	b	1	a(130,000 shares)
PHILIPPINE LONG DISTANCE TEL	SPON GDR PFD	718252 70 3	15,629,000	791,340	b	1	a(791,340 shares)
PHILLIPS PETE CO	COM	718507 10 6	818,000	13,580	b	1	a(13,580 shares)
PHOTRONICS INC	COM	719405 10 2	1,724,000	55,000 C	b	1	a(55,000 shares)
PHOTRONICS INC	COM	719405 10 2	314,000	10,000 P	b	1	a(10,000 shares)
PHOTRONICS INC	SB NT CV 144A 0	719405 AB 8	2,203,000	2,000,000	b	1	a(2,000,000 shares)
PINNACLE WEST CAP CORP	COM	723484 10 1	1,017,000	24,300	b	1	a(24,300 shares)
PITNEY BOWES INC	COM	724479 10 0	26,869,000	714,400	b	1	a(714,400 shares)
PIXAR	COM	725811 10 3	1,887,000	52,475	b	1	a(52,475 shares)
PIXAR	COM	725811 10 3	360,000	10,000 P	b	1	a(10,000 shares)
PIXELWORKS INC	COM	72581M 10 7	199,000	12,400	b	1	a(12,400 shares)
PLACER DOME INC	COM	725906 10 1	1,196,000	109,600	b	1	a(109,600 shares)
PLAINS RES INC	COM PAR $0.10	726540 50 3	682,000	27,700	b	1	a(27,700 shares)
PLEXUS CORP	COM	729132 10 0	833,000	31,371	b	1	a(31,371 shares)
PLUG POWER INC	COM	72919P 10 3	380,000	43,500	b	1	a(43,500 shares)
POGO TR I	QUIPS SER A	73044P 20 8	18,661,000	314,100	b	1	a(314,100 shares)
POLARIS INDS INC	COM	731068 10 2	497,000	8,600	b	1	a(8,600 shares)
POLARIS INDS INC	COM	731068 10 2	2,888,000	50,000 P	b	1	a(50,000 shares)
POLYCOM INC	COM	73172K 10 4	574,000	16,679	b	1	a(16,679 shares)
POPULAR INC	COM	733174 10 6	266,000	9,146	b	1	a(9,146 shares)
PORTUGAL TELECOM SGPS S A	SPONSORED ADR	737273 10 2	152,000	20,000	b	1	a(20,000 shares)
POTASH CORP SASK INC	COM	73755L 10 7	969,000	15,800	b	1	a(15,800 shares)
POWER INTEGRATIONS INC	COM	739276 10 3	441,000	19,300	b	1	a(19,300 shares)
POWER-ONE INC	COM	739308 10 4	293,000	28,100	b	1	a(28,100 shares)
POWERWAVE TECHNOLOGIES INC	COM	739363 10 9	980,000	56,700	b	1	a(56,700 shares)

CONFIDENTIAL TREATEMENT HAS BEEN REQUESTED

Page Total 108,248,000

Name of Issuer	Title of Class	CUSIP Number	Fair Market Value (Rounded to nearest $1000	Shares or Principal Amount		Investment Discretion (note #2)	Managers	Voting Authority (Shares) (note #3)
PRAXAIR INC	COM	74005P 10 4	2,210,000	40,000	C	b	1	a(40,000 shares)
PRAXAIR INC	COM	74005P 10 4	1,934,000	35,000	P	b	1	a(35,000 shares)
PRECISION CASTPARTS CORP	COM	740189 10 5	311,000	11,000		b	1	a(11,000 shares)
PRECISION CASTPARTS CORP	COM	740189 10 5	1,695,000	60,000	P	b	1	a(60,000 shares)
PRICE T ROWE GROUP INC	COM	74144T 10 8	600,000	17,289		b	1	a(17,289 shares)
PRIDE INTL INC DEL	COM	74153Q 10 2	2,190,000	145,000		b	1	a(145,000 shares)
PRIDE INTL INC DEL	COM	74153Q 10 2	680,000	45,000	C	b	1	a(45,000 shares)
PRIME HOSPITALITY CORP	COM	741917 10 8	138,000	12,500		b	1	a(12,500 shares)
PRIMUS TELECOMMUNICATIONS GRP	COM	741929 10 3	26,000	39,800		b	1	a(39,800 shares)
PRIORITY HEALTHCARE CORP	CL B	74264T 10 2	880,000	25,000	C	b	1	a(25,000 shares)
PROCTER & GAMBLE CO	COM	742718 10 9	855,000	10,800		b	1	a(10,800 shares)
PROCTER & GAMBLE CO	COM	742718 10 9	9,100,000	115,000	C	b	1	a(115,000 shares)
PROGENICS PHARMACEUTICALS INC	COM	743187 10 6	430,000	23,300		b	1	a(23,300 shares)
PROGRESS ENERGY INC	COM	743263 10 5	775,000	17,200		b	1	a(17,200 shares)
PROGRESS ENERGY INC	COM	743263 10 5	450,000	10,000	P	b	1	a(10,000 shares)
PROGRESSIVE CORP OHIO	COM	743315 10 3	12,287,000	82,300		b	1	a(82,300 shares)
PROGRESSIVE CORP OHIO	COM	743315 10 3	9,331,000	62,500	C	b	1	a(62,500 shares)
PROGRESSIVE CORP OHIO	COM	743315 10 3	26,874,000	180,000	P	b	1	a(180,000 shares)
PROTECTIVE LIFE CORP	COM	743674 10 3	1,250,000	43,200		b	1	a(43,200 shares)
PROTEIN DESIGN LABS INC	COM	74369L 10 3	3,698,000	112,287		b	1	a(112,287 shares)
PROVIDIAN FINL CORP	COM	74406A 10 2	200,000	56,300		b	1	a(56,300 shares)
PUBLIC SVC CO N MEX	COM	744499 10 4	2,954,000	105,700		b	1	a(105,700 shares)
PUGET ENERGY INC NEW	COM	745310 10 2	265,000	12,100		b	1	a(12,100 shares)
PULTE HOMES INC	COM	745867 10 1	348,000	7,800		b	1	a(7,800 shares)
PULTE HOMES INC	COM	745867 10 1	447,000	10,000	C	b	1	a(10,000 shares)
PULTE HOMES INC	COM	745867 10 1	1,117,000	25,000	P	b	1	a(25,000 shares)
QLOGIC CORP	COM	747277 10 1	5,329,000	119,716		b	1	a(119,716 shares)
QLOGIC CORP	COM	747277 10 1	890,000	20,000	C	b	1	a(20,000 shares)
		Page Total	87,264,000					

CONFIDENTIAL TREATEMENT HAS BEEN REQUESTED

Name of Issuer	Title of Class	CUSIP Number	Fair Market Value (Rounded to nearest $1000	Shares or Principal Amount	Investment Discretion (note #2)	Managers	Voting Authority (Shares) (note #3)
QUALCOMM INC	COM	747525 10 3	14,589,000	288,900	b	1	a(288,900 shares)
QUANTA SVCS INC	COM	74762E 10 2	1,603,000	103,900	b	1	a(103,900 shares)
QUANTUM CORP	COM DSSG	747906 20 4	132,000	13,400	b	1	a(13,400 shares)
QUEST DIAGNOSTICS INC	COM	74834L 10 0	868,000	12,100	b	1	a(12,100 shares)
QUEST DIAGNOSTICS INC	COM	74834L 10 0	11,832,000	165,000 C	b	1	a(165,000 shares)
QUEST DIAGNOSTICS INC	COM	74834L 10 0	4,661,000	65,000 P	b	1	a(65,000 shares)
QUEST SOFTWARE INC	COM	74834T 10 3	531,000	24,000	b	1	a(24,000 shares)
QUINTILES TRANSNATIONAL CORP	COM	748767 10 0	935,000	58,135	b	1	a(58,135 shares)
QWEST COMMUNICATIONS INTL INC	COM	749121 10 9	1,442,000	102,039	b	1	a(102,039 shares)
RCN CORP	COM	749361 10 1	41,000	14,100	b	1	a(14,100 shares)
R G S ENERGY GROUP INC	COM	74956K 10 4	3,621,000	96,300	b	1	a(96,300 shares)
RPM INC OHIO	COM	749685 10 3	2,256,000	156,000	b	1	a(156,000 shares)
RF MICRODEVICES INC	COM	749941 10 0	5,106,000	265,500	b	1	a(265,500 shares)
RADIO ONE INC	CL A	75040P 10 8	185,000	10,000 C	b	1	a(10,000 shares)
RADIOSHACK CORP	COM	750438 10 3	7,293,000	242,300	b	1	a(242,300 shares)
RAMBUS INC DEL	COM	750917 10 6	1,624,000	203,221	b	1	a(203,221 shares)
RATIONAL SOFTWARE CORP	COM NEW	75409P 20 2	1,450,000	74,367	b	1	a(74,367 shares)
RAYTHEON CO	COM NEW	755111 50 7	7,283,000	224,300	b	1	a(224,300 shares)
REALNETWORKS INC	COM	75605L 10 4	520,000	87,462	b	1	a(87,462 shares)
RED HAT INC	COM	756577 10 2	307,000	43,300	b	1	a(43,300 shares)
REDBACK NETWORKS INC	COM	757209 10 1	59,000	15,000	b	1	a(15,000 shares)
REEBOK INTL LTD	COM	758110 10 0	2,178,000	82,200	b	1	a(82,200 shares)
REEBOK INTL LTD	COM	758110 10 0	265,000	10,000 C	b	1	a(10,000 shares)
REEBOK INTL LTD	COM	758110 10 0	530,000	20,000 P	b	1	a(20,000 shares)
REGIONS FINL CORP	COM	758940 10 0	607,000	20,204	b	1	a(20,204 shares)
REINSURANCE GROUP AMER INC	COM	759351 10 9	985,000	29,600	b	1	a(29,600 shares)
RELIANT ENERGY INC	COM	75952J 10 8	6,192,000	233,500	b	1	a(233,500 shares)
RENAISSANCE LEARNING INC	COM	75968L 10 5	3,748,000	123,000 C	b	1	a(123,000 shares)

CONFIDENTIAL TREATEMENT HAS BEEN REQUESTED   Page Total   80,843,000

Name of Issuer	Title of Class	CUSIP Number	Fair Market Value (Rounded to nearest $1000	Shares or Principal Amount	Investment Discretion (note #2)	Managers	Voting Authority (Shares) (note #3)
RENAL CARE GROUP INC	COM	759930 10 0	905,000	28,200	b	1	a(28,200 shares)
RENAL CARE GROUP INC	COM	759930 10 0	642,000	20,000 C	b	1	a(20,000 shares)
RENAL CARE GROUP INC	COM	759930 10 0	803,000	25,000 P	b	1	a(25,000 shares)
RENT A CTR INC NEW	COM	76009N 10 0	1,433,000	42,700 C	b	1	a(42,700 shares)
REPSOL YPF S A	SPONSORED ADR	76026T 20 5	564,000	38,800	b	1	a(38,800 shares)
RESEARCH IN MOTION LTD	COM	760975 10 2	505,000	21,300	b	1	a(21,300 shares)
RESMED INC	COM	761152 10 7	3,710,000	68,800	b	1	a(68,800 shares)
RESMED INC	COM	761152 10 7	404,000	7,500 C	b	1	a(7,500 shares)
RESOURCES CONNECTION INC	COM	76122Q 10 5	261,000	9,900	b	1	a(9,900 shares)
RESPIRONICS INC	COM	761230 10 1	308,000	8,900	b	1	a(8,900 shares)
RESPIRONICS INC	COM	761230 10 1	260,000	7,500 P	b	1	a(7,500 shares)
RETEK INC	COM	76128Q 10 9	2,091,000	70,000 C	b	1	a(70,000 shares)
REUTERS GROUP PLC	SPONSORED ADR	76132M 10 2	492,000	8,200	b	1	a(8,200 shares)
REYNOLDS & REYNOLDS CO	CL A	761695 10 5	1,729,000	71,300	b	1	a(71,300 shares)
RIBOZYME PHARMACEUTICALS INC	COM	762567 10 5	51,000	11,200	b	1	a(11,200 shares)
RICHARDSON ELECTRS LTD	SRSBDBCV 8.25%0	763165 AC 1	2,365,000	2,642,000	b	1	a(2,642,000 shares)
RIGHTCHOICE MANAGED CARE DEL	COM	76657T 10 2	392,000	5,600	b	1	a(5,600 shares)
RIVERSTONE NETWORKS INC	COM	769320 10 2	844,000	50,848	b	1	a(50,848 shares)
RIVERSTONE NETWORKS INC	SB NT CV 144A 0	769320 AA 0	2,443,000	2,150,000	b	1	a(2,150,000 shares)
ROBBINS & MYERS INC	SUB NT CV 6.5%0	770196 AA 1	996,000	1,000,000	b	1	a(1,000,000 shares)
ROBOTIC VISION SYS INC	COM	771074 10 1	61,000	54,200	b	1	a(54,200 shares)
ROCKWELL INTL CORP NEW	COM	773903 10 9	307,000	17,200	b	1	a(17,200 shares)
ROHM & HAAS CO	COM	775371 10 7	4,568,000	131,900	b	1	a(131,900 shares)
ROPER INDS INC NEW	COM	776696 10 6	723,000	14,600	b	1	a(14,600 shares)
ROSLYN BANCORP INC	COM	778162 10 7	651,000	37,190	b	1	a(37,190 shares)
ROSLYN BANCORP INC	COM	778162 10 7	263,000	15,000 P	b	1	a(15,000 shares)
ROSS STORES INC	COM	778296 10 3	1,283,000	40,000 C	b	1	a(40,000 shares)
ROSS STORES INC	COM	778296 10 3	962,000	30,000 P	b	1	a(30,000 shares)
		Page Total	30,016,000				

CONFIDENTIAL TREATEMENT HAS BEEN REQUESTED

Name of Issuer	Title of Class	CUSIP Number	Fair Market Value (Rounded to nearest $1000	Shares or Principal Amount		Investment Discretion (note #2)	Managers	Voting Authority (Shares) (note #3)
ROWAN COS INC	COM	779382 10 0	258,000	13,300		b	1	a(13,300 shares)
ROYAL BK CDA MONTREAL QUE	COM	780087 10 2	303,000	9,300		b	1	a(9,300 shares)
ROYAL DUTCH PETE CO	NY REG GLD1.25	780257 80 4	24,843,000	506,800		b	1	a(506,800 shares)
RUBY TUESDAY INC	COM	781182 10 0	398,000	19,300		b	1	a(19,300 shares)
RUDOLPH TECHNOLOGIES INC	COM	781270 10 3	415,000	12,100		b	1	a(12,100 shares)
RYANAIR HLDGS PLC	SPONSORED ADR	783513 10 4	3,768,000	117,576		b	1	a(117,576 shares)
RYDER SYS INC	COM	783549 10 8	658,000	29,700		b	1	a(29,700 shares)
RYLAND GROUP INC	COM	783764 10 3	2,708,000	37,000	C	b	1	a(37,000 shares)
RYLAND GROUP INC	COM	783764 10 3	5,124,000	70,000	P	b	1	a(70,000 shares)
SBC COMMUNICATIONS INC	COM	78387G 10 3	999,000	25,500		b	1	a(25,500 shares)
SBC COMMUNICATIONS INC	COM	78387G 10 3	1,567,000	40,000	C	b	1	a(40,000 shares)
SBC COMMUNICATIONS INC	COM	78387G 10 3	1,175,000	30,000	P	b	1	a(30,000 shares)
SCP POOL CORP	COM	784028 10 2	287,000	10,450		b	1	a(10,450 shares)
SPDR TR	UNIT SER 1	78462F 10 3	286,000	2,500		b	1	a(2,500 shares)
SPX CORP	COM	784635 10 4	22,589,000	165,000	C	b	1	a(165,000 shares)
SPX CORP	COM	784635 10 4	5,476,000	40,000	P	b	1	a(40,000 shares)
SPX CORP	LYON ZERO 2	784635 AD 6	11,044,000	15,000,000		b	1	a(15,000,000 shares)
SAFECO CORP	COM	786429 10 0	1,598,000	51,297		b	1	a(51,297 shares)
SAFEGUARD SCIENTIFICS INC	COM	786449 10 8	170,000	48,500		b	1	a(48,500 shares)
SAFEWAY INC	COM NEW	786514 20 8	6,534,000	156,500		b	1	a(156,500 shares)
ST JOE CO	COM	790148 10 0	291,000	10,500		b	1	a(10,500 shares)
ST JUDE MED INC	COM	790849 10 3	11,896,000	153,200		b	1	a(153,200 shares)
ST JUDE MED INC	COM	790849 10 3	9,706,000	125,000	C	b	1	a(125,000 shares)
ST JUDE MED INC	COM	790849 10 3	12,424,000	160,000	P	b	1	a(160,000 shares)
SAKS INC	COM	79377W 10 8	261,000	27,900		b	1	a(27,900 shares)
SANCHEZ COMPUTER ASSOCS INC	COM	799702 10 5	251,000	29,300		b	1	a(29,300 shares)
SANDISK CORP	COM	80004C 10 1	742,000	51,500		b	1	a(51,500 shares)
SANMINA SCI CORP	COM	800907 10 7	5,551,000	278,924		b	1	a(278,924 shares)
		Page Total	131,322,000					

CONFIDENTIAL TREATEMENT HAS BEEN REQUESTED

Name of Issuer	Title of Class	CUSIP Number	Fair Market Value (Rounded to nearest $1000	Shares or Principal Amount	Investment Discretion (note #2)	Managers	Voting Authority (Shares) (note #3)
SANMINA SCI CORP	SUB NTCV 4.25%0	800907 AB 3	13,575,000	12,483,000	b	1	a(12,483,000 shares)
SAP AKTIENGESELLSCHAFT	SPONSORED ADR	803054 20 4	1,871,000	58,600	b	1	a(58,600 shares)
SATCON TECHNOLOGY CORP	COM	803893 10 6	55,000	10,600	b	1	a(10,600 shares)
SAVOY PICTURES ENTMT INC	SUB DB CONV 7%0	805375 AA 0	5,016,000	4,950,000	b	1	a(4,950,000 shares)
SCHEIN HENRY INC	COM	806407 10 2	2,211,000	59,700	b	1	a(59,700 shares)
SCHEIN HENRY INC	COM	806407 10 2	1,666,000	45,000 C	b	1	a(45,000 shares)
SCHEIN HENRY INC	COM	806407 10 2	1,111,000	30,000 P	b	1	a(30,000 shares)
SCHERING PLOUGH CORP	COM	806605 10 1	25,633,000	715,800	b	1	a(715,800 shares)
SCHLUMBERGER LTD	COM	806857 10 8	6,012,000	109,400	b	1	a(109,400 shares)
SCHLUMBERGER LTD	COM	806857 10 8	1,649,000	30,000 C	b	1	a(30,000 shares)
SCHOLASTIC CORP	COM	807066 10 5	755,000	15,000 C	b	1	a(15,000 shares)
SCHOLASTIC CORP	COM	807066 10 5	1,258,000	25,000 P	b	1	a(25,000 shares)
SCHOOL SPECIALTY INC	COM	807863 10 5	1,119,000	48,900	b	1	a(48,900 shares)
SCHWAB CHARLES CORP NEW	COM	808513 10 5	1,151,000	74,400	b	1	a(74,400 shares)
SCIENTIFIC ATLANTA INC	COM	808655 10 4	1,008,000	42,100	b	1	a(42,100 shares)
SCIOS INC	COM	808905 10 3	929,000	39,065	b	1	a(39,065 shares)
SCOTTISH PWR PLC	SPON ADR FINAL	81013T 70 5	373,000	17,200	b	1	a(17,200 shares)
SCRIPPS E W CO OHIO	CL A	811054 20 4	244,000	3,700	b	1	a(3,700 shares)
SEACHANGE INTL INC	COM	811699 10 7	355,000	10,400	b	1	a(10,400 shares)
SEACHANGE INTL INC	COM	811699 10 7	682,000	20,000 C	b	1	a(20,000 shares)
SEALED AIR CORP NEW	PFD CV A $2	81211K 20 9	36,530,000	881,300	b	1	a(881,300 shares)
SECURE COMPUTING CORP	COM	813705 10 0	383,000	18,638	b	1	a(18,638 shares)
SECURITY CAP GROUP INC	CL B	81413P 20 4	1,431,000	56,400	b	1	a(56,400 shares)
SEEBEYOND TECHNOLOGIES CORP	COM	815704 10 1	555,000	57,250	b	1	a(57,250 shares)
SELECT MEDICAL CORP	COM	816196 10 9	368,000	22,872	b	1	a(22,872 shares)
SELECT MEDICAL CORP	COM	816196 10 9	402,000	25,000 C	b	1	a(25,000 shares)
SELECT MEDICAL CORP	COM	816196 10 9	482,000	30,000 P	b	1	a(30,000 shares)
SELECTICA INC	COM	816288 10 4	67,000	11,100	b	1	a(11,100 shares)

CONFIDENTIAL TREATEMENT HAS BEEN REQUESTED Page Total 106,891,000

Name of Issuer	Title of Class	CUSIP Number	Fair Market Value (Rounded to nearest $1000	Shares or Principal Amount		Investment Discretion (note #2)	Managers	Voting Authority (Shares) (note #3)
SEMOTUS SOLUTIONS INC	COM	81684P 10 7	18,000	25,000		b	1	a(25,000 shares)
SEMTECH CORP	COM	816850 10 1	6,899,000	193,300		b	1	a(193,300 shares)
SEMTECH CORP	COM	816850 10 1	1,071,000	30,000	P	b	1	a(30,000 shares)
SEMPRA ENERGY	COM	816851 10 9	400,000	16,300		b	1	a(16,300 shares)
SEPRACOR INC	COM	817315 10 4	1,324,000	23,200		b	1	a(23,200 shares)
SEPRACOR INC	SUB DB CONV 7%0	817315 AH 7	6,744,000	6,500,000		b	1	a(6,500,000 shares)
SERENA SOFTWARE INC	COM	817492 10 1	514,000	23,653		b	1	a(23,653 shares)
SERENA SOFTWARE INC	COM	817492 10 1	3,261,000	150,000	C	b	1	a(150,000 shares)
SERONO S A	SPONSORED ADR	81752M 10 1	1,948,000	87,800		b	1	a(87,800 shares)
SERVICE CORP INTL	COM	817565 10 4	2,764,000	554,000		b	1	a(554,000 shares)
SHAW GROUP INC	COM	820280 10 5	3,760,000	160,000		b	1	a(160,000 shares)
SHELL TRANS & TRADING PLC	NEW YRK SH NEW	822703 60 9	6,234,000	150,400		b	1	a(150,400 shares)
SHERWIN WILLIAMS CO	COM	824348 10 6	721,000	26,200		b	1	a(26,200 shares)
SHIRE PHARMACEUTICALS GRP PLC	SPONSORED ADR	82481R 10 6	1,392,000	38,033		b	1	a(38,033 shares)
SHUFFLE MASTER INC	COM	825549 10 8	208,000	13,300		b	1	a(13,300 shares)
SICOR INC	COM	825846 10 8	318,000	20,300		b	1	a(20,300 shares)
SIEBEL SYS INC	COM	826170 10 2	7,834,000	280,000	C	b	1	a(280,000 shares)
SIEBEL SYS INC	COM	826170 10 2	280,000	10,000	P	b	1	a(10,000 shares)
SIGMA ALDRICH CORP	COM	826552 10 1	4,099,000	104,000		b	1	a(104,000 shares)
SIGMA ALDRICH CORP	COM	826552 10 1	788,000	20,000	C	b	1	a(20,000 shares)
SIGMA ALDRICH CORP	COM	826552 10 1	6,897,000	175,000	P	b	1	a(175,000 shares)
SILICON LABORATORIES INC	COM	826919 10 2	789,000	23,400		b	1	a(23,400 shares)
SILICON STORAGE TECHNOLOGY INC	COM	827057 10 0	666,000	69,100		b	1	a(69,100 shares)
SILICON VY BANCSHARES	COM	827064 10 6	401,000	15,000	C	b	1	a(15,000 shares)
SIRIUS SATELLITE RADIO INC	COM	82966U 10 3	1,061,000	91,200		b	1	a(91,200 shares)
SIX FLAGS INC	COM	83001P 10 9	981,000	63,800		b	1	a(63,800 shares)
SKYWEST INC	COM	830879 10 2	891,000	35,000	C	b	1	a(35,000 shares)
SKYWEST INC	COM	830879 10 2	255,000	10,000	P	b	1	a(10,000 shares)

CONFIDENTIAL TREATEMENT HAS BEEN REQUESTED Page Total 62,518,000

Name of Issuer	Title of Class	CUSIP Number	Fair Market Value (Rounded to nearest $1000	Shares or Principal Amount		Investment Discretion (note #2)	Managers	Voting Authority (Shares) (note #3)
SMITH INTL INC	COM	832110 10 0	1,678,000	31,300		b	1	a(31,300 shares)
SMITH INTL INC	COM	832110 10 0	3,217,000	60,000	C	b	1	a(60,000 shares)
SMITHFIELD FOODS INC	COM	832248 10 8	1,322,000	60,000	C	b	1	a(60,000 shares)
SMITHFIELD FOODS INC	COM	832248 10 8	1,322,000	60,000	P	b	1	a(60,000 shares)
SMURFIT-STONE CONTAINER CORP	COM	832727 10 1	257,000	16,100		b	1	a(16,100 shares)
SMURFIT-STONE CONTAINER CORP	PFD CV EX A 7%	832727 20 0	3,826,000	191,300		b	1	a(191,300 shares)
SOLECTRON CORP	LYON ZERO CPN 2	834182 AL 1	2,106,000	5,000,000		b	1	a(5,000,000 shares)
SONIC CORP	COM	835451 10 5	720,000	20,000	C	b	1	a(20,000 shares)
SONIC CORP	COM	835451 10 5	900,000	25,000	P	b	1	a(25,000 shares)
SONICBLUE INC	COM	83546Q 10 9	1,122,000	277,805		b	1	a(277,805 shares)
SONICWALL INC	COM	835470 10 5	327,000	16,800		b	1	a(16,800 shares)
SONY CORP	ADR NEW	835699 30 7	397,000	8,800		b	1	a(8,800 shares)
SORRENTO NETWORKS CORP	COM	83586Q 10 0	356,000	99,218		b	1	a(99,218 shares)
SONUS NETWORKS INC	COM	835916 10 7	163,000	35,300		b	1	a(35,300 shares)
SOUTHERN UN CO NEW	COM	844030 10 6	198,000	10,500		b	1	a(10,500 shares)
SOUTHTRUST CORP	COM	844730 10 1	1,907,000	77,320		b	1	a(77,320 shares)
SOUTHTRUST CORP	COM	844730 10 1	493,000	20,000	C	b	1	a(20,000 shares)
SOUTHTRUST CORP	COM	844730 10 1	1,480,000	60,000	P	b	1	a(60,000 shares)
SOUTHWEST AIRLS CO	COM	844741 10 8	2,633,000	142,500		b	1	a(142,500 shares)
SOUTHWEST BANCORPORATION TEX	COM	84476R 10 9	303,000	10,000	P	b	1	a(10,000 shares)
SOUTHWEST GAS CORP	COM	844895 10 2	261,000	11,700		b	1	a(11,700 shares)
SOVEREIGN BANCORP INC	UNIT EX 111229	845905 30 6	18,609,000	265,000		b	1	a(265,000 shares)
SPECTRALINK CORP	COM	847580 10 7	507,000	29,600		b	1	a(29,600 shares)
SPINNAKER EXPL CO	COM	84855W 10 9	399,000	9,700		b	1	a(9,700 shares)
SPRINT CORP	COM FON GROUP	852061 10 0	5,717,000	284,700		b	1	a(284,700 shares)
STAMPS COM INC	COM	852857 10 1	54,000	15,055		b	1	a(15,055 shares)
STANLEY WKS	COM	854616 10 9	801,000	17,200		b	1	a(17,200 shares)
STAPLES INC	COM	855030 10 2	209,000	11,163		b	1	a(11,163 shares)
		Page Total	51,284,000					

CONFIDENTIAL TREATEMENT HAS BEEN REQUESTED

Name of Issuer	Title of Class	CUSIP Number	Fair Market Value (Rounded to nearest $1000	Shares or Principal Amount	Investment Discretion (note #2)	Managers	Voting Authority (Shares) (note #3)
STARBUCKS CORP	COM	855244 10 9	844,000	44,300	b	1	a(44,300 shares)
STARBUCKS CORP	COM	855244 10 9	381,000	20,000 C	b	1	a(20,000 shares)
STARWOOD HOTELS&RESORTS WRLDWD	PAIRED CTF	85590A 20 3	442,000	14,800	b	1	a(14,800 shares)
STATE STR CORP	COM	857477 10 3	1,918,000	36,700	b	1	a(36,700 shares)
STATEN IS BANCORP INC	COM	857550 10 7	274,000	16,800	b	1	a(16,800 shares)
STEELCASE INC	CL A	858155 20 3	309,000	21,000	b	1	a(21,000 shares)
STERIS CORP	COM	859152 10 0	660,000	36,100	b	1	a(36,100 shares)
STEWART ENTERPRISES INC	CL A	860370 10 5	67,000	11,230	b	1	a(11,230 shares)
STILWELL FINL INC	LYON ZERO 3	860831 AC 0	10,950,000	15,000,000	b	1	a(15,000,000 shares)
STILWELL FINL INC	LYON ZERO 144A3	860831 AA 4	13,870,000	19,000,000	b	1	a(19,000,000 shares)
STONE ENERGY CORP	COM	861642 10 6	1,130,000	28,600	b	1	a(28,600 shares)
STORAGENETWORKS INC	COM	86211E 10 3	195,000	31,502	b	1	a(31,502 shares)
STRIDE RITE CORP	COM	863314 10 0	72,000	11,000	b	1	a(11,000 shares)
STRYKER CORP	COM	863667 10 1	3,922,000	67,200	b	1	a(67,200 shares)
SUN LIFE FINL SVCS CDA INC	COM	866796 10 5	1,187,000	55,700	b	1	a(55,700 shares)
SUN MICROSYSTEMS INC	COM	866810 10 4	10,722,000	868,865	b	1	a(868,865 shares)
SUN MICROSYSTEMS INC	COM	866810 10 4	6,664,000	540,000 C	b	1	a(540,000 shares)
SUNGARD DATA SYS INC	COM	867363 10 3	1,351,000	46,700	b	1	a(46,700 shares)
SUNGARD DATA SYS INC	COM	867363 10 3	579,000	20,000 C	b	1	a(20,000 shares)
SUNGARD DATA SYS INC	COM	867363 10 3	289,000	10,000 P	b	1	a(10,000 shares)
SUNOCO INC	COM	86764P 10 9	1,389,000	37,200	b	1	a(37,200 shares)
SUNRISE ASSISTED LIVING INC	COM	86768K 10 6	215,000	7,400	b	1	a(7,400 shares)
SUNRISE TECHNOLOGIES INTL INC	COM	86769L 10 3	8,000	35,400	b	1	a(35,400 shares)
SUNTRUST BKS INC	COM	867914 10 3	6,395,000	102,000	b	1	a(102,000 shares)
SUNTRUST BKS INC	COM	867914 10 3	8,151,000	130,000 C	b	1	a(130,000 shares)
SUNTRUST BKS INC	COM	867914 10 3	3,762,000	60,000 P	b	1	a(60,000 shares)
SUPERVALU INC	COM	868536 10 3	442,000	20,000 C	b	1	a(20,000 shares)
SUREBEAM CORP	CL A	86866R 10 2	174,000	16,600	b	1	a(16,600 shares)
		Page Total	76,362,000				

CONFIDENTIAL TREATEMENT HAS BEEN REQUESTED

Name of Issuer	Title of Class	CUSIP Number	Fair Market Value (Rounded to nearest $1000	Shares or Principal Amount		Investment Discretion (note #2)	Managers	Voting Authority (Shares) (note #3)	
SWIFT ENERGY CO	COM	870738 10 1	1,151,000	57,000		b	1	a(	57,000 shares)
SYKES ENTERPRISES INC	COM	871237 10 3	244,000	26,100		b	1	a(	26,100 shares)
SYLVAN LEARNING SYS INC	COM	871399 10 1	203,000	9,200		b	1	a(	9,200 shares)
SYMANTEC CORP	COM	871503 10 8	8,172,000	123,200		b	1	a(	123,200 shares)
SYMANTEC CORP	COM	871503 10 8	10,546,000	159,000	C	b	1	a(	159,000 shares)
SYMANTEC CORP	COM	871503 10 8	3,814,000	57,500	P	b	1	a(	57,500 shares)
SYMANTEC CORP	SUB NT CV 144A0	871503 AA 6	6,019,000	5,000,000		b	1	a(	5,000,000 shares)
SYMBOL TECHNOLOGIES INC	COM	871508 10 7	1,895,000	119,350		b	1	a(	119,350 shares)
SYNCOR INTL CORP DEL	COM	87157J 10 6	501,000	17,485		b	1	a(	17,485 shares)
SYNOPSYS INC	COM	871607 10 7	1,613,000	27,300		b	1	a(	27,300 shares)
SYNOPSYS INC	COM	871607 10 7	5,316,000	90,000	P	b	1	a(	90,000 shares)
SYNGENTA AG	SPONSORED ADR	87160A 10 0	364,000	34,300		b	1	a(	34,300 shares)
SYNOVUS FINL CORP	COM	87161C 10 5	839,000	33,500		b	1	a(	33,500 shares)
SYSCO CORP	COM	871829 10 7	5,475,000	208,800		b	1	a(	208,800 shares)
TCF FINL CORP	COM	872275 10 2	1,156,000	24,100		b	1	a(	24,100 shares)
TCF FINL CORP	COM	872275 10 2	2,471,000	51,500	C	b	1	a(	51,500 shares)
TCF FINL CORP	COM	872275 10 2	2,615,000	54,500	P	b	1	a(	54,500 shares)
TECO ENERGY INC	COM	872375 10 0	1,748,000	66,600		b	1	a(	66,600 shares)
THQ INC	COM NEW	872443 40 3	4,157,000	85,757		b	1	a(	85,757 shares)
TRW INC	COM	872649 10 8	1,152,000	31,100		b	1	a(	31,100 shares)
TMP WORLDWIDE INC	COM	872941 10 9	11,068,000	258,000		b	1	a(	258,000 shares)
TMP WORLDWIDE INC	COM	872941 10 9	858,000	20,000	C	b	1	a(	20,000 shares)
TALX CORP	COM	874918 10 5	375,000	15,000	P	b	1	a(	15,000 shares)
TARGET CORP	COM	87612E 10 6	230,000	5,600		b	1	a(	5,600 shares)
TECH DATA CORP	COM	878237 10 6	1,679,000	38,800		b	1	a(	38,800 shares)
TECH DATA CORP	COM	878237 10 6	2,813,000	65,000	C	b	1	a(	65,000 shares)
TECH DATA CORP	COM	878237 10 6	866,000	20,000	P	b	1	a(	20,000 shares)
TECH DATA CORP	SB DEB CV 144A2	878237 AB 2	3,910,000	4,000,000		b	1	a(	4,000,000 shares)
		Page Total	81,250,000						

CONFIDENTIAL TREATEMENT HAS BEEN REQUESTED

Name of Issuer	Title of Class	CUSIP Number	Fair Market Value (Rounded to nearest $1000	Shares or Principal Amount	Investment Discretion (note #2)	Managers	Voting Authority (Shares) (note #3)
TECHNITROL INC	COM	878555 10 1	795,000	28,800	b	1	a(28,800 shares)
TEKELEC	COM	879101 10 3	298,000	16,445	b	1	a(16,445 shares)
TELECOMM ARGENTINA STET-FRANCE	SPON ADR REP B	879273 20 9	160,000	24,600	b	1	a(24,600 shares)
TELECOM ITALIA SPA	SPON ADR ORD	87927W 10 6	351,000	4,100	b	1	a(4,100 shares)
TELECOMUNICACOES BRASILEIRAS S	SPONSORED ADR	879287 30 8	1,704,000	42,600	b	1	a(42,600 shares)
TELECORP PCS INC NEW	CL A	879300 10 1	2,165,000	173,600	b	1	a(173,600 shares)
TELEFONOS DE MEXICO S A	SPON ADR ORD L	879403 78 0	17,076,000	487,600	b	1	a(487,600 shares)
TELEPHONE & DATA SYS INC	COM	879433 10 0	1,983,000	22,100	b	1	a(22,100 shares)
TELEPHONE & DATA SYS INC	COM	879433 10 0	1,077,000	12,000 C	b	1	a(12,000 shares)
TELEPHONE & DATA SYS INC	COM	879433 10 0	2,244,000	25,000 P	b	1	a(25,000 shares)
TELLABS INC	COM	879664 10 0	381,000	25,359	b	1	a(25,359 shares)
TELLIUM INC	COM	87967E 10 7	379,000	60,800	b	1	a(60,800 shares)
TEMPLE INLAND INC	COM	879868 10 7	1,424,000	25,100	b	1	a(25,100 shares)
TEMPLE INLAND INC	COM	879868 10 7	3,687,000	65,000 C	b	1	a(65,000 shares)
TEMPLE INLAND INC	COM	879868 10 7	397,000	7,000 P	b	1	a(7,000 shares)
TENET HEALTHCARE CORP	COM	88033G 10 0	4,662,000	79,400	b	1	a(79,400 shares)
TENET HEALTHCARE CORP	COM	88033G 10 0	7,046,000	120,000 C	b	1	a(120,000 shares)
TENET HEALTHCARE CORP	COM	88033G 10 0	6,459,000	110,000 P	b	1	a(110,000 shares)
TENNECO AUTOMOTIVE INC	COM	880349 10 5	228,000	111,700	b	1	a(111,700 shares)
TERADYNE INC	COM	880770 10 2	271,000	9,000	b	1	a(9,000 shares)
TERAYON COMMUNICATION SYS	COM	880775 10 1	919,000	111,064	b	1	a(111,064 shares)
TEREX CORP NEW	COM	880779 10 3	1,054,000	60,100	b	1	a(60,100 shares)
TEVA PHARMACEUTICAL INDS LTD	ADR	881624 20 9	5,386,000	87,400	b	1	a(87,400 shares)
TEXAS INSTRS INC	COM	882508 10 4	16,167,000	577,400	b	1	a(577,400 shares)
THERAGENICS CORP	COM	883375 10 7	117,000	11,900	b	1	a(11,900 shares)
THERMO ELECTRON CORP	COM	883556 10 2	4,140,000	173,500	b	1	a(173,500 shares)
THOMAS & BETTS CORP	COM	884315 10 2	357,000	16,900	b	1	a(16,900 shares)
THORATEC CORP	COM NEW	885175 30 7	303,000	17,800	b	1	a(17,800 shares)

CONFIDENTIAL TREATEMENT HAS BEEN REQUESTED Page Total 81,230,000

Name of Issuer	Title of Class	CUSIP Number	Fair Market Value (Rounded to nearest $1000	Shares or Principal Amount		Investment Discretion (note #2)	Managers	Voting Authority (Shares) (note #3)
THREE FIVE SYS INC	COM	88554L 10 8	775,000	48,700		b	1	a(48,700 shares)
TIBCO SOFTWARE INC	COM	88632Q 10 3	219,000	14,700		b	1	a(14,700 shares)
TIDEWATER INC	COM	886423 10 2	837,000	24,700		b	1	a(24,700 shares)
TIMBERLAND CO	CL A	887100 10 5	267,000	7,200		b	1	a(7,200 shares)
TIMBERLAND CO	CL A	887100 10 5	1,669,000	45,000	C	b	1	a(45,000 shares)
TIMBERLAND CO	CL A	887100 10 5	742,000	20,000	P	b	1	a(20,000 shares)
TITAN PHARMACEUTICALS INC DEL	COM	888314 10 1	499,000	50,900		b	1	a(50,900 shares)
TIVO INC	COM	888706 10 8	187,000	28,500		b	1	a(28,500 shares)
TOLL BROTHERS INC	COM	889478 10 3	896,000	20,400		b	1	a(20,400 shares)
TOLLGRADE COMMUNICATIONS INC	COM	889542 10 6	295,000	8,852		b	1	a(8,852 shares)
TOO INC	COM	890333 10 7	231,000	8,400		b	1	a(8,400 shares)
TOO INC	COM	890333 10 7	688,000	25,000	C	b	1	a(25,000 shares)
TOOTSIE ROLL INDS INC	COM	890516 10 7	531,000	13,600		b	1	a(13,600 shares)
TORCHMARK CORP	COM	891027 10 4	1,141,000	29,000		b	1	a(29,000 shares)
TORCHMARK CORP	COM	891027 10 4	590,000	15,000	C	b	1	a(15,000 shares)
TORCHMARK CORP	COM	891027 10 4	511,000	13,000	P	b	1	a(13,000 shares)
TORO CO	COM	891092 10 8	617,000	13,700		b	1	a(13,700 shares)
TOTAL FINA ELF S A	SPONSORED ADR	89151E 10 9	1,412,000	20,100		b	1	a(20,100 shares)
TOTAL SYS SVCS INC	COM	891906 10 9	701,000	33,100		b	1	a(33,100 shares)
TOYOTA MOTOR CORP	SP ADR REP2COM	892331 30 7	1,116,000	21,900		b	1	a(21,900 shares)
TOYS R US INC	COM	892335 10 0	5,739,000	276,700		b	1	a(276,700 shares)
TRANSKARYOTIC THERAPIES INC	COM	893735 10 0	1,284,000	30,000	C	b	1	a(30,000 shares)
TRANSMETA CORP DEL	COM	89376R 10 9	108,000	47,100		b	1	a(47,100 shares)
TRANSWITCH CORP	COM	894065 10 1	212,000	47,050		b	1	a(47,050 shares)
TRIAD HOSPITALS INC	COM	89579K 10 9	2,680,000	91,300		b	1	a(91,300 shares)
TRIAD HOSPITALS INC	COM	89579K 10 9	7,455,000	254,000	C	b	1	a(254,000 shares)
TRIAD HOSPITALS INC	COM	89579K 10 9	6,751,000	230,000	P	b	1	a(230,000 shares)
TRIARC COS INC	SB DB CV ZRO 1	895927 AB 7	6,906,000	19,250,000		b	1	a(19,250,000 shares)

CONFIDENTIAL TREATEMENT HAS BEEN REQUESTED Page Total 45,059,000

Name of Issuer	Title of Class	CUSIP Number	Fair Market Value (Rounded to nearest $1000	Shares or Principal Amount	Investment Discretion (note #2)	Managers	Voting Authority (Shares) (note #3)
TRICON GLOBAL RESTAURANTS	COM	895953 10 7	6,785,000	137,900	b	1	a(137,900 shares)
TRIBUNE CO NEW	COM	896047 10 7	1,894,000	50,600	b	1	a(50,600 shares)
TRIGON HEALTHCARE INC	COM	89618L 10 0	695,000	10,000 C	b	1	a(10,000 shares)
TRIMBLE NAVIGATION LTD	COM	896239 10 0	439,000	27,100	b	1	a(27,100 shares)
TRIQUINT SEMICONDUCTOR INC	COM	89674K 10 3	3,264,000	266,213	b	1	a(266,213 shares)
TRITON PCS HLDGS INC	CL A	89677M 10 6	1,438,000	49,000	b	1	a(49,000 shares)
TRIZETTO GROUP INC	COM	896882 10 7	171,000	13,000	b	1	a(13,000 shares)
TRIZEC HAHN CORP	SUB VTG	896938 10 7	4,153,000	261,900	b	1	a(261,900 shares)
TUBOS DE ACERO DE MEXICO S A	ADR NEW	898592 50 6	183,000	20,500	b	1	a(20,500 shares)
TUPPERWARE CORP	COM	899896 10 4	2,999,000	155,800	b	1	a(155,800 shares)
TV AZTECA S A DE C V	SPONSORED ADR	901145 10 2	208,000	30,700	b	1	a(30,700 shares)
TWEETER HOME ENTMT GROUP INC	COM	901167 10 6	1,450,000	50,000 C	b	1	a(50,000 shares)
TYCO INTL LTD NEW	COM	902124 10 6	218,000	3,707	b	1	a(3,707 shares)
TYCO INTL LTD NEW	COM	902124 10 6	21,793,000	370,000 C	b	1	a(370,000 shares)
TYCO INTL LTD NEW	COM	902124 10 6	7,363,000	125,000 P	b	1	a(125,000 shares)
TYCO INTL LTD NEW	LYON ZERO 2	902124 AC 0	55,825,000	72,500,000	b	1	a(72,500,000 shares)
TYSON FOODS INC	CL A	902494 10 3	2,056,000	177,989	b	1	a(177,989 shares)
UAL CORP	COM PAR $0.01	902549 50 0	7,688,000	569,500	b	1	a(569,500 shares)
UCBH HOLDINGS INC	COM	90262T 30 8	552,000	19,400	b	1	a(19,400 shares)
UGI CORP NEW	COM	902681 10 5	390,000	12,900	b	1	a(12,900 shares)
USX MARATHON GROUP	COM NEW	902905 82 7	3,297,000	109,900	b	1	a(109,900 shares)
US BANCORP DEL	COM NEW	902973 30 4	1,861,000	88,903	b	1	a(88,903 shares)
U S G CORP	COM NEW	903293 40 5	239,000	41,800	b	1	a(41,800 shares)
USEC INC	COM	90333E 10 8	251,000	35,000	b	1	a(35,000 shares)
USX-U S STL	COM	90337T 10 1	516,000	28,500	b	1	a(28,500 shares)
US UNWIRED INC	CL A	90338R 10 4	194,000	19,100	b	1	a(19,100 shares)
UBIQUITEL INC	COM	903474 30 2	169,000	22,700	b	1	a(22,700 shares)
USA ED INC	COM	90390U 10 2	6,654,000	79,200	b	1	a(79,200 shares)

CONFIDENTIAL TREATEMENT HAS BEEN REQUESTED

Page Total 132,745,000

Name of Issuer	Title of Class	CUSIP Number	Fair Market Value (Rounded to nearest $1000	Shares or Principal Amount	Investment Discretion (note #2)	Managers	Voting Authority (Shares) (note #3)
ULTRA PETE CORP	COM	903914 10 9	346,000	56,500	b	1	a(56,500 shares)
ULTRAMAR DIAMOND SHAMROCK CORP	COM	904000 10 6	25,161,000	508,500	b	1	a(508;500 shares)
UNILEVER N V	N Y SHS NEW	904784 70 9	10,629,000	184,500	b	1	a(184,500 shares)
UNION PAC CORP	COM	907818 10 8	1,710,000	30,000 C	b	1	a(30,000 shares)
UNION PLANTERS CORP	COM	908068 10 9	3,159,000	70,000 C	b	1	a(70,000 shares)
UNION PLANTERS CORP	COM	908068 10 9	677,000	15,000 P	b	1	a(15,000 shares)
UNIROYAL TECHNOLOGY CORP	COM	909163 10 7	75,000	23,400	b	1	a(23,400 shares)
UNIT CORP	COM	909218 10 9	565,000	43,800	b	1	a(43,800 shares)
UNITED PARCEL SERVICE INC	CL B	911312 10 6	10,671,000	195,800	b	1	a(195,800 shares)
UNITED PARCEL SERVICE INC	CL B	911312 10 6	16,732,000	307,000 C	b	1	a(307,000 shares)
UNITED STATES CELLULAR CORP	COM	911684 10 8	453,000	10,000 C	b	1	a(10,000 shares)
UNITED STATES CELLULAR CORP	COM	911684 10 8	226,000	5,000 P	b	1	a(5,000 shares)
US AIRWAYS GROUP INC	COM	911905 10 7	1,714,000	270,400	b	1	a(270,400 shares)
UNITED STATIONERS INC	COM	913004 10 7	397,000	11,796	b	1	a(11,796 shares)
UNITED STATIONERS INC	COM	913004 10 7	1,481,000	44,000 C	b	1	a(44,000 shares)
UNITED STATIONERS INC	COM	913004 10 7	845,000	25,100 P	b	1	a(25,100 shares)
UNITED TECHNOLOGIES CORP	COM	913017 10 9	14,865,000	230,000 C	b	1	a(230,000 shares)
UNITED TECHNOLOGIES CORP	COM	913017 10 9	26,401,000	408,500 P	b	1	a(408,500 shares)
UNITED THERAPEUTICS CORP DEL	COM	91307C 10 2	1,725,000	165,724	b	1	a(165,724 shares)
UNITEDGLOBALCOM	CL A	913247 50 8	61,000	12,100	b	1	a(12,100 shares)
UNITEDGLOBALCOM	PFD CV 1/20DSR	913247 20 1	2,418,000	322,400	b	1	a(322,400 shares)
UNITEDHEALTH GROUP INC	COM	91324P 10 2	15,944,000	225,300	b	1	a(225,300 shares)
UNIVISION COMMUNICATIONS INC	CL A	914906 10 2	4,046,000	100,000 C	b	1	a(100,000 shares)
UNIVISION COMMUNICATIONS INC	CL A	914906 10 2	2,225,000	55,000 P	b	1	a(55,000 shares)
UROLOGIX INC	COM	917273 10 4	670,000	33,400	b	1	a(33,400 shares)
UTILICORP UTD INC	COM	918005 10 9	11,480,000	456,100	b	1	a(456,100 shares)
V F CORP	COM	918204 10 8	8,578,000	219,900	b	1	a(219,900 shares)
VYYO INC	COM	918458 10 0	35,000	24,400	b	1	a(24,400 shares)
		Page Total	163,289,000				

CONFIDENTIAL TREATEMENT HAS BEEN REQUESTED

Name of Issuer	Title of Class	CUSIP Number	Fair Market Value (Rounded to nearest $1000	Shares or Principal Amount	Investment Discretion (note #2)	Managers	Voting Authority (Shares) (note #3)
VAIL RESORTS INC	COM	91879Q 10 9	262,000	14,800	b	1	a(14,800 shares)
VALASSIS COMMUNICATIONS INC	COM	918866 10 4	1,963,000	55,100	b	1	a(55,100 shares)
VALASSIS COMMUNICATIONS INC	COM	918866 10 4	997,000	28,000 C	b	1	a(28,000 shares)
VALHI INC NEW	LYON ZERO CPN 0	918905 AC 4	6,871,000	13,181,000	b	1	a(13,181,000 shares)
VALENCE TECHNOLOGY INC	COM	918914 10 2	140,000	41,400	b	1	a(41,400 shares)
VALERO ENERGY CORP NEW	COM	91913Y 10 0	705,000	18,500	b	1	a(18,500 shares)
VALERO ENERGY CORP NEW	COM	91913Y 10 0	1,715,000	45,000 C	b	1	a(45,000 shares)
VALERO ENERGY CORP NEW	COM	91913Y 10 0	1,906,000	50,000 P	b	1	a(50,000 shares)
VALSPAR CORP	COM	920355 10 4	3,192,000	80,600	b	1	a(80,600 shares)
VARCO INTL INC DEL	COM	922122 10 6	291,000	19,400	b	1	a(19,400 shares)
VARIAN MED SYS INC	COM	92220P 10 5	1,461,000	20,500	b	1	a(20,500 shares)
VARIAN MED SYS INC	COM	92220P 10 5	2,494,000	35,000 P	b	1	a(35,000 shares)
VECTOR GROUP LTD	COM	92240M 10 8	1,989,000	60,534	b	1	a(60,534 shares)
VENTIV HEALTH INC	COM	922793 10 4	46,000	12,700	b	1	a(12,700 shares)
VERITAS SOFTWARE CO	COM	923436 10 9	1,900,000	42,400	b	1	a(42,400 shares)
VERISIGN INC	COM	92343E 10 2	12,204,000	320,812	b	1	a(320,812 shares)
VERISIGN INC	COM	92343E 10 2	11,754,000	309,000 C	b	1	a(309,000 shares)
VERISIGN INC	COM	92343E 10 2	2,282,000	60,000 P	b	1	a(60,000 shares)
VERIZON COMMUNICATIONS	COM	92343V 10 4	21,675,000	456,700	b	1	a(456,700 shares)
VERIZON COMMUNICATIONS	COM	92343V 10 4	949,000	20,000 P	b	1	a(20,000 shares)
VERTEX PHARMACEUTICALS INC	COM	92532F 10 0	1,340,000	54,500	b	1	a(54,500 shares)
VIACOM INC	CL B	925524 30 8	614,000	13,900	b	1	a(13,900 shares)
VIANT CORP	COM	92553N 10 7	29,000	17,500	b	1	a(17,500 shares)
VIGNETTE CORP	COM	926734 10 4	793,000	147,600	b	1	a(147,600 shares)
VIISAGE TECHNOLOGY INC	COM	92675K 10 6	948,000	97,100	b	1	a(97,100 shares)
VIROPHARMA INC	COM	928241 10 8	419,000	18,239	b	1	a(18,239 shares)
VISHAY INTERTECHNOLOGY INC	COM	928298 10 8	692,000	35,500	b	1	a(35,500 shares)
VISHAY INTERTECHNOLOGY INC	LYON ZERO 144A2	928298 AC 2	2,650,000	5,000,000	b	1	a(5,000,000 shares)

CONFIDENTIAL TREATEMENT HAS BEEN REQUESTED Page Total 82,281,000

Name of Issuer	Title of Class	CUSIP Number	Fair Market Value (Rounded to nearest $1000	Shares or Principal Amount	Investment Discretion (note #2)	Managers	Voting Authority (Shares) (note #3)
VISIBLE GENETICS INC	COM	92829S 10 4	335,000	30,000 C	b	1	a(30,000 shares)
VISIONICS CORP DEL	COM	92831E 10 1	817,000	56,600	b	1	a(56,600 shares)
VISX INC DEL	COM	92844S 10 5	1,374,000	103,700	b	1	a(103,700 shares)
VITESSE SEMICONDUCTOR CORP	COM	928497 10 6	152,000	12,200	b	1	a(12,200 shares)
VIVENDI UNIVERSAL	SPON ADR NEW	92851S 20 4	3,302,000	61,379	b	1	a(61,379 shares)
VULCAN MATLS CO	COM	929160 10 9	4,334,000	90,400	b	1	a(90,400 shares)
VULCAN MATLS CO	COM	929160 10 9	479,000	10,000 C	b	1	a(10,000 shares)
VULCAN MATLS CO	COM	929160 10 9	12,704,000	265,000 P	b	1	a(265,000 shares)
WMS INDS INC	COM	929297 10 9	1,274,000	63,700	b	1	a(63,700 shares)
WMS INDS INC	COM	929297 10 9	200,000	10,000 C	b	1	a(10,000 shares)
WACHOVIA CORP 2ND NEW	COM	929903 10 2	8,433,000	268,900	b	1	a(268,900 shares)
WADDELL & REED FINL INC	CL A	930059 10 0	351,000	10,900	b	1	a(10,900 shares)
WAL MART STORES INC	COM	931142 10 3	28,861,000	501,500	b	1	a(501,500 shares)
WALGREEN CO	COM	931422 10 9	1,037,000	30,800	b	1	a(30,800 shares)
WASHINGTON FED INC	COM	938824 10 9	208,000	8,060	b	1	a(8,060 shares)
WASHINGTON MUT INC	COM	939322 10 3	9,292,000	284,145	b	1	a(284,145 shares)
WASHINGTON MUT INC	COM	939322 10 3	2,289,000	70,000 C	b	1	a(70,000 shares)
WASTE CONNECTIONS INC	COM	941053 10 0	524,000	16,900	b	1	a(16,900 shares)
WASTE MGMT INC DEL	COM	94106L 10 9	4,834,000	151,500	b	1	a(151,500 shares)
WATERS CORP	COM	941848 10 3	3,503,000	90,400	b	1	a(90,400 shares)
WATERS CORP	COM	941848 10 3	1,802,000	46,500 C	b	1	a(46,500 shares)
WATERS CORP	COM	941848 10 3	4,030,000	104,000 P	b	1	a(104,000 shares)
WATSON PHARMACEUTICALS INC	COM	942683 10 3	1,256,000	40,000 C	b	1	a(40,000 shares)
WAVE SYSTEMS CORP	CL A	943526 10 3	67,000	29,800	b	1	a(29,800 shares)
WEATHERFORD INTL INC	COM	947074 10 0	2,537,000	68,100	b	1	a(68,100 shares)
WEBEX INC	COM	94767L 10 9	1,367,000	55,028	b	1	a(55,028 shares)
WEBEX INC	COM	94767L 10 9	249,000	10,000 C	b	1	a(10,000 shares)
WEBSTER FINL CORP CONN	COM	947890 10 9	1,126,000	35,700	b	1	a(35,700 shares)
		Page Total	96,737,000				

CONFIDENTIAL TREATEMENT HAS BEEN REQUESTED

Name of Issuer	Title of Class	CUSIP Number	Fair Market Value (Rounded to nearest $1000	Shares or Principal Amount		Investment Discretion (note #2)	Managers	Voting Authority (Shares) (note #3)	
WELLPOINT HEALTH NETWORK NEW	COM	94973H 10 8	4,954,000	42,400		b	1	a(	42,400 shares)
WELLPOINT HEALTH NETWORK NEW	COM	94973H 10 8	21,909,000	187,500	C	b	1	a(	187,500 shares)
WELLPOINT HEALTH NETWORK NEW	COM	94973H 10 8	34,179,000	292,500	P	b	1	a(	292,500 shares)
WELLS FARGO & CO NEW	COM	949746 10 1	1,825,000	42,000		b	1	a(	42,000 shares)
WENDYS INTL INC	COM	950590 10 9	1,266,000	43,400		b	1	a(	43,400 shares)
WEST MARINE INC	COM	954235 10 7	162,000	11,000		b	1	a(	11,000 shares)
WESTERN DIGITAL CORP	COM	958102 10 5	699,000	111,500		b	1	a(	111,500 shares)
WESTERN RES INC	COM	959425 10 9	361,000	21,000		b	1	a(	21,000 shares)
WESTERN WIRELESS CORP	CL A	95988E 20 4	542,000	19,200		b	1	a(	19,200 shares)
WESTPOINT STEVENS INC	COM	961238 10 2	50,000	20,400		b	1	a(	20,400 shares)
WESTVACO CORP	COM	961548 10 4	711,000	25,000	C	b	1	a(	25,000 shares)
WESTWOOD ONE INC	COM	961815 10 7	373,000	12,400		b	1	a(	12,400 shares)
WEYERHAEUSER CO	COM	962166 10 4	9,578,000	177,100		b	1	a(	177,100 shares)
WHIRLPOOL CORP	COM	963320 10 6	1,239,000	16,900		b	1	a(	16,900 shares)
WHIRLPOOL CORP	COM	963320 10 6	2,200,000	30,000	C	b	1	a(	30,000 shares)
WHIRLPOOL CORP	COM	963320 10 6	1,467,000	20,000	P	b	1	a(	20,000 shares)
WHOLE FOODS MKT INC	COM	966837 10 6	1,054,000	24,200	C	b	1	a(	24,200 shares)
WHOLE FOODS MKT INC	COM	966837 10 6	2,614,000	60,000	P	b	1	a(	60,000 shares)
WILLAMETTE INDS INC	COM	969133 10 7	43,822,000	840,800		b	1	a(	840,800 shares)
WILLIAMS COMMUNICATIONS GROUP	CL A	969455 10 4	449,000	191,262		b	1	a(	191,262 shares)
WILLIAMS COS INC DEL	COM	969457 10 0	949,000	37,191		b	1	a(	37,191 shares)
WILLIAMS COS INC DEL	COM	969457 10 0	510,000	20,000	C	b	1	a(	20,000 shares)
WILMINGTON TRUST CORP	COM	971807 10 2	215,000	3,400		b	1	a(	3,400 shares)
WILMINGTON TRUST CORP	COM	971807 10 2	1,266,000	20,000	C	b	1	a(	20,000 shares)
WILMINGTON TRUST CORP	COM	971807 10 2	633,000	10,000	P	b	1	a(	10,000 shares)
WIND RIVER SYSTEMS INC	COM	973149 10 7	261,000	14,600		b	1	a(	14,600 shares)
WINN DIXIE STORES INC	COM	974280 10 9	650,000	45,600		b	1	a(	45,600 shares)
WINNEBAGO INDS INC	COM	974637 10 0	436,000	11,800		b	1	a(	11,800 shares)

CONFIDENTIAL TREATEMENT HAS BEEN REQUESTED Page Total 134,374,000

Name of Issuer	Title of Class	CUSIP Number	Fair Market Value (Rounded to nearest $1000	Shares or Principal Amount	Investment Discretion (note #2)	Managers	Voting Authority (Shares) (note #3)
WISCONSIN ENERGY CORP	COM	976657 10 6	474,000	21,000	b	1	a(21,000 shares)
WOLVERINE WORLD WIDE INC	COM	978097 10 3	250,000	16,600	b	1	a(16,600 shares)
WORLDCOM INC GA NEW	MCI GROUP COM	98157D 30 4	335,000	26,408	b	1	a(26,408 shares)
WORLDCOM INC GA NEW	WRLDCOM GP COM	98157D 10 6	2,408,000	170,989	b	1	a(170,989 shares)
WORTHINGTON INDS INC	COM	981811 10 2	266,000	18,700	b	1	a(18,700 shares)
WRIGLEY WM JR CO	COM	982526 10 5	812,000	15,800 C	b	1	a(15,800 shares)
WRIGLEY WM JR CO	COM	982526 10 5	257,000	5,000 P	b	1	a(5,000 shares)
XTO ENERGY CORP	COM	98385X 10 6	2,028,000	115,875	b	1	a(115,875 shares)
XCEL ENERGY INC	COM	98389B 10 0	2,824,000	101,800	b	1	a(101,800 shares)
XEROX CORP	COM	984121 10 3	30,540,000	2,930,900	b	1	a(2,930,900 shares)
YAHOO INC	COM	984332 10 6	458,000	25,800	b	1	a(25,800 shares)
YANKEE CANDLE INC	COM	984757 10 4	1,453,000	64,100	b	1	a(64,100 shares)
YORK INTL CORP NEW	COM	986670 10 7	1,144,000	30,000 C	b	1	a(30,000 shares)
ZALE CORP NEW	COM	988858 10 6	419,000	10,000 C	b	1	a(10,000 shares)
ZEBRA TECHNOLOGIES CORP	CL A	989207 10 5	1,413,000	25,459	b	1	a(25,459 shares)
ZEBRA TECHNOLOGIES CORP	CL A	989207 10 5	278,000	5,000 C	b	1	a(5,000 shares)
ZEBRA TECHNOLOGIES CORP	CL A	989207 10 5	4,163,000	75,000 P	b	1	a(75,000 shares)
ZIMMER HLDGS INC	COM	98956P 10 2	3,261,000	106,780	b	1	a(106,780 shares)
ZIMMER HLDGS INC	COM	98956P 10 2	1,680,000	55,000 C	b	1	a(55,000 shares)
ZIONS BANCORPORATION	COM	989701 10 7	10,737,000	204,200	b	1	a(204,200 shares)
ZIONS BANCORPORATION	COM	989701 10 7	16,563,000	315,000 C	b	1	a(315,000 shares)
ZIONS BANCORPORATION	COM	989701 10 7	3,155,000	60,000 P	b	1	a(60,000 shares)
ZIXIT CORP	COM	98974P 10 0	73,000	14,400	b	1	a(14,400 shares)
ZORAN CORP	COM	98975F 10 1	1,172,000	35,900	b	1	a(35,900 shares)
DAIMLERCHRYSLER AG	ORD	D1668R 12 3	1,725,000	41,400	b	1	a(41,400 shares)
ACE LTD	ORD	G0070K 10 3	562,000	14,000	b	1	a(14,000 shares)
ACE LTD	ORD	G0070K 10 3	1,405,000	35,000 C	b	1	a(35,000 shares)
ACE LTD	ORD	G0070K 10 3	4,015,000	100,000 P	b	1	a(100,000 shares)

CONFIDENTIAL TREATEMENT HAS BEEN REQUESTED Page Total 93,870,000

Name of Issuer	Title of Class	CUSIP Number	Fair Market Value (Rounded to nearest $1000	Shares or Principal Amount	Investment Discretion (note #2)	Managers	Voting Authority (Shares) (note #3)
AMDOCS LTD	ORD	G02602 10 3	5,265,000	155,000 C	b	1	a(155,000 shares)
XCELERA INC	COM	G31611 10 9	106,000	51,600	b	1	a(51,600 shares)
EVEREST RE GROUP LTD	COM	G3223R 10 8	2,043,000	28,900	b	1	a(28,900 shares)
EVEREST RE GROUP LTD	COM	G3223R 10 8	15,554,000	220,000 C	b	1	a(220,000 shares)
EVEREST RE GROUP LTD	COM	G3223R 10 8	5,303,000	75,000 P	b	1	a(75,000 shares)
GARMIN LTD	ORD	G37260 10 9	318,000	14,935	b	1	a(14,935 shares)
GLOBAL CROSSING LTD	COM	G3921A 10 0	906,000	1,078,700	b	1	a(1,078,700 shares)
GLOBAL CROSSING LTD	COM	G3921A 10 0	336,000	400,000 C	b	1	a(400,000 shares)
GLOBAL CROSSING LTD	PFD CV 6.75%	G3921A 13 4	458,000	86,365	b	1	a(86,365 shares)
GLOBALSANTAFE CORP	SHS	G3930E 10 1	782,000	27,414	b	1	a(27,414 shares)
MARVELL TECHNOLOGY GROUP LTD	ORD	G5876H 10 5	3,886,000	108,500	b	1	a(108,500 shares)
MARVELL TECHNOLOGY GROUP LTD	ORD	G5876H 10 5	6,179,000	172,500 C	b	1	a(172,500 shares)
OPENTV CORP	CL A	G67543 10 1	359,000	43,400	b	1	a(43,400 shares)
PARTNERRE LTD	COM	G6852T 10 5	1,577,000	29,200	b	1	a(29,200 shares)
RENAISSANCE RE HLDGS LTD	COM	G7496G 10 3	7,756,000	81,300	b	1	a(81,300 shares)
RENAISSANCE RE HLDGS LTD	COM	G7496G 10 3	954,000	10,000 C	b	1	a(10,000 shares)
RENAISSANCE RE HLDGS LTD	COM	G7496G 10 3	1,431,000	15,000 P	b	1	a(15,000 shares)
HILFIGER TOMMY CORP	ORD	G8915Z 10 2	799,000	58,100	b	1	a(58,100 shares)
TRANSOCEAN SEDCO FOREX INC	ORD	G90078 10 9	210,000	6,200	b	1	a(6,200 shares)
WILLIS GROUP HOLDINGS LTD	SHS	G96655 10 8	1,769,000	75,100	b	1	a(75,100 shares)
XL CAP LTD	CL A	G98255 10 5	17,815,000	195,000 C	b	1	a(195,000 shares)
XL CAP LTD	CL A	G98255 10 5	3,380,000	37,000 P	b	1	a(37,000 shares)
UBS AG	NAMEN AKT	H8920M 85 5	3,220,000	64,400	b	1	a(64,400 shares)
LUMENIS LTD	SHS	M6778Q 10 5	454,000	23,027	b	1	a(23,027 shares)
TARO PHARMACEUTICAL INDS LTD	ORD	M8737E 10 8	479,000	12,000	b	1	a(12,000 shares)
ASML HLDG NV	N Y SHS	N07059 11 1	1,495,000	87,668	b	1	a(87,668 shares)
PANAMERICAN BEVERAGES INC	CL A	P74823 10 8	1,722,000	115,900	b	1	a(115,900 shares)
FLEXTRONICS INTL LTD	ORD	Y2573F 10 2	29,376,000	1,224,500 C	b	1	a(1,224,500 shares)
CONFIDENTIAL TREATEMENT HAS BEEN REQUESTED		Page Total	113,932,000				

Name of Issuer	Title of Class	CUSIP Number	Fair Market Value (Rounded to nearest $1000	Shares or Principal Amount	Investment Discretion (note #2)	Managers	Voting Authority (Shares) (note #3)
FLEXTRONICS INTL LTD	ORD	Y2573F 10 2	600,000	25,000 P	b	1	a(25,000 shares)
OMI CORP NEW	COM	Y6476W 10 4	418,000	105,000	b	1	a(105,000 shares)

Grand Total Table Value(FMV)	6,866,929,000
Grand Total Table Entry	1,794

CONFIDENTIAL TREATEMENT HAS BEEN REQUESTED

Page Total 1,018,000

D E Shaw & Co

39th Floor, Tower 45
120 West Forty-Fifth Street
New York, NY 10036

(212) 478-0000
FAX (212) 478-0100

CONFIDENTIAL

February 1, 2002

The Secretary
United States Securities and Exchange Commission
Washington, D.C. 20549

Re: *De Novo* Request for Confidential Treatment of Form 13F for the Quarter Ended December 31, 2000

Dear Sir or Madam:

In accordance with section D (2)(g) of the "General Instructions" to the Form 13F and Rule 24b-2 of the Securities Exchange Act of 1934 (the "Act"), D. E. Shaw & Co., L.P., on behalf of D. E. Shaw & Co., Inc. and their affiliates (collectively, the "Firm"), hereby files a *de novo* request for confidential treatment of the information contained in the Form 13F, filed with the Securities and Exchange Commission (the "Commission") for the quarter ended December 31, 2000 (the "Form 13F"). This request is made pursuant to Section 13(f)(3) of the Act, which allows the Commission to prevent or delay public disclosure of information contained in Form 13F.

In addition, in accordance with Rule 24b-2 of the Act and with Interpretive Release No. 65 under the Freedom of Information Act, the Firm requests confidential treatment of this letter. As a result of the exceptional nature of our request, which has been discussed in telephone conversations with the Commission staff (see generally footnote 1), we have provided certain details concerning our businesses. Such details go well beyond the ordinary level of information that would regularly be revealed in a typical request for confidential treatment, but such details were viewed by the staff as necessary information in their consideration of our request. Therefore, we believe that confidential treatment of our request itself is necessary to preserve the confidentiality of the Form 13F information for which this letter requests confidential treatment.

We are submitting this *de novo* request for confidential treatment of items 1 through 8 for all security holdings included in the Form 13F for the quarter ended December 31, 2000 (the "Subject Information"). Our request is based upon the Subject Information's reflecting portions of the Firm's proprietary and confidential financial algorithms, trading strategies and other intellectual property. We believe that disclosure of the security holdings on the Form 13F may enable competitors to "reverse engineer" our algorithms, strategies and other intellectual property. If competitors "reverse engineered" the Subject Information to simulate or even approximate our intellectual property, this would cause substantial commercial and competitive harm to the Firm. The Subject Information reported on Form 13F must be kept confidential to avoid the competitive and other harms noted above, all of which, by extension, would harm the investors whose assets are under the Firm's management.

This letter describes the business units in the Firm and how revealing the positions reported on the Form 13F will also reveal the trading strategies of the Firm. The following business units will be discussed: two US equity trading units, one US equity-linked securities unit and one convertible arbitrage unit. All of the strategies pertaining to these business units have been described previously by the Firm in prior letters requesting confidential treatment for

Form 13F filings with the Commission, and in telephone calls with the Commission's staff, held in connection with those letters and at the staff's request.[1]

US Equity and US Equity-Linked Units

Three of the business units whose positions are reported on the Form 13F essentially rely on the same or very similar trading strategies. These strategies are quantitative, US Equity and US Equity-Linked trading strategies with two business units maintaining a market neutral profile and one maintaining a long profile. Traders of the business units that employ these strategies generally do not determine the particular stocks and the quantities of such stocks that should be traded to implement the strategy. Instead, positions are largely determined by a mathematical model, which takes into account certain factors relevant to the equity market. The Firm's researchers have identified such factors over time and through detailed analysis of market information. As discussed in more detail below, the disclosure of the Subject Information creates two main risks for the US Equity and US Equity-Linked Units: (1) competitors could learn which factors the underlying trading strategy analyzes and relies upon and thereby "reverse engineer" this trading strategy, and (2) competitors could use the Subject Information to verify their approximations of this trading strategy.

Quantitative competitors may be able to "reverse engineer" significant parts of the Firm's trading strategies by analyzing the positions reported in the Subject Information, and potentially isolating factors upon which the underlying trading strategy relies. The type of information that we report in the Form 13F is not available publicly, and the Firm dedicates much time and expense to preserving the confidentiality of such information. Consequently, a competitor trying to isolate from publicly available market data the factors upon which the Firm relies would need to engage in years of research and spend significant amounts of money to develop a similar trading strategy. However, if a competitor were permitted access to the Subject Information, such access would permit a competitor to obtain the benefit of the Firm's research without having to invest the time and incur the costs. Moreover, the use of this trading strategy by others would severely reduce the ability of the Firm to employ the strategy and thus would result in competitive harm.

With respect to the second risk presented by public disclosure of the Subject Information, if competitors collected the Firm's Form 13F filings each quarter, they could obtain substantial information about the US Equity and US Equity-Linked Units' trading strategies and, with such a large base of information, readily verify their approximations of this strategy. Since a single Form 13F filing by the Firm may list more than 1000 equity positions, our competitors could amass much information from various of the Firm's Form 13 F filings to use for this verification. The competitive harm noted in the previous paragraph would thus be exacerbated by the Firm's competitors' ability to verify their approximations of the US equity and US Equity-Linked trading strategies.

[1] See previous letters from D. E. Shaw & Co., L.P., regarding the Firm's initial and De Novo requests for confidential treatment of Forms 13F for the quarters ended December 31, 1995 through September 30, 2001. As per discussion with Judy Gechter from the Office of Chief Counsel on January 14, 2000, since we have not heard otherwise from the SEC, all previous requests for confidential treatment have been granted.

Convertible Arbitrage Unit

The Firm's Form 13F also reflects the positions of the Firm's Convertible Arbitrage Unit, which relies largely on a convertible arbitrage trading formula. Convertible arbitrage, the buying and selling of a convertible security and its underlying security, allows a trader to profit from perceived pricing inefficiencies between the two securities. Arbitrage opportunities generally disappear as soon as other arbitrageurs become aware of the inefficiency—this may be within moments or months. The Firm's arbitrageurs use a proprietary trading model, based on years of research and market exploration, which often identifies inefficiencies among "obscure" securities. As a result, the arbitrage opportunities in which we invest may last for months. During this period, the Firm can continue to exploit its identification of these inefficiencies (which the Firm regards as confidential and proprietary intellectual property) and increase its positions in an identified arbitrage.

The Firm's success in convertible arbitrage has inspired much curiosity among the other participants in this specialized market. The discovery by our competitors of our convertible arbitrage positions reported on the Form 13F would have four particular types of competitive harm. This discovery would, as further outlined below, (1) hinder the disposition of securities positions held in the strategy, (2) defeat future arbitrage opportunities in specific securities, (3) defeat the Firm's ability to employ its model by giving competitors the opportunity to "reverse engineer" it, and (4) allow competitors to verify their "reverse engineering" efforts.

Due to the nature of the Firm's convertible arbitrage trading strategy, public disclosure of the Firm's securities positions would hinder, if not destroy, the Firm's ability to dispose of these securities positions and continue to employ this strategy. Typically, the Firm participates in a given arbitrage for at least several months; thus, the information available in our recent Form 13F filings would convey the Firm's trading model's current convertible arbitrage selections, notwithstanding the 45-day delay between the Form 13F filing deadline and the report date. Knowledge by our competitors could severely impair, if not paralyze, the Firm's ability to dispose of such current positions effectively. Many of the particular securities traded by the Convertible Arbitrage Unit are relatively "obscure" and illiquid. If competitors become aware of our positions in these securities they could (and actually would be expected to) engage in trading to, if not hinder the Firm's ability to liquidate these already "difficult to liquidate" securities, at the very least profit from this information at the Firm's expense. You have indicated to us that confidential treatment has historically been granted during "programs of disposition", since awareness of the intent to dispose of a given security can adversely affect the security's liquidity and thereby hinder the seller's ability to dispose of it profitably. We believe that much of our Convertible Arbitrage Unit's trading falls under this historical basis for granting confidential treatment.

Additionally, competitors would be able to defeat the Firm's ability to pursue future arbitrage opportunities in the particular convertible securities reported. Competitors could establish positions in these securities, which would cause the prices of these securities to adjust to eliminate further arbitrage opportunities. Competitors could also alter the natural price discovery process in securities markets by making purchases and sales that anticipated dispositions of securities by the Firm to liquidate or adjust its positions or that anticipated acquisitions of securities by the Firm to establish or adjust its positions.

Moreover, by analyzing the positions reported in the Subject Information, competitors could gain broader insight into the Firm's convertible arbitrage selection model by gaining insight, for example, into certain classes of securities, historically isolated by this model for arbitrage and from which the Firm continues to profit. The type of information that is on the Firm's Form 13F is not available publicly, and the Firm devotes significant time and expense to preserving the confidentiality of such information. Because the Subject Information filters out much of the irrelevant information present in publicly available market data, our competitors, if allowed access to the Subject Information, could "reverse engineer" parts of the Firm's Convertible Arbitrage Unit's trading strategy without having to undertake the years of research and suffer the expense that would otherwise be necessary to develop this strategy. Our competitors could unfairly obtain the benefits of the Firm's research without bearing its costs.

Finally, as is also the case with the positions of the Firm's US Equity Units and US Equity-Linked Securities Units, if competitors collected several of our Form 13F filings, they could amass substantial information about the Firm's convertible arbitrage strategy and, with such a large collection of position information, readily verify their approximations of our strategy. The competitive harm noted in the preceding paragraphs would be exacerbated by other arbitrageurs' ability to verify their approximations of the Firm's convertible arbitrage strategy.

In summary, this request for confidential treatment is motivated by several factors. The Firm seeks to protect its intellectual property from those quantitative firms, like itself, that pursue highly specialized areas of research and employ sophisticated techniques of data analysis. Since the Firm depends heavily upon complex, quantitative trading, the competitive harm potentially caused by making public the Subject Information is expected to be extensive. If others were able to deduce the Firm's confidential and proprietary information from the Subject Information, the Firm would expect, among other things, to suffer losses, to be unable to profitably pursue many trades determined by the Firm's trading models, to suffer the devaluation of such trading models and to lose the benefit of years of research. In addition, the Firm believes that such a result would, among other things, discourage others from engaging in research to determine latent market inefficiencies. By damaging the Firm's competitive position, this negative effect and the others noted above would ultimately harm the persons whose assets are invested in the firm.

The Firm takes all reasonable and lawful measures to protect the confidentiality of information regarding the Firm's intellectual property and other proprietary information, including its trading positions, by, among other things, entering into confidentiality agreements with certain employees, dealers and counter parties; limiting information provided to certain owners of the Firm; and refraining from any public discussion of such information. The Firm therefore respectfully requests confidential treatment of the information on the Form 13F.

The Firm's trading strategies and models have been and are expected to be used for an extended period of time. Therefore, the Firm's request for confidential treatment is being made for a period of one year. It is our belief that, after a one-year period, we will make a further request for confidential treatment, unless, for example, the Firm's current trading strategies will have changed sufficiently to render disclosure of the Subject Information relatively innocuous.

In accordance with paragraph b (2)(iii) of Rule 24b-2, the Firm consents to the furnishing of the confidential portion of the Form 13F to other government agencies or bodies and to the Congress. This material is not being filed with any Exchange at this time.

Again, please note that, as described above, we have requested confidential treatment of this letter in accordance with Rule 24b-2.

We thank you for your time and consideration in reviewing this request for confidential treatment. Please feel free to contact Stephen Back at (212) 478-0867 should you have any questions or require additional information.

D. E. Shaw & Co., L.P.

By:____________________
Stuart Steckler
Managing Director

D E Shaw & Co

39th Floor, Tower 45
120 West Forty-Fifth Street
New York, NY 10036

(212) 478-0000
FAX (212) 478-0100

CONFIDENTIAL

February 1, 2002

The Secretary
United States Securities and Exchange Commission
Washington, D.C. 20549

Re: *De Novo* Request for Confidential Treatment of Form 13F for the Quarter Ended December 31, 1999

Dear Sir or Madam:

In accordance with section D (2)(g) of the "General Instructions" to the Form 13F and Rule 24b-2 of the Securities Exchange Act of 1934 (the "Act"), D. E. Shaw & Co., L.P., on behalf of D. E. Shaw & Co., Inc. and their affiliates (collectively, the "Firm"), hereby files a *de novo* request for confidential treatment of the information contained in the Form 13F, filed with the Securities and Exchange Commission (the "Commission") for the quarter ended December 31, 1999 (the "Form 13F"). This request is made pursuant to Section 13(f)(3) of the Act, which allows the Commission to prevent or delay public disclosure of information contained in Form 13F.

In addition, in accordance with Rule 24b-2 of the Act and with Interpretive Release No. 65 under the Freedom of Information Act, the Firm requests confidential treatment of this letter. As a result of the exceptional nature of our request, which has been discussed in telephone conversations with the Commission staff (see generally footnote 1), we have provided certain details concerning our client-based businesses and client relationships. Such details go well beyond the ordinary level of information that would regularly be revealed in a typical request for confidential treatment, but such details were viewed by the staff as necessary information in their consideration of our request. Therefore, we believe that confidential treatment of our request itself is necessary to preserve the confidentiality of the Form 13F information for which this letter requests confidential treatment.

We are submitting this *de novo* request for confidential treatment of items 1 through 8 for all security holdings included in the Form 13F for the quarter ended December 31, 1999 (the "Subject Information"). Our request is based upon the Subject Information's reflecting portions of the Firm's proprietary and confidential financial algorithms, trading strategies and other intellectual property. In addition, in the case of one of the Firm's business units, our request is based upon the Subject Information's reflecting the individual security holdings of former clients (hereafter referred to as "Clients") of the Firm. We believe that disclosure of the security holdings on the Form 13F may enable competitors to "reverse engineer" our algorithms, strategies and other intellectual property or to obtain information on positions held by the Firm's Clients, who expect, and at times specifically request, that such information be kept confidential. If competitors "reverse engineered" the Subject Information to simulate or even approximate our intellectual property, this would cause substantial commercial and competitive harm to the Firm. If position information of certain of our Clients became publicly available, it could threaten the ability of these Clients to successfully pursue their trading strategies and, in turn, impair the Firm's relationship with its Clients. The Subject Information reported on Form 13F must be kept confidential to avoid the competitive and other harms noted above, all of which, by extension, would harm the investors whose assets are under the Firm's management.

CONFIDENTIAL

This letter describes the business units in the Firm and how revealing the positions reported on the Form 13F will also reveal the trading strategies of the Firm. The following business units will be discussed: two US equity trading units, one US equity-linked securities unit and one convertible arbitrage unit. All of these business units have been described previously by the Firm in prior letters requesting confidential treatment for Form 13F filings with the Commission, and in telephone calls with the Commission's staff, held in connection with those letters and at the staff's request.[1]

US Equity Units

Two of the business units whose positions are reported on the Form 13F essentially rely on the same trading strategy. This strategy is a quantitative, market-neutral, US equity trading strategy. Traders of the business units that employ this strategy generally do not determine the particular stocks and the quantities of such stocks that should be traded to implement the strategy. Instead, positions are largely determined by a mathematical model, which takes into account certain factors relevant to the equity market. The Firm's researchers have identified such factors over time and through detailed analysis of market information. As discussed in more detail below, the disclosure of the Subject Information creates two main risks for the US Equity Units: (1) competitors could learn which factors the underlying trading strategy analyzes and relies upon and thereby "reverse engineer" this trading strategy, and (2) competitors could use the Subject Information to verify their approximations of this trading strategy.

Quantitative competitors may be able to "reverse engineer" significant parts of the Firm's trading strategies by analyzing the positions reported in the Subject Information, and potentially isolating factors upon which the underlying trading strategy relies. The type of information that we report in the Form 13F is not available publicly, and the Firm dedicates much time and expense to preserving the confidentiality of such information. Consequently, a competitor trying to isolate from publicly available market data the factors upon which the Firm relies would need to engage in years of research and spend significant amounts of money to develop a similar trading strategy. However, if a competitor were permitted access to the Subject Information, such access would permit a competitor to obtain the benefit of the Firm's research without having to invest the time and incur the costs. Moreover, the use of this trading strategy by others would severely reduce the ability of the Firm to employ the strategy and thus would result in competitive harm.

With respect to the second risk presented by public disclosure of the Subject Information, if competitors collected the Firm's Form 13F filings each quarter, they could obtain substantial information about the US Equity Units' trading strategy and, with such a large base of information, readily verify their approximations of this strategy. Since a single Form 13F filing by the Firm may list more than 700 equity positions, our competitors could amass much information from various of the Firm's Form 13 F filings to use for this verification. The competitive harm noted in the previous paragraph would thus be exacerbated by the Firm's competitors' ability to verify their approximations of the US equity trading strategy.

[1] See previous letters from D. E. Shaw & Co., L.P., regarding the Firm's initial and De Novo requests for confidential treatment of Forms 13F for the quarters ended December 31, 1995 through September 30, 2001. As per discussion with Judy Gechter from the Office of Chief Counsel on January 14, 2000, as we have not heard otherwise from the SEC, all previous requests for confidential treatment have been granted.

US Equity-Linked Securities Unit

The Form 13F also contains information on the securities positions of the Firm's US. equity-linked securities unit ("US Equity-Linked Unit"). This unit resembles the Firm's US Equity Units in that it also employs a quantitative, market-neutral trading strategy; however, the US Equity-Linked Unit's underlying trading algorithm focuses on different instruments and market factors. Traders of the US Equity-Linked Unit generally do not determine the particular securities, and the quantities of such securities, that should be traded. Instead, positions are largely determined by a mathematical model, which takes into account certain factors relevant to the equity-linked securities market. The Firm's researchers have identified such factors over time and through detailed analysis of market information. The disclosure of the Subject Information creates two main risks for the US Equity-Linked Unit: (1) competitors could learn which factors the underlying trading strategy analyzes and relies upon and thereby "reverse engineer" this trading strategy, and (2) competitors could use the Subject Information to verify their approximations of this trading strategy.

By analyzing the positions reported in the Subject Information, quantitative competitors of the US Equity-Linked Unit could isolate factors upon which the underlying trading strategy relies and thus "reverse engineer" significant parts of this strategy. A competitor trying to isolate from publicly available market data the factors upon which the Firm relies would need to engage in years of research and spend significant amounts of money to develop a similar trading strategy. However, if a competitor were permitted access to the Subject Information, such access would permit the competitor to avoid waiting years to develop this trading strategy and to obtain the benefit of the Firm's research without bearing its costs. Moreover, the use of this trading strategy by others would severely reduce the ability of the Firm to employ the strategy and thus would result in competitive harm.

If competitors collected the Firm's Form 13F filings each quarter, they could obtain substantial information about the equity-linked trading strategy and, with such a large base of information, readily verify their approximations of this strategy. The competitive harm noted in the previous paragraph would be exacerbated by competitors' ability to verify their approximations of the equity-linked securities trading strategy.

Convertible Arbitrage Unit

The Firm's Form 13F also reflects the positions of the Firm's Convertible Arbitrage Unit, which relies largely on a convertible arbitrage trading formula. Convertible arbitrage, the buying and selling of a convertible security and its underlying security, allows a trader to profit from perceived pricing inefficiencies between the two securities. Arbitrage opportunities generally disappear as soon as other arbitrageurs become aware of the inefficiency—this may be within moments or months. The Firm's arbitrageurs use a proprietary trading model, based on years of research and market exploration, which often identifies inefficiencies among "obscure" securities. As a result, the arbitrage opportunities in which we invest may last for months. During this period, the Firm can continue to exploit its identification of these inefficiencies (which the Firm regards as confidential and proprietary intellectual property) and increase its positions in an identified arbitrage.

The Firm's success in convertible arbitrage has inspired much curiosity among the other participants in this specialized market. The discovery by our competitors of our convertible arbitrage positions reported on the Form 13F would have four particular types of competitive harm. This discovery would, as further outlined below, (1) hinder the disposition of securities positions held in the strategy, (2) defeat future arbitrage opportunities in specific securities,

(3) defeat the Firm's ability to employ its model by giving competitors the opportunity to "reverse engineer" it, and (4) allow competitors to verify their "reverse engineering" efforts.

Due to the nature of the Firm's convertible arbitrage trading strategy, public disclosure of the Firm's securities positions would hinder, if not destroy, the Firm's ability to dispose of these securities positions and continue to employ this strategy. Typically, the Firm participates in a given arbitrage for at least several months; thus, the information available in our recent Form 13F filings would convey the Firm's trading model's current convertible arbitrage selections, notwithstanding the 45-day delay between the Form 13F filing deadline and the report date. Knowledge by our competitors could severely impair, if not paralyze, the Firm's ability to dispose of such current positions effectively. Many of the particular securities traded by the Convertible Arbitrage Unit are relatively "obscure" and illiquid. If competitors become aware of our positions in these securities they could (and actually would be expected to) engage in trading to, if not hinder the Firm's ability to liquidate these already "difficult to liquidate" securities, at the very least profit from this information at the Firm's expense. You have indicated to us that confidential treatment has historically been granted during "programs of disposition", since awareness of the intent to dispose of a given security can adversely affect the security's liquidity and thereby hinder the seller's ability to dispose of it profitably. We believe that much of our Convertible Arbitrage Unit's trading falls under this historical basis for granting confidential treatment.

Additionally, competitors would be able to defeat the Firm's ability to pursue future arbitrage opportunities in the particular convertible securities reported. Competitors could establish positions in these securities, which would cause the prices of these securities to adjust to eliminate further arbitrage opportunities. Competitors could also alter the natural price discovery process in securities markets by making purchases and sales that anticipated dispositions of securities by the Firm to liquidate or adjust its positions or that anticipated acquisitions of securities by the Firm to establish or adjust its positions.

Moreover, by analyzing the positions reported in the Subject Information, competitors could gain broader insight into the Firm's convertible arbitrage selection model by gaining insight, for example, into certain classes of securities, historically isolated by this model for arbitrage and from which the Firm continues to profit. The type of information that is on the Firm's Form 13F is not available publicly, and the Firm devotes significant time and expense to preserving the confidentiality of such information. Because the Subject Information filters out much of the irrelevant information present in publicly available market data, our competitors, if allowed access to the Subject Information, could "reverse engineer" parts of the Firm's Convertible Arbitrage Unit's trading strategy without having to undertake the years of research and suffer the expense that would otherwise be necessary to develop this strategy. Our competitors could unfairly obtain the benefits of the Firm's research without bearing its costs.

Finally, as is also the case with the positions of the Firm's US Equity Units and US Equity-Linked Securities Units, if competitors collected several of our Form 13F filings, they could amass substantial information about the Firm's convertible arbitrage strategy and, with such a large collection of position information, readily verify their approximations of our strategy. The competitive harm noted in the preceding paragraphs would be exacerbated by other arbitrageurs' ability to verify their approximations of the Firm's convertible arbitrage strategy.

In summary, this request for confidential treatment is motivated by several factors. The Firm seeks to protect its intellectual property from those quantitative firms, like itself, that pursue highly specialized areas of research and employ sophisticated techniques of data analysis.

CONFIDENTIAL

Since the Firm depends heavily upon complex, quantitative trading, the competitive harm potentially caused by making public the Subject Information is expected to be extensive. If others were able to deduce the Firm's confidential and proprietary information from the Subject Information, the Firm would expect, among other things, to suffer losses, to be unable to profitably pursue many trades determined by the Firm's trading models, to suffer the devaluation of such trading models and to lose the benefit of years of research. In addition, the Firm believes that such a result would, among other things, discourage others from engaging in research to determine latent market inefficiencies. By damaging the Firm's competitive position, this negative effect and the others noted above would ultimately harm the persons whose assets are invested in the firm.

The Firm takes all reasonable and lawful measures to protect the confidentiality of information regarding the Firm's intellectual property and other proprietary information, including its trading positions, by, among other things, entering into confidentiality agreements with certain employees, dealers and counter parties; limiting information provided to certain owners of the Firm; and refraining from any public discussion of such information. Similarly, the Firm takes all possible measures to protect client confidentiality. The Firm therefore respectfully requests confidential treatment of the information on the Form 13F.

The Firm's trading strategies and models have been and are expected to be used for an extended period of time. Therefore, the Firm's request for confidential treatment is being made for a period of one year. It is our belief that, after a one-year period, we will make a further request for confidential treatment, unless, for example, the Firm's current trading strategies will have changed sufficiently to render disclosure of the Subject Information relatively innocuous.

In accordance with paragraph b (2)(iii) of Rule 24b-2, the Firm consents to the furnishing of the confidential portion of the Form 13F to other government agencies or bodies and to the Congress. This material is not being filed with any Exchange at this time. Again, please note that, as described above, we have requested confidential treatment of this letter in accordance with Rule 24b-2.

We thank you for your time and consideration in reviewing this request for confidential treatment. Please feel free to contact Stephen Back at (212) 478-0867 should you have any questions or require additional information.

D. E. Shaw & Co., L.P.

By:______________________

Stuart Steckler
Managing Director