

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

FORM 13F

FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: March 31, 2002
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: Caterpillar Investment Management Ltd.
Address: 411 Hamilton, Suite 1200,
Peoria, IL 61602-1104

13F File Number: 28-6134

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:

Name: David L. Bomberger
Title: President
Phone: 309-675-4999

Signature, Place, and Date of Signing:

| | | |
|-----------------------|---------------|--------------|
| /s/David L. Bomberger | Peoria, IL | May 10, 2002 |
| ----- | ----- | ----- |
| [Signature] | [City, State] | [Date] |

Report Type (Check only one.):

- ☐ 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).)

List of Other Managers Reporting for this Manager:
[If there are no entries in this list, omit this section.]

| 13F File Number | Name |
|-----------------|---------------------------------|
| 28-00074 | Jennison Associates LLC |
| ----- | ----- |
| 28-02924 | Turner Investment Partners Inc. |
| ----- | ----- |
| 28-02900 | Mellon Capital Management Corp. |
| ----- | ----- |
| 28-03042 | Panagora Asset Management Inc. |
| ----- | ----- |
| 28-204 | Oppenheimer Capital Corp. |
| ----- | ----- |

| | | | | | | | | |
|--|-----------------|---------------|---------------|---------------|----------------------------------|---------------|-----------------|-----------------------------|
| CATERPILLAR INVESTMENT MANAGEMENT LTD. | | | | | | | | |
| PERIOD END DATE: MARCH 31, 2002 | | | | | | | | |
| 22-02194 S & P 500 INDEX | | | | | | | | |
| ITEM 1: | ITEM 2: | ITEM 3: | ITEM 4: | ITEM 5: | ITEM 6: | | ITEM 7: | ITEM 8: |
| | | | | | | | | |
| | TITLE OF | CUSIP | MARKET | | INVESTMENT DESCRETION | | | VOTING AUTHORITY |
| NAME OF ISSUER | CLASS | NUMBER | VALUE | SHARES | SOLE | SHARED | MANAGERS | SOLE SHARED |
| | | | | | | | | |
| AGILENT TECHNOLOGIES I | COMMON | 00846U10 | 412,423.12 | 11,797 | X | | | X |
| ALCOA INC | COMMON | 01381710 | 830,430.96 | 22,004 | X | | | X |
| APPLE COMPUTER INC | COMMON | 03783310 | 208,296.00 | 8,800 | X | | | X |
| AMERISOURCEBERGEN CORP | COMMON | 03073E10 | 184,410.00 | 2,700 | X | | | X |
| APPLERA CORP | COMMON | 03802010 | 120,690.00 | 5,400 | X | | | X |
| AMBAC FINL GROUP INC | COMMON | 02313910 | 159,489.00 | 2,700 | X | | | X |
| ALBERTSONS INC | COMMON | 01310410 | 347,704.88 | 10,492 | X | | | X |
| ABBOTT LABS | COMMON | 00282410 | 2,119,780.00 | 40,300 | X | | | X |
| BARRICK GOLD CORP | COMMON | 06790110 | 257,984.00 | 13,900 | X | | | X |
| ACE LTD | COMMON | G0070K10 | 279,390.00 | 6,700 | X | | | X |
| ALBERTO CULVER CO | COMMON | 01306810 | 81,000.00 | 1,500 | X | | | X |
| ADOBE SYS INC | COMMON | 00724F10 | 249,798.00 | 6,200 | X | | | X |
| A D C TELECOMMUNICATN | COMMON | 00088610 | 81,807.00 | 20,100 | X | | | X |
| ANALOG DEVICES INC | COMMON | 03265410 | 418,872.00 | 9,300 | X | | | X |
| ARCHER DANIELS MIDLAND | COMMON | 03948310 | 241,852.66 | 17,362 | X | | | X |
| AUTOMATIC DATA PROCESS | COMMON | 05301510 | 932,320.00 | 16,000 | X | | | X |
| AUTODESK INC | COMMON | 05276910 | 65,366.00 | 1,400 | X | | | X |
| AMEREN CORP | COMMON | 02360810 | 149,625.00 | 3,500 | X | | | X |
| AMERICAN ELEC PWR INC | COMMON | 02553710 | 386,234.20 | 8,380 | X | | | X |
| AES CORP | COMMON | 00130H10 | 124,200.00 | 13,800 | X | | | X |
| AETNA INC NEW | COMMON | 00817Y10 | 144,915.06 | 3,733 | X | | | X |
| AFLAC INC | COMMON | 00105510 | 407,100.00 | 13,800 | X | | | X |
| ALLERGAN INC | COMMON | 01849010 | 219,810.00 | 3,400 | X | | | X |
| AMERADA HESS CORP | COMMON | 02355110 | 182,528.00 | 2,300 | X | | | X |
| AMERICAN INTL GROUP IN | COMMON | 02687410 | 4,885,825.78 | 67,727 | X | | | X |
| ALCAN INC | COMMON | 01371610 | 332,892.00 | 8,400 | X | | | X |
| ALLSTATE CORP | COMMON | 02000210 | 697,385.28 | 18,464 | X | | | X |

| ITEM 1: | ITEM 2: | ITEM 3: | ITEM 4: | ITEM 5: | ITEM 6: | | ITEM 7: | ITEM 8: | |
|------------------------|----------|----------|--------------|---------|--------------------------|--------|----------|---------------------|--------|
| | | | | | | | | | |
| | TITLE OF | CUSIP | MARKET | | INVESTMENT DESCRETION | | | VOTING AUTHORITY | |
| NAME OF ISSUER | CLASS | NUMBER | VALUE | SHARES | SOLE | SHARED | MANAGERS | SOLE | SHARED |
| ALTERA CORP | COMMON | 02144110 | 218,700.00 | 10,000 | X | | | X | |
| AMERICAN GREETINGS COR | COMMON | 02637510 | 32,670.00 | 1,800 | X | | | X | |
| APPLIED MATLS INC | COMMON | 03822210 | 1,145,097.00 | 21,100 | X | | | X | |
| APPLIED MICRO CIRCUITS | COMMON | 03822W10 | 60,800.00 | 7,600 | X | | | X | |
| ADVANCED MICRO DEVICES | COMMON | 00790310 | 130,919.00 | 8,900 | X | | | X | |
| AMGEN INC | COMMON | 03116210 | 1,611,360.00 | 27,000 | X | | | X | |
| AMR CORP | COMMON | 00176510 | 105,640.00 | 4,000 | X | | | X | |
| ANDREW CORP | COMMON | 03442510 | 36,588.51 | 2,187 | X | | | X | |
| AON CORP | COMMON | 03738910 | 237,125.00 | 6,775 | X | | | X | |
| AOL TIME WARNER INC | COMMON | 00184A10 | 2,712,655.00 | 114,700 | X | | | X | |
| APACHE CORP | COMMON | 03741110 | 193,960.80 | 3,410 | X | | | X | |
| ANADARKO PETE CORP | COMMON | 03251110 | 366,352.04 | 6,491 | X | | | X | |
| AMERICAN PWR CONVERSIO | COMMON | 02906610 | 73,900.00 | 5,000 | X | | | X | |
| AIR PRODS & CHEMS INC | COMMON | 00915810 | 309,900.00 | 6,000 | X | | | X | |
| ASHLAND INC | COMMON | 04420410 | 81,918.00 | 1,800 | X | | | X | |
| AMSOUTH BANCORPORATION | COMMON | 03216510 | 214,305.00 | 9,750 | X | | | X | |
| ALLTEL CORP | COMMON | 02003910 | 449,955.00 | 8,100 | X | | | X | |
| ALLEGHENY TECHNOLOGIES | COMMON | 01741R10 | 32,914.60 | 1,990 | X | | | X | |
| AVAYA INC | COMMON | 05349910 | 53,940.42 | 7,309 | X | | | X | |
| AVON PRODS INC | COMMON | 05430310 | 336,784.00 | 6,200 | X | | | X | |
| AVERY DENNISON CORP | COMMON | 05361110 | 170,884.00 | 2,800 | X | | | X | |
| ALLIED WASTE INDS INC | COMMON | 01958930 | 66,300.00 | 5,100 | X | | | X | |
| AT&T WIRELESS SVCS INC | COMMON | 00209A10 | 626,446.30 | 69,994 | X | | | X | |
| AMERICAN EXPRESS CO | COMMON | 02581610 | 1,417,216.00 | 34,600 | X | | | X | |
| ALLEGHENY ENERGY INC | COMMON | 01736110 | 132,320.00 | 3,200 | X | | | X | |
| AUTOZONE INC | COMMON | 05333210 | 199,665.00 | 2,900 | X | | | X | |
| BOEING CO | COMMON | 09702310 | 1,047,990.00 | 21,720 | X | | | X | |
| BANK OF AMERICA CORPOR | COMMON | 06050510 | 2,777,392.64 | 40,832 | X | | | X | |
| BAXTER INTL INC | COMMON | 07181310 | 904,704.00 | 15,200 | X | | | X | |
| BED BATH & BEYOND INC | COMMON | 07589610 | 256,500.00 | 7,600 | X | | | X | |
| BB&T CORP | COMMON | 05493710 | 445,887.00 | 11,700 | X | | | X | |
| BEST BUY INC | COMMON | 08651610 | 427,680.00 | 5,400 | X | | | X | |

| ITEM 1: | ITEM 2: | ITEM 3: | ITEM 4: | ITEM 5: | ITEM 6: | | ITEM 7: | ITEM 8: | |
|------------------------|-------------------|-----------------|-----------------|---------|--------------------------|--------|----------|---------------------|--------|
| | | | | | | | | | |
| | | | | | INVESTMENT DESCRETION | | | VOTING AUTHORITY | |
| NAME OF ISSUER | TITLE OF CLASS | CUSIP NUMBER | MARKET VALUE | SHARES | SOLE | SHARED | MANAGERS | SOLE | SHARED |
| BRUNSWICK CORP | COMMON | 11704310 | 57,372.00 | 2,100 | X | | | X | |
| BOISE CASCADE CORP | COMMON | 09738310 | 57,984.00 | 1,600 | X | | | X | |
| BARD C R INC | COMMON | 06738310 | 76,765.00 | 1,300 | X | | | X | |
| BLACK & DECKER CORP | COMMON | 09179710 | 97,734.00 | 2,100 | X | | | X | |
| BECTON DICKINSON & CO | COMMON | 07588710 | 256,496.00 | 6,800 | X | | | X | |
| FRANKLIN RES INC | COMMON | 35461310 | 289,248.00 | 6,900 | X | | | X | |
| BROWN FORMAN CORP | COMMON | 11563720 | 130,968.00 | 1,800 | X | | | X | |
| BIOGEN INC | COMMON | 09059710 | 186,428.00 | 3,800 | X | | | X | |
| BAKER HUGHES INC | COMMON | 05722410 | 327,037.50 | 8,550 | X | | | X | |
| BANK NEW YORK INC | COMMON | 06405710 | 798,380.00 | 19,000 | X | | | X | |
| BIG LOTS INC | COMMON | 08930210 | 42,150.00 | 3,000 | X | | | X | |
| BALL CORP | COMMON | 05849810 | 66,108.00 | 1,400 | X | | | X | |
| BELLSOUTH CORP | COMMON | 07986010 | 1,787,710.00 | 48,500 | X | | | X | |
| BMC SOFTWARE INC | COMMON | 05592110 | 122,535.00 | 6,300 | X | | | X | |
| BIOMET INC | COMMON | 09061310 | 188,743.50 | 6,975 | X | | | X | |
| BEMIS INC | COMMON | 08143710 | 76,090.00 | 1,400 | X | | | X | |
| BRISTOL MYERS SQUIBB C | COMMON | 11012210 | 2,028,549.00 | 50,100 | X | | | X | |
| BURLINGTON NORTHN SANT | COMMON | 12189T10 | 309,043.20 | 10,240 | X | | | X | |
| BAUSCH & LOMB INC | COMMON | 07170710 | 62,398.00 | 1,400 | X | | | X | |
| BURLINGTON RES INC | COMMON | 12201410 | 208,468.00 | 5,200 | X | | | X | |
| BROADCOM CORP | COMMON | 11132010 | 244,120.00 | 6,800 | X | | | X | |
| BEAR STEARNS COS INC | COMMON | 07390210 | 163,463.75 | 2,605 | X | | | X | |
| BOSTON SCIENTIFIC CORP | COMMON | 10113710 | 263,445.00 | 10,500 | X | | | X | |
| ANHEUSER BUSCH COS INC | COMMON | 03522910 | 1,195,380.00 | 22,900 | X | | | X | |
| CITIGROUP INC | COMMON | 17296710 | 6,594,330.80 | 133,165 | X | | | X | |
| COMPUTER ASSOC INTL IN | COMMON | 20491210 | 322,045.68 | 14,712 | X | | | X | |
| CONAGRA FOODS INC | COMMON | 20588710 | 339,500.00 | 14,000 | X | | | X | |
| CARDINAL HEALTH INC | COMMON | 14149Y10 | 820,551.75 | 11,575 | X | | | X | |
| CATERPILLAR INC DEL | COMMON | 14912310 | 505,965.00 | 8,900 | X | | | X | |
| CHUBB CORP | COMMON | 17123210 | 321,640.00 | 4,400 | X | | | X | |
| COOPER INDS INC | COMMON | 21666910 | 100,680.00 | 2,400 | X | | | X | |
| CIRCUIT CITY STORE | COMMON | 17273710 | 99,220.00 | 5,500 | X | | | X | |

| ITEM 1: | ITEM 2: | ITEM 3: | ITEM 4: | ITEM 5: | ITEM 6: | | ITEM 7: | ITEM 8: | |
|------------------------|----------|----------|------------|---------|--------------------------|--------|----------|---------------------|--------|
| | | | | | | | | | |
| | TITLE OF | CUSIP | MARKET | | INVESTMENT DESCRETION | | | VOTING AUTHORITY | |
| NAME OF ISSUER | CLASS | NUMBER | VALUE | SHARES | SOLE | SHARED | MANAGERS | SOLE | SHARED |
| COCA COLA ENTERPRISES | COMMON | 19121910 | 217,848.00 | 11,600 | X | | | X | |
| CARNIVAL CORP | COMMON | 14365810 | 499,545.00 | 15,300 | X | | | X | |
| COUNTRYWIDE CR INDS IN | COMMON | 22237210 | 138,725.00 | 3,100 | X | | | X | |
| CLEAR CHANNEL COMMUNIC | COMMON | 18450210 | 796,855.00 | 15,500 | X | | | X | |
| CENDANT CORP | COMMON | 15131310 | 483,225.60 | 25,168 | X | | | X | |
| CONCORD EFS INC | COMMON | 20619710 | 435,575.00 | 13,100 | X | | | X | |
| CONSTELLATION ENERGY C | COMMON | 21037110 | 124,942.50 | 4,050 | X | | | X | |
| CHARTER ONE FINL INC | COMMON | 16090310 | 178,984.26 | 5,733 | X | | | X | |
| CHIRON CORP | COMMON | 17004010 | 229,450.00 | 5,000 | X | | | X | |
| CIGNA CORP | COMMON | 12550910 | 385,282.00 | 3,800 | X | | | X | |
| CIENA CORP | COMMON | 17177910 | 75,600.00 | 8,400 | X | | | X | |
| CINERGY CORP | COMMON | 17247410 | 148,112.25 | 4,143 | X | | | X | |
| CINCINNATI FINL CORP | COMMON | 17206210 | 183,372.00 | 4,200 | X | | | X | |
| COLGATE PALMOLIVE CO | COMMON | 19416210 | 817,245.00 | 14,300 | X | | | X | |
| CLOROX CO DEL | COMMON | 18905410 | 261,780.00 | 6,000 | X | | | X | |
| COMERICA INC | COMMON | 20034010 | 287,822.00 | 4,600 | X | | | X | |
| COMCAST CORP | COMMON | 20030020 | 779,100.00 | 24,500 | X | | | X | |
| CMS ENERGY CORP | COMMON | 12589610 | 72,416.00 | 3,200 | X | | | X | |
| COMVERSE TECHNOLOGY IN | COMMON | 20586240 | 60,816.00 | 4,800 | X | | | X | |
| CONSECO INC | COMMON | 20846410 | 32,123.88 | 8,874 | X | | | X | |
| CONEXANT SYSTEMS INC | COMMON | 20714210 | 72,300.00 | 6,000 | X | | | X | |
| CONOCO INC | COMMON | 20825150 | 473,474.68 | 16,226 | X | | | X | |
| CAPITAL ONE FINL CORP | COMMON | 14040H10 | 357,560.00 | 5,600 | X | | | X | |
| ROCKWELL COLLINS INC | COMMON | 77434110 | 118,534.00 | 4,700 | X | | | X | |
| COSTCO WHSL CORP NEW | COMMON | 22160K10 | 465,894.00 | 11,700 | X | | | X | |
| CAMPBELL SOUP CO | COMMON | 13442910 | 284,080.00 | 10,600 | X | | | X | |
| PROGRESS ENERGY INC | COMMON | CPLVZ | 729.00 | 2,700 | X | | | X | |
| CALPINE CORP | COMMON | 13134710 | 99,060.00 | 7,800 | X | | | X | |
| COMPAQ COMPUTER CORP | COMMON | 20449310 | 458,922.20 | 43,916 | X | | | X | |
| COMPUWARE CORP | COMMON | 20563810 | 125,227.00 | 9,700 | X | | | X | |
| CRANE CO | COMMON | 22439910 | 41,010.00 | 1,500 | X | | | X | |
| COMPUTER SCIENCES CORP | COMMON | 20536310 | 223,300.00 | 4,400 | X | | | X | |

| ITEM 1: | ITEM 2: | ITEM 3: | ITEM 4: | ITEM 5: | ITEM 6: | | ITEM 7: | ITEM 8: | |
|------------------------|----------|----------|--------------|---------|--------------------------|--------|----------|---------------------|--------|
| | | | | | | | | | |
| | TITLE OF | CUSIP | MARKET | | INVESTMENT DESCRETION | | | VOTING AUTHORITY | |
| NAME OF ISSUER | CLASS | NUMBER | VALUE | SHARES | SOLE | SHARED | MANAGERS | SOLE | SHARED |
| CISCO SYS INC | COMMON | 17275R10 | 3,220,086.00 | 190,200 | X | | | X | |
| CSX CORP | COMMON | 12640810 | 209,605.00 | 5,500 | X | | | X | |
| CINTAS CORP | COMMON | 17290810 | 209,412.00 | 4,200 | X | | | X | |
| COOPER TIRE & RUBR CO | COMMON | 21683110 | 45,465.00 | 2,100 | X | | | X | |
| CENTURYTEL INC | COMMON | 15670010 | 122,400.00 | 3,600 | X | | | X | |
| CENTEX CORP | COMMON | 15231210 | 83,088.00 | 1,600 | X | | | X | |
| CITRIX SYS INC | COMMON | 17737610 | 82,944.00 | 4,800 | X | | | X | |
| CUMMINS INC | COMMON | 23102110 | 51,953.00 | 1,100 | X | | | X | |
| CONVERGYS CORP | COMMON | 21248510 | 133,065.00 | 4,500 | X | | | X | |
| CVS CORP | COMMON | 12665010 | 353,599.00 | 10,300 | X | | | X | |
| CHEVRONTEXACO CORP | COMMON | 16676410 | 2,490,368.76 | 27,588 | X | | | X | |
| CITIZENS COMMUNICATION | COMMON | 17453B10 | 72,025.00 | 6,700 | X | | | X | |
| DOMINION RES INC VA | COMMON | 25746U10 | 441,589.32 | 6,777 | X | | | X | |
| DELTA AIR LINES INC DE | COMMON | 24736110 | 104,704.00 | 3,200 | X | | | X | |
| DANA CORP | COMMON | 23581110 | 83,432.42 | 3,886 | X | | | X | |
| DU PONT E I DE NEMOURS | COMMON | 26353410 | 1,252,728.35 | 26,569 | X | | | X | |
| DILLARDS INC | COMMON | 25406710 | 54,878.00 | 2,300 | X | | | X | |
| DEERE & CO | COMMON | 24419910 | 277,855.00 | 6,100 | X | | | X | |
| DELL COMPUTER CORP | COMMON | 24702510 | 1,767,647.00 | 67,700 | X | | | X | |
| DOLLAR GEN CORP | COMMON | 25666910 | 140,121.96 | 8,607 | X | | | X | |
| DANAHER CORP DEL | COMMON | 23585110 | 276,978.00 | 3,900 | X | | | X | |
| DISNEY WALT CO | COMMON | 25468710 | 1,220,932.00 | 52,900 | X | | | X | |
| DOW JONES & CO INC | COMMON | 26056110 | 128,084.00 | 2,200 | X | | | X | |
| DELUXE CORP | COMMON | 24801910 | 83,268.00 | 1,800 | X | | | X | |
| DONNELLEY R R & SONS | COMMON | 25786710 | 93,300.00 | 3,000 | X | | | X | |
| DOVER CORP | COMMON | 26000310 | 217,300.00 | 5,300 | X | | | X | |
| DOW CHEM CO | COMMON | 26054310 | 759,071.28 | 23,199 | X | | | X | |
| DELPHI CORP | COMMON | 24712610 | 233,773.80 | 14,620 | X | | | X | |
| DARDEN RESTAURANTS INC | COMMON | 23719410 | 125,829.00 | 3,100 | X | | | X | |
| DTE ENERGY CO | COMMON | 23333110 | 191,100.00 | 4,200 | X | | | X | |
| DUKE ENERGY CORP | COMMON | 26439910 | 808,164.00 | 21,380 | X | | | X | |
| DEVON ENERGY CORP NEW | COMMON | 25179M10 | 193,080.00 | 4,000 | X | | | X | |

| ITEM 1: | ITEM 2: | ITEM 3: | ITEM 4: | ITEM 5: | ITEM 6: | | ITEM 7: | ITEM 8: | |
|------------------------|----------|----------|--------------|---------|--------------------------|--------|----------|---------------------|--------|
| | | | | | | | | | |
| | TITLE OF | CUSIP | MARKET | | INVESTMENT DESCRETION | | | VOTING AUTHORITY | |
| NAME OF ISSUER | CLASS | NUMBER | VALUE | SHARES | SOLE | SHARED | MANAGERS | SOLE | SHARED |
| DYNEGY INC NEW | COMMON | 26816Q10 | 263,900.00 | 9,100 | X | | | X | |
| ENGELHARD CORP | COMMON | 29284510 | 105,098.61 | 3,387 | X | | | X | |
| ECOLAB INC | COMMON | 27886510 | 150,876.00 | 3,300 | X | | | X | |
| CONSOLIDATED EDISON IN | COMMON | 20911510 | 230,505.00 | 5,500 | X | | | X | |
| ELECTRONIC DATA SYS NE | COMMON | 28566110 | 713,277.00 | 12,300 | X | | | X | |
| EQUIFAX INC | COMMON | 29442910 | 113,620.00 | 3,800 | X | | | X | |
| EDISON INTL | COMMON | 28102010 | 145,725.00 | 8,700 | X | | | X | |
| EASTMAN KODAK CO | COMMON | 27746110 | 233,775.00 | 7,500 | X | | | X | |
| E M C CORP MASS | COMMON | 26864810 | 681,371.04 | 57,162 | X | | | X | |
| EASTMAN CHEM CO | COMMON | 27743210 | 96,360.25 | 1,975 | X | | | X | |
| EMERSON ELEC CO | COMMON | 29101110 | 625,551.00 | 10,900 | X | | | X | |
| EOG RES INC | COMMON | 26875P10 | 121,680.00 | 3,000 | X | | | X | |
| EL PASO CORP | COMMON | 28336L10 | 576,264.64 | 13,088 | X | | | X | |
| EATON CORP | COMMON | 27805810 | 145,764.00 | 1,800 | X | | | X | |
| ENTERGY CORP NEW | COMMON | 29364G10 | 251,778.00 | 5,800 | X | | | X | |
| EXELON CORP | COMMON | 30161N10 | 440,286.64 | 8,312 | X | | | X | |
| FORD MTR CO DEL | COMMON | 34537086 | 774,898.08 | 46,992 | X | | | X | |
| FLEETBOSTON FINL CORP | COMMON | 33903010 | 948,500.00 | 27,100 | X | | | X | |
| FREEPORT-MCMORAN COPPE | COMMON | 35671D85 | 66,956.00 | 3,800 | X | | | X | |
| FEDERATED DEPT STORES | COMMON | 31410H10 | 208,335.00 | 5,100 | X | | | X | |
| FIRST DATA CORP | COMMON | 31996310 | 863,775.00 | 9,900 | X | | | X | |
| FAMILY DLR STORES INC | COMMON | 30700010 | 150,795.00 | 4,500 | X | | | X | |
| FEDEX CORP | COMMON | 31428X10 | 450,856.00 | 7,760 | X | | | X | |
| FIRSTENERGY CORP | COMMON | 33793210 | 268,167.90 | 7,755 | X | | | X | |
| FISERV INC | COMMON | 33773810 | 227,650.50 | 4,950 | X | | | X | |
| FIFTH THIRD BANCORP | COMMON | 31677310 | 1,009,568.28 | 14,961 | X | | | X | |
| FLUOR CORP NEW | COMMON | 34341210 | 77,501.00 | 1,900 | X | | | X | |
| FEDERAL NATL MTG ASSN | COMMON | 31358610 | 2,068,892.00 | 25,900 | X | | | X | |
| FORTUNE BRANDS INC | COMMON | 34963110 | 197,480.00 | 4,000 | X | | | X | |
| SPRINT CORP | COMMON | 85206110 | 353,199.00 | 23,100 | X | | | X | |
| FPL GROUP INC | COMMON | 30257110 | 273,930.00 | 4,600 | X | | | X | |
| FEDERAL HOME LN MTG CO | COMMON | 31340030 | 1,140,660.00 | 18,000 | X | | | X | |

| ITEM 1: | ITEM 2: | ITEM 3: | ITEM 4: | ITEM 5: | ITEM 6: | | ITEM 7: | ITEM 8: | |
|------------------------|----------|----------|--------------|---------|--------------------------|--------|----------|---------------------|--------|
| | | | | | | | | | |
| | TITLE OF | CUSIP | MARKET | | INVESTMENT DESCRETION | | | VOTING AUTHORITY | |
| NAME OF ISSUER | CLASS | NUMBER | VALUE | SHARES | SOLE | SHARED | MANAGERS | SOLE | SHARED |
| FOREST LABS INC | COMMON | 34583810 | 375,820.00 | 4,600 | X | | | X | |
| GILLETTE CO | COMMON | 37576610 | 931,874.00 | 27,400 | X | | | X | |
| NICOR INC | COMMON | 65408610 | 54,660.00 | 1,200 | X | | | X | |
| GANNETT INC | COMMON | 36473010 | 517,480.00 | 6,800 | X | | | X | |
| GENERAL DYNAMICS CORP | COMMON | 36955010 | 488,540.00 | 5,200 | X | | | X | |
| GUIDANT CORP | COMMON | 40169810 | 344,827.20 | 7,960 | X | | | X | |
| GOLDEN WEST FINL CORP | COMMON | 38131710 | 260,350.00 | 4,100 | X | | | X | |
| GENERAL ELEC CO | COMMON | 36960410 | 9,632,140.00 | 257,200 | X | | | X | |
| GENZYME CORP | COMMON | 37291710 | 240,185.00 | 5,500 | X | | | X | |
| GENERAL MLS INC | COMMON | 37033410 | 459,190.00 | 9,400 | X | | | X | |
| GREAT LAKES CHEM CORP | COMMON | 39056810 | 36,621.00 | 1,300 | X | | | X | |
| CORNING INC | COMMON | 21935010 | 182,880.00 | 24,000 | X | | | X | |
| GENERAL MTRS CORP | COMMON | 37044210 | 864,435.00 | 14,300 | X | | | X | |
| GEORGIA PAC CORP | COMMON | 37329810 | 175,477.05 | 5,859 | X | | | X | |
| GENUINE PARTS CO | COMMON | 37246010 | 164,545.75 | 4,475 | X | | | X | |
| GAP INC DEL | COMMON | 36476010 | 337,648.00 | 22,450 | X | | | X | |
| GOODRICH CORP | COMMON | 38238810 | 82,264.00 | 2,600 | X | | | X | |
| GOODYEAR TIRE & RUBR | COMMON | 38255010 | 109,951.00 | 4,300 | X | | | X | |
| GATEWAY INC | COMMON | 36762610 | 54,352.00 | 8,600 | X | | | X | |
| GRAINGER W W INC | COMMON | 38480210 | 140,575.00 | 2,500 | X | | | X | |
| HALLIBURTON CO | COMMON | 40621610 | 191,184.00 | 11,200 | X | | | X | |
| HASBRO INC | COMMON | 41805610 | 71,775.34 | 4,537 | X | | | X | |
| HUNTINGTON BANCSHARES | COMMON | 44615010 | 127,202.90 | 6,457 | X | | | X | |
| HCA INC | COMMON | 40411910 | 590,848.32 | 13,404 | X | | | X | |
| MANOR CARE INC NEW | COMMON | 56405510 | 66,405.00 | 2,850 | X | | | X | |
| HOME DEPOT INC | COMMON | 43707610 | 2,955,342.17 | 60,797 | X | | | X | |
| HARLEY DAVIDSON INC | COMMON | 41282210 | 435,527.00 | 7,900 | X | | | X | |
| HARRAHS ENTMT INC | COMMON | 41361910 | 134,993.00 | 3,050 | X | | | X | |
| HOUSEHOLD INTL INC | COMMON | 44181510 | 675,863.20 | 11,899 | X | | | X | |
| HARTFORD FINL SVCS GRO | COMMON | 41651510 | 435,968.00 | 6,400 | X | | | X | |
| HILTON HOTELS CORP | COMMON | 43284810 | 143,000.00 | 10,000 | X | | | X | |
| HEALTH MGMT ASSOC INC | COMMON | 42193310 | 132,672.00 | 6,400 | X | | | X | |

| ITEM 1: | ITEM 2: | ITEM 3: | ITEM 4: | ITEM 5: | ITEM 6: | | ITEM 7: | ITEM 8: | |
|------------------------|----------|----------|--------------|---------|--------------------------|--------|----------|---------------------|--------|
| | | | | | | | | | |
| | TITLE OF | CUSIP | MARKET | | INVESTMENT DESCRETION | | | VOTING AUTHORITY | |
| NAME OF ISSUER | CLASS | NUMBER | VALUE | SHARES | SOLE | SHARED | MANAGERS | SOLE | SHARED |
| HEINZ H J CO | COMMON | 42307410 | 375,575.00 | 9,050 | X | | | X | |
| HONEYWELL INTL INC | COMMON | 43851610 | 805,085.99 | 21,037 | X | | | X | |
| HERCULES INC | COMMON | 42705610 | 38,599.00 | 2,900 | X | | | X | |
| BLOCK H & R INC | COMMON | 09367110 | 213,360.00 | 4,800 | X | | | X | |
| HEALTHSOUTH CORP | COMMON | 42192410 | 144,935.00 | 10,100 | X | | | X | |
| HERSHEY FOODS CORP | COMMON | 42786610 | 239,890.00 | 3,500 | X | | | X | |
| HUMANA INC | COMMON | 44485910 | 62,238.00 | 4,600 | X | | | X | |
| HEWLETT PACKARD CO | COMMON | 42823610 | 904,176.00 | 50,400 | X | | | X | |
| INTERNATIONAL BUSINESS | COMMON | 45920010 | 4,640,480.00 | 44,620 | X | | | X | |
| INTERNATIONAL FLAVORS& | COMMON | 45950610 | 83,928.00 | 2,400 | X | | | X | |
| INTERNATIONAL GAME TEC | COMMON | 45990210 | 143,336.00 | 2,300 | X | | | X | |
| IMMUNEX CORP NEW | COMMON | 45252810 | 417,588.00 | 13,800 | X | | | X | |
| INTEL CORP | COMMON | 45814010 | 5,288,299.00 | 173,900 | X | | | X | |
| INTUIT | COMMON | 46120210 | 203,308.00 | 5,300 | X | | | X | |
| INTL PAPER CO | COMMON | 46014610 | 542,270.08 | 12,608 | X | | | X | |
| INTERPUBLIC GROUP COS | COMMON | 46069010 | 332,516.00 | 9,700 | X | | | X | |
| INGERSOLL-RAND COMPANY | COMMON | G4776G10 | 210,084.00 | 4,200 | X | | | X | |
| ITT INDS INC IND | COMMON | 45091110 | 144,992.00 | 2,300 | X | | | X | |
| ILLINOIS TOOL WKS INC | COMMON | 45230810 | 571,565.00 | 7,900 | X | | | X | |
| JABIL CIRCUIT INC | COMMON | 46631310 | 117,650.00 | 5,000 | X | | | X | |
| JOHNSON CTLS INC | COMMON | 47836610 | 203,113.00 | 2,300 | X | | | X | |
| PENNEY J C INC | COMMON | 70816010 | 140,828.00 | 6,800 | X | | | X | |
| JDS UNIPHASE CORP | COMMON | 46612J10 | 200,849.00 | 34,100 | X | | | X | |
| HANCOCK JOHN FINL SVCS | COMMON | 41014S10 | 294,063.00 | 7,700 | X | | | X | |
| JOHNSON & JOHNSON | COMMON | 47816010 | 5,155,601.10 | 79,378 | X | | | X | |
| JONES APPAREL GROUP IN | COMMON | 48007410 | 111,840.00 | 3,200 | X | | | X | |
| JEFFERSON PILOT CORP | COMMON | 47507010 | 194,060.00 | 3,875 | X | | | X | |
| J P MORGAN CHASE & CO | COMMON | 46625H10 | 1,825,280.00 | 51,200 | X | | | X | |
| NORDSTROM INC | COMMON | 65566410 | 85,750.00 | 3,500 | X | | | X | |
| KELLOGG CO | COMMON | 48783610 | 352,485.00 | 10,500 | X | | | X | |
| KB HOME | COMMON | 48666K10 | 47,740.00 | 1,100 | X | | | X | |
| KEYCORP NEW | COMMON | 49326710 | 293,150.00 | 11,000 | X | | | X | |

| ITEM 1: | ITEM 2: | ITEM 3: | ITEM 4: | ITEM 5: | ITEM 6: | | ITEM 7: | ITEM 8: | |
|------------------------|----------|----------|--------------|---------|--------------------------|--------|----------|---------------------|--------|
| | | | | | | | | | |
| | TITLE OF | CUSIP | MARKET | | INVESTMENT DESCRETION | | | VOTING AUTHORITY | |
| NAME OF ISSUER | CLASS | NUMBER | VALUE | SHARES | SOLE | SHARED | MANAGERS | SOLE | SHARED |
| KING PHARMACEUTICALS I | COMMON | 49558210 | 221,718.45 | 6,333 | X | | | X | |
| KLA-TENCOR CORP | COMMON | 48248010 | 319,200.00 | 4,800 | X | | | X | |
| KIMBERLY CLARK CORP | COMMON | 49436810 | 879,757.20 | 13,608 | X | | | X | |
| KERR MCGEE CORP | COMMON | 49238610 | 165,484.05 | 2,633 | X | | | X | |
| KINDER MORGAN INC KANS | COMMON | 49455P10 | 145,290.00 | 3,000 | X | | | X | |
| COCA COLA CO | COMMON | 19121610 | 3,365,544.00 | 64,400 | X | | | X | |
| KROGER CO | COMMON | 50104410 | 467,576.00 | 21,100 | X | | | X | |
| MBNA CORP | COMMON | 55262L10 | 852,666.99 | 22,107 | X | | | X | |
| KNIGHT RIDDER INC | COMMON | 49904010 | 151,118.00 | 2,200 | X | | | X | |
| KEYSPAN CORP | COMMON | 49337W10 | 127,365.00 | 3,500 | X | | | X | |
| KOHL'S CORP | COMMON | 50025510 | 619,005.00 | 8,700 | X | | | X | |
| LEGGETT & PLATT INC | COMMON | 52466010 | 126,480.00 | 5,100 | X | | | X | |
| LEHMAN BROS HLDGS INC | COMMON | 52490810 | 400,768.00 | 6,200 | X | | | X | |
| LIZ CLAIBORNE INC | COMMON | 53932010 | 73,736.00 | 2,600 | X | | | X | |
| LINEAR TECHNOLOGY CORP | COMMON | 53567810 | 362,604.00 | 8,200 | X | | | X | |
| LILLY ELI & CO | COMMON | 53245710 | 2,217,420.00 | 29,100 | X | | | X | |
| LOCKHEED MARTIN CORP | COMMON | 53983010 | 656,412.00 | 11,400 | X | | | X | |
| LINCOLN NATL CORP IND | COMMON | 53418710 | 248,577.00 | 4,900 | X | | | X | |
| LOWES COS INC | COMMON | 54866110 | 869,800.00 | 20,000 | X | | | X | |
| LOUISIANA PAC CORP | COMMON | 54634710 | 31,146.00 | 2,900 | X | | | X | |
| LSI LOGIC CORP | COMMON | 50216110 | 158,100.00 | 9,300 | X | | | X | |
| LIMITED INC | COMMON | 53271610 | 239,860.00 | 13,400 | X | | | X | |
| LOEWS CORP | COMMON | 54042410 | 298,758.00 | 5,100 | X | | | X | |
| LUCENT TECHNOLOGIES IN | COMMON | 54946310 | 415,814.30 | 87,910 | X | | | X | |
| SOUTHWEST AIRLS CO | COMMON | 84474110 | 380,227.50 | 19,650 | X | | | X | |
| LEXMARK INTL NEW | COMMON | 52977110 | 188,694.00 | 3,300 | X | | | X | |
| MARRIOTT INTL INC NEW | COMMON | 57190320 | 283,185.00 | 6,300 | X | | | X | |
| MASCO CORP | COMMON | 57459910 | 318,420.00 | 11,600 | X | | | X | |
| MATTEL INC | COMMON | 57708110 | 237,701.04 | 11,406 | X | | | X | |
| MAY DEPT STORES CO | COMMON | 57777810 | 271,830.00 | 7,800 | X | | | X | |
| MBIA INC | COMMON | 55262C10 | 210,009.60 | 3,840 | X | | | X | |
| MCDONALDS CORP | COMMON | 58013510 | 929,625.00 | 33,500 | X | | | X | |

| ITEM 1: | ITEM 2: | ITEM 3: | ITEM 4: | ITEM 5: | ITEM 6: | | ITEM 7: | ITEM 8: | |
|------------------------|----------|----------|--------------|---------|--------------------------|--------|----------|---------------------|--------|
| | | | | | | | | | |
| | TITLE OF | CUSIP | MARKET | | INVESTMENT DESCRETION | | | VOTING AUTHORITY | |
| NAME OF ISSUER | CLASS | NUMBER | VALUE | SHARES | SOLE | SHARED | MANAGERS | SOLE | SHARED |
| MCKESSON CORP | COMMON | 58155Q10 | 271,142.92 | 7,244 | X | | | X | |
| MOODYS CORP | COMMON | 61536910 | 164,400.00 | 4,000 | X | | | X | |
| MEREDITH CORP | COMMON | 58943310 | 59,514.00 | 1,400 | X | | | X | |
| MCDERMOTT INTL INC | COMMON | 58003710 | 24,880.00 | 1,600 | X | | | X | |
| MEDTRONIC INC | COMMON | 58505510 | 1,410,552.00 | 31,200 | X | | | X | |
| MEDIMMUNE INC | COMMON | 58469910 | 251,712.00 | 6,400 | X | | | X | |
| MELLON FINL CORP | COMMON | 58551A10 | 466,939.00 | 12,100 | X | | | X | |
| MERRILL LYNCH & CO INC | COMMON | 59018810 | 1,207,284.00 | 21,800 | X | | | X | |
| MERCURY INTERACTIVE CO | COMMON | 58940510 | 75,300.00 | 2,000 | X | | | X | |
| METLIFE INC | COMMON | 59156R10 | 592,200.00 | 18,800 | X | | | X | |
| MCGRAW HILL COS INC | COMMON | 58064510 | 348,075.00 | 5,100 | X | | | X | |
| MARSHALL & ILSLEY CORP | COMMON | 57183410 | 168,048.00 | 2,700 | X | | | X | |
| MILLIPORE CORP | COMMON | 60107310 | 53,088.00 | 1,200 | X | | | X | |
| MIRANT CORP | COMMON | 60467510 | 150,280.00 | 10,400 | X | | | X | |
| MARSH & MCLENNAN COS I | COMMON | 57174810 | 800,454.00 | 7,100 | X | | | X | |
| 3M CO | COMMON | 88579Y10 | 1,173,102.00 | 10,200 | X | | | X | |
| PHILIP MORRIS COS INC | COMMON | 71815410 | 2,960,054.00 | 56,200 | X | | | X | |
| MOLEX INC | COMMON | 60855410 | 175,950.25 | 5,075 | X | | | X | |
| MOTOROLA INC | COMMON | 62007610 | 820,845.20 | 57,806 | X | | | X | |
| MERCK & CO INC | COMMON | 58933110 | 3,397,220.00 | 59,000 | X | | | X | |
| MARATHON OIL CORP | COMMON | 56584910 | 233,280.00 | 8,100 | X | | | X | |
| MICROSOFT CORP | COMMON | 59491810 | 8,461,493.00 | 140,300 | X | | | X | |
| MGIC INVT CORP WIS | COMMON | 55284810 | 184,761.00 | 2,700 | X | | | X | |
| MICRON TECHNOLOGY INC | COMMON | 59511210 | 509,950.00 | 15,500 | X | | | X | |
| MORGAN STANLEY DEAN WI | COMMON | 61744644 | 1,632,647.28 | 28,488 | X | | | X | |
| MEADWESTVACO CORP | COMMON | 58333410 | 174,601.05 | 5,267 | X | | | X | |
| MAXIM INTEGRATED PRODS | COMMON | 57772K10 | 467,964.00 | 8,400 | X | | | X | |
| MAYTAG CORP | COMMON | 57859210 | 88,500.00 | 2,000 | X | | | X | |
| INCO LTD | COMMON | 45325840 | 91,979.00 | 4,700 | X | | | X | |
| NAVISTAR INTL CORP NEW | COMMON | 63934E10 | 68,222.00 | 1,540 | X | | | X | |
| NABORS INDS INC | COMMON | 62956810 | 160,550.00 | 3,800 | X | | | X | |
| NATIONAL CITY CORP | COMMON | 63540510 | 479,856.00 | 15,600 | X | | | X | |

| ITEM 1: | ITEM 2: | ITEM 3: | ITEM 4: | ITEM 5: | ITEM 6: | | ITEM 7: | ITEM 8: | |
|------------------------|----------|----------|--------------|---------|--------------------------|--------|----------|---------------------|--------|
| | | | | | | | | | |
| | TITLE OF | CUSIP | MARKET | | INVESTMENT DESCRETION | | | VOTING AUTHORITY | |
| NAME OF ISSUER | CLASS | NUMBER | VALUE | SHARES | SOLE | SHARED | MANAGERS | SOLE | SHARED |
| NCR CORP NEW | COMMON | 62886E10 | 116,350.00 | 2,600 | X | | | X | |
| NOBLE DRILLING CORP | COMMON | 65504210 | 144,865.00 | 3,500 | X | | | X | |
| NEWMONT MINING CORP | COMMON | 65163910 | 281,579.61 | 10,169 | X | | | X | |
| NISOURCE INC | COMMON | 65473P10 | 117,045.00 | 5,100 | X | | | X | |
| NIKE INC | COMMON | 65410610 | 420,070.00 | 7,000 | X | | | X | |
| NORTHROP GRUMMAN CORP | COMMON | 66680710 | 316,540.00 | 2,800 | X | | | X | |
| NOVELL INC | COMMON | 67000610 | 35,399.00 | 9,100 | X | | | X | |
| NORFOLK SOUTHERN CORP | COMMON | 65584410 | 239,400.00 | 10,000 | X | | | X | |
| NATIONAL SEMICONDUCTOR | COMMON | 63764010 | 151,605.00 | 4,500 | X | | | X | |
| NORTEL NETWORKS CORP N | COMMON | 65656810 | 373,029.20 | 83,080 | X | | | X | |
| NETWORK APPLIANCE INC | COMMON | 64120L10 | 173,230.00 | 8,500 | X | | | X | |
| NORTHERN TR CORP | COMMON | 66585910 | 348,638.00 | 5,800 | X | | | X | |
| NUCOR CORP | COMMON | 67034610 | 128,480.00 | 2,000 | X | | | X | |
| NVIDIA CORP | COMMON | 67066G10 | 168,568.00 | 3,800 | X | | | X | |
| NOVELLUS SYS INC | COMMON | 67000810 | 200,318.00 | 3,700 | X | | | X | |
| NEWELL RUBBERMAID INC | COMMON | 65122910 | 222,026.12 | 6,947 | X | | | X | |
| NEXTEL COMMUNICATIONS | COMMON | 65332V10 | 106,524.00 | 19,800 | X | | | X | |
| NEW YORK TIMES CO | COMMON | 65011110 | 186,654.00 | 3,900 | X | | | X | |
| OFFICE DEPOT INC | COMMON | 67622010 | 148,875.00 | 7,500 | X | | | X | |
| OMNICOM GROUP INC | COMMON | 68191910 | 453,120.00 | 4,800 | X | | | X | |
| BANK ONE CORP | COMMON | 06423A10 | 1,264,262.80 | 30,260 | X | | | X | |
| ORACLE CORP | COMMON | 68389X10 | 1,822,976.00 | 142,420 | X | | | X | |
| OCCIDENTAL PETE CORP | COMMON | 67459910 | 279,840.00 | 9,600 | X | | | X | |
| PHILLIPS PETE CO | COMMON | 71850710 | 622,976.00 | 9,920 | X | | | X | |
| PALM INC | COMMON | 69664210 | 59,323.32 | 14,868 | X | | | X | |
| PAYCHEX INC | COMMON | 70432610 | 387,075.00 | 9,750 | X | | | X | |
| PEPSI BOTTLING GROUP I | COMMON | 71340910 | 191,438.00 | 7,400 | X | | | X | |
| PITNEY BOWES INC | COMMON | 72447910 | 273,920.00 | 6,400 | X | | | X | |
| PACCAR INC | COMMON | 69371810 | 141,295.30 | 1,930 | X | | | X | |
| PG&E CORP | COMMON | 69331C10 | 237,956.00 | 10,100 | X | | | X | |
| PLUM CREEK TIMBER CO I | COMMON | 72925110 | 139,637.00 | 4,700 | X | | | X | |
| SPRINT CORP | COMMON | 85206150 | 263,424.00 | 25,600 | X | | | X | |

| ITEM 1: | ITEM 2: | ITEM 3: | ITEM 4: | ITEM 5: | ITEM 6: | | ITEM 7: | ITEM 8: | |
|------------------------|----------|----------|--------------|---------|--------------------------|--------|----------|---------------------|--------|
| | | | | | | | | | |
| | TITLE OF | CUSIP | MARKET | | INVESTMENT DESCRETION | | | VOTING AUTHORITY | |
| NAME OF ISSUER | CLASS | NUMBER | VALUE | SHARES | SOLE | SHARED | MANAGERS | SOLE | SHARED |
| PHELPS DODGE CORP | COMMON | 71726510 | 84,200.00 | 2,000 | X | | | X | |
| PLACER DOME INC | COMMON | 72590610 | 109,025.00 | 8,900 | X | | | X | |
| PUBLIC SVC ENTERPRISE | COMMON | 74457310 | 247,320.00 | 5,400 | X | | | X | |
| PEPSICO INC | COMMON | 71344810 | 2,339,130.00 | 45,420 | X | | | X | |
| PFIZER INC | COMMON | 71708110 | 6,467,685.00 | 162,750 | X | | | X | |
| PROCTER & GAMBLE CO | COMMON | 74271810 | 3,018,015.00 | 33,500 | X | | | X | |
| PEOPLES ENERGY CORP | COMMON | 71103010 | 39,380.00 | 1,000 | X | | | X | |
| PROGRESS ENERGY INC | COMMON | 74326310 | 282,375.72 | 5,643 | X | | | X | |
| PROGRESSIVE CORP OHIO | COMMON | 74331510 | 316,578.00 | 1,900 | X | | | X | |
| PARKER HANNIFIN CORP | COMMON | 70109410 | 152,195.00 | 3,050 | X | | | X | |
| PHARMACIA CORP | COMMON | 71713U10 | 1,513,966.72 | 33,584 | X | | | X | |
| PULTE HOMES INC | COMMON | 74586710 | 71,775.00 | 1,500 | X | | | X | |
| PERKINELMER INC | COMMON | 71404610 | 59,200.00 | 3,200 | X | | | X | |
| PALL CORP | COMMON | 69642930 | 65,568.00 | 3,200 | X | | | X | |
| PMC-SIERRA INC | COMMON | 69344F10 | 70,004.00 | 4,300 | X | | | X | |
| PARAMETRIC TECHNOLOGY | COMMON | 69917310 | 44,092.00 | 7,300 | X | | | X | |
| PNC FINL SVCS GROUP IN | COMMON | 69347510 | 461,175.00 | 7,500 | X | | | X | |
| PINNACLE WEST CAP CORP | COMMON | 72348410 | 104,305.00 | 2,300 | X | | | X | |
| PPG INDS INC | COMMON | 69350610 | 241,604.00 | 4,400 | X | | | X | |
| PPL CORP | COMMON | 69351T10 | 144,536.89 | 3,649 | X | | | X | |
| PEOPLESOFT INC | COMMON | 71271310 | 281,281.00 | 7,700 | X | | | X | |
| PACTIV CORP | COMMON | 69525710 | 82,082.00 | 4,100 | X | | | X | |
| PROVIDIAN FINL CORP | COMMON | 74406A10 | 56,625.00 | 7,500 | X | | | X | |
| POWER-ONE INC | COMMON | 73930810 | 15,542.00 | 1,900 | X | | | X | |
| PRAXAIR INC | COMMON | 74005P10 | 251,160.00 | 4,200 | X | | | X | |
| QWEST COMMUNICATIONS I | COMMON | 74912110 | 355,161.54 | 43,207 | X | | | X | |
| QUALCOMM INC | COMMON | 74752510 | 745,272.00 | 19,800 | X | | | X | |
| QLOGIC CORP | COMMON | 74727710 | 118,848.00 | 2,400 | X | | | X | |
| QUINTILES TRANSNATIONA | COMMON | 74876710 | 55,025.00 | 3,100 | X | | | X | |
| RYDER SYS INC | COMMON | 78354910 | 50,218.00 | 1,700 | X | | | X | |
| RATIONAL SOFTWARE CORP | COMMON | 75409P20 | 79,150.00 | 5,000 | X | | | X | |
| REEBOK INTL LTD | COMMON | 75811010 | 40,545.00 | 1,500 | X | | | X | |

| ITEM 1: | ITEM 2: | ITEM 3: | ITEM 4: | ITEM 5: | ITEM 6: | | ITEM 7: | ITEM 8: | |
|------------------------|----------|----------|--------------|---------|--------------------------|--------|----------|---------------------|--------|
| | | | | | | | | | |
| | TITLE OF | CUSIP | MARKET | | INVESTMENT DESCRETION | | | VOTING AUTHORITY | |
| NAME OF ISSUER | CLASS | NUMBER | VALUE | SHARES | SOLE | SHARED | MANAGERS | SOLE | SHARED |
| ROYAL DUTCH PETE CO | COMMON | 78025780 | 2,993,032.00 | 55,100 | X | | | X | |
| ROWAN COS INC | COMMON | 77938210 | 52,992.00 | 2,300 | X | | | X | |
| RELIANT ENERGY INC | COMMON | 75952J10 | 196,726.12 | 7,628 | X | | | X | |
| REGIONS FINL CORP | COMMON | 75894010 | 206,100.00 | 6,000 | X | | | X | |
| ROBERT HALF INTL INC | COMMON | 77032310 | 126,936.00 | 4,300 | X | | | X | |
| TRANSOCEAN SEDCO FOREX | COMMON | G9007810 | 275,941.92 | 8,304 | X | | | X | |
| COORS ADOLPH CO | COMMON | 21701610 | 67,470.00 | 1,000 | X | | | X | |
| ROHM & HAAS CO | COMMON | 77537110 | 242,967.96 | 5,748 | X | | | X | |
| ROCKWELL AUTOMATION IN | COMMON | 77390310 | 96,288.00 | 4,800 | X | | | X | |
| RADIOSHACK CORP | COMMON | 75043810 | 147,196.00 | 4,900 | X | | | X | |
| RAYTHEON CO | COMMON | 75511150 | 410,500.00 | 10,000 | X | | | X | |
| IMS HEALTH INC | COMMON | 44993410 | 175,110.00 | 7,800 | X | | | X | |
| SEARS ROEBUCK & CO | COMMON | 81238710 | 435,795.00 | 8,500 | X | | | X | |
| SAFECO CORP | COMMON | 78642910 | 105,732.00 | 3,300 | X | | | X | |
| SANMINA SCI CORP | COMMON | 80090710 | 158,625.00 | 13,500 | X | | | X | |
| SAPIENT CORP | COMMON | 80306210 | 14,250.00 | 3,000 | X | | | X | |
| SBC COMMUNICATIONS INC | COMMON | 78387G10 | 3,253,760.64 | 86,906 | X | | | X | |
| SYMBOL TECHNOLOGIES IN | COMMON | 87150810 | 60,696.00 | 5,400 | X | | | X | |
| STARBUCKS CORP | COMMON | 85524410 | 228,987.00 | 9,900 | X | | | X | |
| SCHWAB CHARLES CORP NE | COMMON | 80851310 | 469,224.14 | 35,846 | X | | | X | |
| SIEBEL SYS INC | COMMON | 82617010 | 384,798.00 | 11,800 | X | | | X | |
| SEALED AIR CORP NEW | COMMON | 81211K10 | 102,916.88 | 2,186 | X | | | X | |
| SCIENTIFIC ATLANTA INC | COMMON | 80865510 | 97,020.00 | 4,200 | X | | | X | |
| SCHERING PLOUGH CORP | COMMON | 80660510 | 1,189,400.00 | 38,000 | X | | | X | |
| SHERWIN WILLIAMS CO | COMMON | 82434810 | 113,920.00 | 4,000 | X | | | X | |
| SIGMA ALDRICH CORP | COMMON | 82655210 | 93,920.00 | 2,000 | X | | | X | |
| SCHLUMBERGER LTD | COMMON | 80685710 | 876,418.00 | 14,900 | X | | | X | |
| SARA LEE CORP | COMMON | 80311110 | 425,580.00 | 20,500 | X | | | X | |
| USA ED INC | COMMON | 90390U10 | 400,980.00 | 4,100 | X | | | X | |
| SOLECTRON CORP | COMMON | 83418210 | 162,240.00 | 20,800 | X | | | X | |
| SNAP ON INC | COMMON | 83303410 | 54,480.00 | 1,600 | X | | | X | |
| SYNOVUS FINL CORP | COMMON | 87161C10 | 231,648.00 | 7,600 | X | | | X | |

| ITEM 1: | ITEM 2: | ITEM 3: | ITEM 4: | ITEM 5: | ITEM 6: | | ITEM 7: | ITEM 8: | |
|-----------------------|----------|----------|--------------|---------|--------------------------|--------|----------|---------------------|--------|
| | | | | | | | | | |
| | TITLE OF | CUSIP | MARKET | | INVESTMENT DESCRETION | | | VOTING AUTHORITY | |
| NAME OF ISSUER | CLASS | NUMBER | VALUE | SHARES | SOLE | SHARED | MANAGERS | SOLE | SHARED |
| SOUTHERN CO | COMMON | 84258710 | 468,873.00 | 17,700 | X | | | X | |
| SOUTHTRUST CORP | COMMON | 84473010 | 232,320.00 | 8,800 | X | | | X | |
| ST PAUL COS INC | COMMON | 79286010 | 254,375.80 | 5,548 | X | | | X | |
| STAPLES INC | COMMON | 85503010 | 235,646.00 | 11,800 | X | | | X | |
| SEMPRA ENERGY | COMMON | 81685110 | 134,753.70 | 5,358 | X | | | X | |
| SUNTRUST BKS INC | COMMON | 86791410 | 507,148.00 | 7,600 | X | | | X | |
| ST JUDE MED INC | COMMON | 79084910 | 173,587.50 | 2,250 | X | | | X | |
| STATE STR CORP | COMMON | 85747710 | 465,192.00 | 8,400 | X | | | X | |
| SUNOCO INC | COMMON | 86764P10 | 88,022.00 | 2,200 | X | | | X | |
| SUN MICROSYSTEMS INC | COMMON | 86681010 | 745,290.00 | 84,500 | X | | | X | |
| STILWELL FINL INC | COMMON | 86083110 | 137,144.00 | 5,600 | X | | | X | |
| SUPERVALU INC | COMMON | 86853610 | 90,300.00 | 3,500 | X | | | X | |
| STANLEY WKS | COMMON | 85461610 | 101,750.00 | 2,200 | X | | | X | |
| SAFEWAY INC | COMMON | 78651420 | 589,762.00 | 13,100 | X | | | X | |
| STRYKER CORP | COMMON | 86366710 | 301,650.00 | 5,000 | X | | | X | |
| SYSCO CORP | COMMON | 87182910 | 518,868.00 | 17,400 | X | | | X | |
| AT&T CORP | COMMON | 00195710 | 1,442,013.60 | 91,848 | X | | | X | |
| TECO ENERGY INC | COMMON | 87237510 | 100,205.00 | 3,500 | X | | | X | |
| TEKTRONIX INC | COMMON | 87913110 | 61,516.00 | 2,600 | X | | | X | |
| TERADYNE INC | COMMON | 88077010 | 177,435.00 | 4,500 | X | | | X | |
| TARGET CORP | COMMON | 87612E10 | 1,009,008.00 | 23,400 | X | | | X | |
| TENET HEALTHCARE CORP | COMMON | 88033G10 | 562,968.00 | 8,400 | X | | | X | |
| TIFFANY & CO NEW | COMMON | 88654710 | 127,980.00 | 3,600 | X | | | X | |
| TEMPLE INLAND INC | COMMON | 87986810 | 73,736.00 | 1,300 | X | | | X | |
| TJX COS INC NEW | COMMON | 87254010 | 284,071.00 | 7,100 | X | | | X | |
| TELLABS INC | COMMON | 87966410 | 112,029.00 | 10,700 | X | | | X | |
| TORCHMARK CORP | COMMON | 89102710 | 132,957.00 | 3,300 | X | | | X | |
| THERMO ELECTRON CORP | COMMON | 88355610 | 89,139.00 | 4,300 | X | | | X | |
| TMP WORLDWIDE INC | COMMON | 87294110 | 96,516.00 | 2,800 | X | | | X | |
| THOMAS & BETTS CORP | COMMON | 88431510 | 33,856.00 | 1,600 | X | | | X | |
| TOYS R US INC | COMMON | 89233510 | 91,596.00 | 5,100 | X | | | X | |
| TRIBUNE CO NEW | COMMON | 89604710 | 350,042.00 | 7,700 | X | | | X | |

| ITEM 1: | ITEM 2: | ITEM 3: | ITEM 4: | ITEM 5: | ITEM 6: | | ITEM 7: | ITEM 8: | |
|------------------------|----------|----------|--------------|---------|--------------------------|--------|----------|---------------------|--------|
| | | | | | | | | | |
| | TITLE OF | CUSIP | MARKET | | INVESTMENT DESCRETION | | | VOTING AUTHORITY | |
| NAME OF ISSUER | CLASS | NUMBER | VALUE | SHARES | SOLE | SHARED | MANAGERS | SOLE | SHARED |
| PRICE T ROWE GROUP INC | COMMON | 74144T10 | 128,469.00 | 3,300 | X | | | X | |
| TRW INC | COMMON | 87264910 | 169,851.00 | 3,300 | X | | | X | |
| SABRE HLDGS CORP | COMMON | 78590510 | 158,346.90 | 3,390 | X | | | X | |
| TUPPERWARE CORP | COMMON | 89989610 | 36,400.00 | 1,600 | X | | | X | |
| TEXAS INSTRS INC | COMMON | 88250810 | 1,492,810.00 | 45,100 | X | | | X | |
| TEXTRON INC | COMMON | 88320310 | 183,960.00 | 3,600 | X | | | X | |
| TXU CORP | COMMON | 87316810 | 365,489.55 | 6,705 | X | | | X | |
| TYCO INTL LTD NEW | COMMON | 90212410 | 1,673,982.08 | 51,794 | X | | | X | |
| US AIRWAYS GROUP INC | COMMON | 91190510 | 12,255.00 | 1,900 | X | | | X | |
| UNOCAL CORP | COMMON | 91528910 | 245,385.00 | 6,300 | X | | | X | |
| UNISYS CORP | COMMON | 90921410 | 106,092.00 | 8,400 | X | | | X | |
| UNILEVER N V | COMMON | 90478470 | 840,185.60 | 14,792 | X | | | X | |
| UNITEDHEALTH GROUP INC | COMMON | 91324P10 | 619,002.00 | 8,100 | X | | | X | |
| UNUMPROVIDENT CORP | COMMON | 91529Y10 | 172,439.82 | 6,174 | X | | | X | |
| UNION PAC CORP | COMMON | 90781810 | 397,696.00 | 6,400 | X | | | X | |
| UNION PLANTERS CORP | COMMON | 90806810 | 165,865.00 | 3,500 | X | | | X | |
| US BANCORP DEL | COMMON | 90297330 | 1,115,635.10 | 49,430 | X | | | X | |
| UST INC | COMMON | 90291110 | 163,506.00 | 4,200 | X | | | X | |
| UNITED TECHNOLOGIES CO | COMMON | 91301710 | 905,240.00 | 12,200 | X | | | X | |
| UNIVISION COMMUNICATIO | COMMON | 91490610 | 226,800.00 | 5,400 | X | | | X | |
| VISTEON CORP | COMMON | 92839U10 | 56,385.85 | 3,407 | X | | | X | |
| V F CORP | COMMON | 91820410 | 125,425.00 | 2,900 | X | | | X | |
| VIACOM INC | COMMON | 92552430 | 2,217,667.76 | 45,848 | X | | | X | |
| VULCAN MATLS CO | COMMON | 92916010 | 128,358.00 | 2,700 | X | | | X | |
| VERITAS SOFTWARE CO | COMMON | 92343610 | 453,421.35 | 10,345 | X | | | X | |
| VITESSE SEMICONDUCTOR | COMMON | 92849710 | 49,000.00 | 5,000 | X | | | X | |
| VERIZON COMMUNICATIONS | COMMON | 92343V10 | 3,213,760.00 | 70,400 | X | | | X | |
| WALGREEN CO | COMMON | 93142210 | 1,034,616.00 | 26,400 | X | | | X | |
| WATERS CORP | COMMON | 94184810 | 95,098.00 | 3,400 | X | | | X | |
| WACHOVIA CORP 2ND NEW | COMMON | 92990310 | 1,309,146.48 | 35,306 | X | | | X | |
| WORLDCOM INC GA NEW | COMMON | 98157D10 | 515,933.52 | 76,548 | X | | | X | |
| WENDYS INTL INC | COMMON | 95059010 | 101,442.00 | 2,900 | X | | | X | |

| ITEM 1: | ITEM 2: | ITEM 3: | ITEM 4: | ITEM 5: | ITEM 6: | | ITEM 7: | ITEM 8: | |
|------------------------|----------|----------|----------------|-----------|--------------------------|--------|----------|---------------------|--------|
| | | | | | | | | | |
| | TITLE OF | CUSIP | MARKET | | INVESTMENT DESCRETION | | | VOTING AUTHORITY | |
| NAME OF ISSUER | CLASS | NUMBER | VALUE | SHARES | SOLE | SHARED | MANAGERS | SOLE | SHARED |
| WELLS FARGO & CO NEW | COMMON | 94974610 | 2,171,624.00 | 43,960 | X | | | X | |
| WHIRLPOOL CORP | COMMON | 96332010 | 128,435.00 | 1,700 | X | | | X | |
| WINN DIXIE STORES INC | COMMON | 97428010 | 59,348.00 | 3,700 | X | | | X | |
| WELLPOINT HEALTH NETWO | COMMON | 94973H10 | 241,946.00 | 3,800 | X | | | X | |
| WASHINGTON MUT INC | COMMON | 93932210 | 827,587.40 | 24,980 | X | | | X | |
| WILLIAMS COS INC DEL | COMMON | 96945710 | 315,704.00 | 13,400 | X | | | X | |
| WASTE MGMT INC DEL | COMMON | 94106L10 | 442,867.00 | 16,252 | X | | | X | |
| WAL MART STORES INC | COMMON | 93114210 | 7,072,866.00 | 115,400 | X | | | X | |
| WORTHINGTON INDS INC | COMMON | 98181110 | 37,632.00 | 2,450 | X | | | X | |
| WATSON PHARMACEUTICALS | COMMON | 94268310 | 70,434.00 | 2,600 | X | | | X | |
| WRIGLEY WM JR CO | COMMON | 98252610 | 314,529.00 | 5,900 | X | | | X | |
| WEYERHAEUSER CO | COMMON | 96216610 | 352,016.00 | 5,600 | X | | | X | |
| WYETH | COMMON | 98302410 | 2,238,665.00 | 34,100 | X | | | X | |
| UNITED STATES STL CORP | COMMON | 91290910 | 43,560.00 | 2,400 | X | | | X | |
| XCEL ENERGY INC | COMMON | 98389B10 | 233,346.75 | 9,205 | X | | | X | |
| XL CAP LTD | COMMON | G9825510 | 326,725.00 | 3,500 | X | | | X | |
| XILINX INC | COMMON | 98391910 | 346,782.00 | 8,700 | X | | | X | |
| EXXON MOBIL CORP | COMMON | 30231G10 | 7,766,676.00 | 177,200 | X | | | X | |
| XEROX CORP | COMMON | 98412110 | 194,575.00 | 18,100 | X | | | X | |
| YAHOO INC | COMMON | 98433210 | 271,509.00 | 14,700 | X | | | X | |
| TRICON GLOBAL RESTAURA | COMMON | 89595310 | 220,425.00 | 3,750 | X | | | X | |
| ZIONS BANCORPORATION | COMMON | 98970110 | 142,248.00 | 2,400 | X | | | X | |
| ZIMMER HLDGS INC | COMMON | 98956P10 | 172,293.00 | 5,060 | X | | | X | |
| | | | 271,225,203.20 | 7,401,995 | | | | | |
| | | | | | | | | | |