NON-PUBLIC 13FCON P 12/21/04

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

RECD S.E.C.
MAY 1 5 2003
1086

Form 13F

Form 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: March 31, 2003

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

CONFIDENTIAL TREATMENT DENIED

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:

Name: Kathryn Pickford
Title: Secretary
Phone: (212) 478-0000

PROCESSED
FEB 04 2005
THOMSON FINANCIAL

Signature, Place, and Date of Signing:

[Signature]	New York, NY [City, State]	May 13, 2003 [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: 1382

Form 13F Information Table Value Total: $6,634,309
(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.

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	140,000	67,800	b	1	a(67,800 shares)
AGL RES INC	COM	001204 10 6	4,672,000	197,700	b	1	a(197,700 shares)
AMR CORP	COM	001765 10 6	2,717,000	1,293,800	b	1	a(1,293,800 shares)
AOL TIME WARNER INC	COM	00184A 10 5	6,649,000	612,283	b	1	a(612,283 shares)
AT&T CORP	COM NEW	001957 50 5	25,190,000	1,554,960	b	1	a(1,554,960 shares)
ATMI INC	COM	00207R 10 1	1,117,000	58,017	b	1	a(58,017 shares)
AT&T WIRELESS SVCS INC	COM	00209A 10 6	381,000	57,686	b	1	a(57,686 shares)
AU OPTRONICS CORP	SPONSORED ADR	002255 10 7	72,000	12,700	b	1	a(12,700 shares)
AVI BIOPHARMA INC	COM	002346 10 4	209,000	60,500	b	1	a(60,500 shares)
AXT INC	COM	00246W 10 3	119,000	177,500	b	1	a(177,500 shares)
ABBOTT LABS	COM	002824 10 0	3,769,000	100,200	b	1	a(100,200 shares)
ABBOTT LABS	COM	002824 10 0	4,889,000	130,000 C	b	1	a(130,000 shares)
ABBOTT LABS	COM	002824 10 0	1,392,000	37,000 P	b	1	a(37,000 shares)
ABITIBI-CONSOLIDATED INC	COM	003924 10 7	183,000	26,300	b	1	a(26,300 shares)
ACCREDO HEALTH INC	COM	00437V 10 4	923,000	37,922	b	1	a(37,922 shares)
ACCREDO HEALTH INC	COM	00437V 10 4	548,000	22,500 P	b	1	a(22,500 shares)
ACTION PERFORMANCE COS INC	COM	004933 10 7	1,453,000	68,700	b	1	a(68,700 shares)
ACUITY BRANDS INC	COM	00508Y 10 2	151,000	11,200	b	1	a(11,200 shares)
ADAPTEC INC	COM	00651F 10 8	479,000	79,500	b	1	a(79,500 shares)
ADOBE SYS INC	COM	00724F 10 1	1,233,000	40,000 C	b	1	a(40,000 shares)
ADOBE SYS INC	COM	00724F 10 1	663,000	21,500 P	b	1	a(21,500 shares)
ADOLOR CORP	COM	00724X 10 2	1,481,000	149,402	b	1	a(149,402 shares)
ADTRAN INC	COM	00738A 10 6	2,011,000	56,000 C	b	1	a(56,000 shares)
ADTRAN INC	COM	00738A 10 6	251,000	7,000 P	b	1	a(7,000 shares)
ADVANCED AUTO PARTS INC	COM	00751Y 10 6	694,000	15,000 C	b	1	a(15,000 shares)
ADVANCED FIBRE COMMUNICATION	COM	00754A 10 5	3,895,000	257,247	b	1	a(257,247 shares)
ADVANCED NEUROMODULATION SYS	COM	00757T 10 1	215,000	5,000 C	b	1	a(5,000 shares)
ADVISORY BRD CO	COM	00762W 10 7	1,876,000	53,671	b	1	a(53,671 shares)
		Page Total	67,372,000				

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)
ADVANCED MEDICAL OPTICS INC	COM	00763M 10 8	1,002,000	74,510	b	1	a(74,510 shares)
AEROPOSTALE	COM	007865 10 8	199,000	15,000 C	b	1	a(15,000 shares)
ADVANCED MICRO DEVICES INC	NOTE 4.500%12/	007903 AF 4	16,313,000	14,500,000	b	1	a(14,500,000 shares)
ADVANCEPCS	COM	00790K 10 9	2,323,000	81,969	b	1	a(81,969 shares)
AETHER SYS INC	COM	00808V 10 5	199,000	63,252	b	1	a(63,252 shares)
AETNA INC NEW	COM	00817Y 10 8	656,000	13,300	b	1	a(13,300 shares)
AETNA INC NEW	COM	00817Y 10 8	1,775,000	36,000 C	b	1	a(36,000 shares)
AETNA INC NEW	COM	00817Y 10 8	740,000	15,000 P	b	1	a(15,000 shares)
AFFILIATED COMPUTER SERVICES	CL A	008190 10 0	1,248,000	28,200	b	1	a(28,200 shares)
AFFILIATED COMPUTER SERVICES	CL A	008190 10 0	2,656,000	60,000 C	b	1	a(60,000 shares)
AFFILIATED COMPUTER SERVICES	CL A	008190 10 0	1,859,000	42,000 P	b	1	a(42,000 shares)
AFFILIATED COMPUTER SERVICES	NOTE 3.500% 2/	008190 AF 7	6,094,000	5,000,000	b	1	a(5,000,000 shares)
AFFILIATED MANAGERS GROUP	COM	008252 10 8	811,000	19,500 C	b	1	a(19,500 shares)
AFFILIATED MANAGERS GROUP	COM	008252 10 8	416,000	10,000 P	b	1	a(10,000 shares)
AFFYMETRIX INC	COM	00826T 10 8	7,563,000	290,888	b	1	a(290,888 shares)
AGERE SYS INC	CL B	00845V 20 9	521,000	347,347	b	1	a(347,347 shares)
AGILENT TECHNOLOGIES INC	DBCV 3.000%12/	00846U AB 7	13,716,000	15,000,000	b	1	a(15,000,000 shares)
AGRIUM INC	COM	008916 10 8	227,000	21,200	b	1	a(21,200 shares)
AIR PRODS & CHEMS INC	COM	009158 10 6	4,694,000	113,300	b	1	a(113,300 shares)
AIRBORNE INC	NOTE 5.750% 4/	009269 AB 7	4,340,000	4,000,000	b	1	a(4,000,000 shares)
AKAMAI TECHNOLOGIES INC	COM	00971T 10 1	105,000	74,768	b	1	a(74,768 shares)
ALASKA AIR GROUP INC	COM	011659 10 9	733,000	46,800	b	1	a(46,800 shares)
ALBEMARLE CORP	COM	012653 10 1	1,400,000	57,500	b	1	a(57,500 shares)
ALBERTO CULVER CO	CL A	013068 20 0	216,000	4,500	b	1	a(4,500 shares)
ALBERTO CULVER CO	CL B CONV	013068 10 1	2,883,000	58,500	b	1	a(58,500 shares)
ALBERTO CULVER CO	CL B CONV	013068 10 1	246,000	5,000 C	b	1	a(5,000 shares)
ALBERTO CULVER CO	CL B CONV	013068 10 1	1,232,000	25,000 P	b	1	a(25,000 shares)
ALBERTSONS INC	COM	013104 10 4	9,913,000	525,900	b	1	a(525,900 shares)
		Page Total	84,080,000				

Name of Issuer	Title of Class	CUSIP Number	Fair Market Value (Rounded to nearest $1000	Shares or Principal Amount	Investment Discretion (note #2)	Managers	Voting Authority (Shares) (note #3)
ALCAN INC	COM	013716 10 5	18,573,000	665,700	b	1	a(665,700 shares)
ALCOA INC	COM	013817 10 1	6,566,000	338,800	b	1	a(338,800 shares)
ALCATEL	SPONSORED ADR	013904 30 5	94,000	13,700	b	1	a(13,700 shares)
ALDERWOODS GROUP INC	COM	014383 10 3	277,000	79,300	b	1	a(79,300 shares)
ALEXION PHARMACEUTICALS INC	COM	015351 10 9	830,000	68,285	b	1	a(68,285 shares)
ALKERMES INC	COM	01642T 10 8	149,000	16,373	b	1	a(16,373 shares)
ALLEGIANCE TELECOM INC	COM	01747T 10 2	35,000	117,154	b	1	a(117,154 shares)
ALLEN TELECOM INC	COM	018091 10 8	182,000	18,700	b	1	a(18,700 shares)
ALLIANCE GAMING CORP	COM NEW	01859P 60 9	198,000	13,200	b	1	a(13,200 shares)
ALLIANCE SEMICONDUCTOR CORP	COM	01877H 10 0	162,000	50,500	b	1	a(50,500 shares)
ALLIANT ENERGY CORP	COM	018802 10 8	305,000	19,000	b	1	a(19,000 shares)
ALLIANT TECHSYSTEMS INC	COM	018804 10 4	1,422,000	26,325	b	1	a(26,325 shares)
ALLIANT TECHSYSTEMS INC	COM	018804 10 4	270,000	5,000 C	b	1	a(5,000 shares)
ALLIED CAP CORP NEW	COM	01903Q 10 8	5,898,000	295,200	b	1	a(295,200 shares)
ALLIED WASTE INDS INC	COM PAR$.01NEW	019589 30 8	1,655,000	207,100	b	1	a(207,100 shares)
ALLOS THERAPEUTICS INC	COM	019777 10 1	179,000	44,859	b	1	a(44,859 shares)
ALLSTATE CORP	COM	020002 10 1	20,250,000	610,500	b	1	a(610,500 shares)
ALPHARMA INC	NOTE 3.000% 6/	020813 AD 3	2,036,000	1,991,000	b	1	a(1,991,000 shares)
ALTERA CORP	COM	021441 10 0	2,983,000	220,322	b	1	a(220,322 shares)
ALTRIA GROUP INC	COM	02209S 10 3	4,904,000	163,700	b	1	a(163,700 shares)
ALTRIA GROUP INC	COM	02209S 10 3	31,608,000	1,055,000 C	b	1	a(1,055,000 shares)
ALTRIA GROUP INC	COM	02209S 10 3	31,961,000	1,066,800 P	b	1	a(1,066,800 shares)
AMAZON COM INC	COM	023135 10 6	18,003,000	691,635	b	1	a(691,635 shares)
AMAZON COM INC	COM	023135 10 6	20,355,000	782,000 C	b	1	a(782,000 shares)
AMAZON COM INC	COM	023135 10 6	11,323,000	435,000 P	b	1	a(435,000 shares)
AMBAC FINL GROUP INC	COM	023139 10 8	21,213,000	419,900	b	1	a(419,900 shares)
AMERADA HESS CORP	COM	023551 10 4	8,069,000	182,300	b	1	a(182,300 shares)
AMEREN CORP	COM	023608 10 2	5,768,000	147,700	b	1	a(147,700 shares)
		Page Total	215,268,000				

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)
AMERICA MOVIL S A DE C V	SPON ADR L SHS	02364W 10 5	5,800,000	433,800	b	1	a(433,800 shares)
AMERICAN AXLE & MFG HLDGS IN	COM	024061 10 3	1,744,000	82,900	b	1	a(82,900 shares)
AMERICAN CAPITAL STRATEGIES	COM	024937 10 4	8,608,000	384,300	b	1	a(384,300 shares)
AMERICAN ELEC PWR INC	COM	025537 10 1	23,695,000	1,037,000	b	1	a(1,037,000 shares)
AMERICAN EAGLE OUTFITTERS NE	COM	02553E 10 6	3,292,000	226,715	b	1	a(226,715 shares)
AMERICAN EXPRESS CO	COM	025816 10 9	25,368,000	763,400	b	1	a(763,400 shares)
AMERICAN GREETINGS CORP	CL A	026375 10 5	2,704,000	206,400	b	1	a(206,400 shares)
AMERICAN INTL GROUP INC	COM	026874 10 7	17,411,000	352,100	b	1	a(352,100 shares)
AMERICAN INTL GROUP INC	COM	026874 10 7	30,165,000	610,000 C	b	1	a(610,000 shares)
AMERICAN ITALIAN PASTA CO	CL A	027070 10 1	216,000	5,000 C	b	1	a(5,000 shares)
AMERICAN STD COS INC DEL	COM	029712 10 6	2,813,000	40,900	b	1	a(40,900 shares)
AMERICREDIT CORP	COM	03060R 10 1	46,000	13,800	b	1	a(13,800 shares)
AMERISTAR CASINOS INC	COM	03070Q 10 1	188,000	17,549	b	1	a(17,549 shares)
AMERUS GROUP CO	COM	03072M 10 8	412,000	16,800	b	1	a(16,800 shares)
AMERISOURCEBERGEN CORP	COM	03073E 10 5	9,624,000	183,311	b	1	a(183,311 shares)
AMETEK INC NEW	COM	031100 10 0	3,034,000	91,900	b	1	a(91,900 shares)
AMGEN INC	COM	031162 10 0	374,000	6,500	b	1	a(6,500 shares)
AMGEN INC	COM	031162 10 0	86,026,000	1,494,800 C	b	1	a(1,494,800 shares)
AMGEN INC	COM	031162 10 0	41,465,000	720,500 P	b	1	a(720,500 shares)
AMGEN INC	NOTE 3/	031162 AE 0	46,013,000	60,000,000	b	1	a(60,000,000 shares)
AMKOR TECHNOLOGY INC	COM	031652 10 0	406,000	78,447	b	1	a(78,447 shares)
AMYLIN PHARMACEUTICALS INC	COM	032346 10 8	11,153,000	688,451	b	1	a(688,451 shares)
ANADARKO PETE CORP	DBCV 3/	032511 AP 2	14,057,000	25,130,000	b	1	a(25,130,000 shares)
ANALOG DEVICES INC	COM	032654 10 5	4,513,000	164,100	b	1	a(164,100 shares)
ANALYSTS INTL CORP	COM	032681 10 8	165,000	110,471	b	1	a(110,471 shares)
ANDREW CORP	COM	034425 10 8	157,000	28,600	b	1	a(28,600 shares)
ANDREW CORP	COM	034425 10 8	426,000	77,500 P	b	1	a(77,500 shares)
ANGELICA CORP	COM	034663 10 4	239,000	14,000	b	1	a(14,000 shares)
		Page Total	340,114,000				

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)
ANGIOTECH PHARMACEUTICALS IN	COM	034918 10 2	1,066,000	53,330	b	1	a(53,330 shares)
ANHEUSER BUSCH COS INC	COM	035229 10 3	10,371,000	222,500	b	1	a(222,500 shares)
ANNTAYLOR STORES CORP	COM	036115 10 3	2,795,000	136,150	b	1	a(136,150 shares)
ANTHEM INC	COM	03674B 10 4	17,411,000	262,800	b	1	a(262,800 shares)
ANTHEM INC	COM	03674B 10 4	2,981,000	45,000 C	b	1	a(45,000 shares)
ANTHEM INC	COM	03674B 10 4	3,313,000	50,000 P	b	1	a(50,000 shares)
ANTEON INTL CORP	COM	03674E 10 8	1,574,000	70,100	b	1	a(70,100 shares)
ANTIGENICS INC DEL	COM	037032 10 9	1,092,000	131,752	b	1	a(131,752 shares)
APACHE CORP	COM	037411 10 5	19,590,000	317,305	b	1	a(317,305 shares)
APPLE COMPUTER INC	COM	037833 10 0	11,526,000	815,128	b	1	a(815,128 shares)
APPLEBEES INTL INC	COM	037899 10 1	2,745,000	97,883	b	1	a(97,883 shares)
APRIA HEALTHCARE GROUP INC	COM	037933 10 8	1,040,000	44,500	b	1	a(44,500 shares)
APPLERA CORP	COM AP BIO GRP	038020 10 3	188,000	11,900	b	1	a(11,900 shares)
APPLERA CORP	COM CE GEN GRP	038020 20 2	3,165,000	367,120	b	1	a(367,120 shares)
APPLIED MATLS INC	COM	038222 10 5	7,182,000	570,877	b	1	a(570,877 shares)
APPLIED MICRO CIRCUITS CORP	COM	03822W 10 9	2,993,000	918,245	b	1	a(918,245 shares)
ARAMARK CORP	CL B	038521 10 0	518,000	22,600	b	1	a(22,600 shares)
ARBITRON INC	COM	03875Q 10 8	444,000	14,000	b	1	a(14,000 shares)
ARCHER DANIELS MIDLAND CO	COM	039483 10 2	3,890,000	360,200	b	1	a(360,200 shares)
ARGOSY GAMING CO	COM	040228 10 8	392,000	19,600	b	1	a(19,600 shares)
ARIBA INC	COM	04033V 10 4	66,000	23,444	b	1	a(23,444 shares)
ARMOR HOLDINGS INC	COM	042260 10 9	254,000	25,400	b	1	a(25,400 shares)
ARROW ELECTRS INC	DBCV 2/	042735 AY 6	11,482,000	24,500,000	b	1	a(24,500,000 shares)
ARVINMERITOR INC	COM	043353 10 1	1,072,000	76,600	b	1	a(76,600 shares)
ASPEN TECHNOLOGY INC	COM	045327 10 3	103,000	43,005	b	1	a(43,005 shares)
ASTORIA FINL CORP	COM	046265 10 4	1,145,000	49,300	b	1	a(49,300 shares)
ASTRAZENECA PLC	SPONSORED ADR	046353 10 8	446,000	13,000	b	1	a(13,000 shares)
ASYST TECHNOLOGY CORP	COM	04648X 10 7	496,000	91,570	b	1	a(91,570 shares)
		Page Total	109,340,000				

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)
ATLAS AIR WORLDWIDE HLDGS IN	COM	049164 10 6	75,000	94,000	b	1	a(94,000 shares)
ATMEL CORP	COM	049513 10 4	20,000	12,419	b	1	a(12,419 shares)
ATWOOD OCEANICS INC	COM	050095 10 8	1,444,000	57,200	b	1	a(57,200 shares)
AUTOMATIC DATA PROCESSING IN	COM	053015 10 3	2,402,000	78,000	b	1	a(78,000 shares)
AUTOMATIC DATA PROCESSING IN	COM	053015 10 3	1,832,000	59,500 C	b	1	a(59,500 shares)
AUTONATION INC	COM	05329W 10 2	13,314,000	1,044,200	b	1	a(1,044,200 shares)
AUTOZONE INC	COM	053332 10 2	598,000	8,700 C	b	1	a(8,700 shares)
AVAYA INC	NOTE 10/	053499 AA 7	3,380,000	7,500,000	b	1	a(7,500,000 shares)
AVENTIS	SPONSORED ADR	053561 10 6	3,903,000	88,400	b	1	a(88,400 shares)
AVERY DENNISON CORP	COM	053611 10 9	3,321,000	56,600	b	1	a(56,600 shares)
AVERY DENNISON CORP	COM	053611 10 9	587,000	10,000 C	b	1	a(10,000 shares)
AVIGEN INC	COM	053690 10 3	74,000	25,335	b	1	a(25,335 shares)
AVNET INC	COM	053807 10 3	2,138,000	204,000	b	1	a(204,000 shares)
AVON PRODS INC	NOTE 7/	054303 AP 7	10,875,000	20,000,000	b	1	a(20,000,000 shares)
AWARE INC MASS	COM	05453N 10 0	68,000	37,200	b	1	a(37,200 shares)
AZTAR CORP	COM	054802 10 3	700,000	52,100	b	1	a(52,100 shares)
BB&T CORP	COM	054937 10 7	6,465,000	205,700	b	1	a(205,700 shares)
BB&T CORP	COM	054937 10 7	1,279,000	40,700 C	b	1	a(40,700 shares)
BCE INC	COM	05534B 10 9	1,266,000	68,900	b	1	a(68,900 shares)
BISYS GROUP INC	COM	055472 10 4	385,000	23,600	b	1	a(23,600 shares)
BP PLC	SPONSORED ADR	055622 10 4	5,827,000	151,000	b	1	a(151,000 shares)
BMC SOFTWARE INC	COM	055921 10 0	22,591,000	1,497,100	b	1	a(1,497,100 shares)
BALL CORP	COM	058498 10 6	7,687,000	138,000	b	1	a(138,000 shares)
BALL CORP	COM	058498 10 6	3,342,000	60,000 C	b	1	a(60,000 shares)
BALL CORP	COM	058498 10 6	1,448,000	26,000 P	b	1	a(26,000 shares)
BALLARD PWR SYS INC	COM	05858H 10 4	765,000	80,418	b	1	a(80,418 shares)
BALLY TOTAL FITNESS HLDG COR	COM	05873K 10 8	119,000	23,400	b	1	a(23,400 shares)
BANDAG INC	COM	059815 10 0	207,000	6,500	b	1	a(6,500 shares)
		Page Total	96,112,000				

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)
BANK OF AMERICA CORPORATION	COM	060505 10 4	642,000	9,600	b	1	a(9,600 shares)
BANK HAWAII CORP	COM	062540 10 9	2,328,000	75,600	b	1	a(75,600 shares)
BANK NEW YORK INC	COM	064057 10 2	25,576,000	1,247,600	b	1	a(1,247,600 shares)
BANK ONE CORP	COM	06423A 10 3	8,066,000	233,000	b	1	a(233,000 shares)
BANKNORTH GROUP INC NEW	COM	06646R 10 7	12,705,000	582,511	b	1	a(582,511 shares)
BARD C R INC	COM	067383 10 9	10,872,000	172,400	b	1	a(172,400 shares)
BARD C R INC	COM	067383 10 9	315,000	5,000 C	b	1	a(5,000 shares)
BARD C R INC	COM	067383 10 9	1,577,000	25,000 P	b	1	a(25,000 shares)
BARR LABS INC	COM	068306 10 9	36,680,000	643,500	b	1	a(643,500 shares)
BARR LABS INC	COM	068306 10 9	10,346,000	181,500 C	b	1	a(181,500 shares)
BARR LABS INC	COM	068306 10 9	2,565,000	45,000 P	b	1	a(45,000 shares)
BARRA INC	COM	068313 10 5	445,000	15,000 C	b	1	a(15,000 shares)
BAUSCH & LOMB INC	COM	071707 10 3	15,531,000	472,200	b	1	a(472,200 shares)
BAXTER INTL INC	DBCV 1.250% 6/	071813 AR 0	5,006,000	5,000,000	b	1	a(5,000,000 shares)
BAY VIEW CAP CORP DEL	COM	07262L 10 1	350,000	64,300	b	1	a(64,300 shares)
BAYER A G	SPONSORED ADR	072730 30 2	342,000	25,100	b	1	a(25,100 shares)
BEA SYS INC	COM	073325 10 2	15,335,000	1,504,892	b	1	a(1,504,892 shares)
BEAR STEARNS COS INC	COM	073902 10 8	13,310,000	202,900	b	1	a(202,900 shares)
BEARINGPOINT INC	COM	074002 10 6	419,000	65,800	b	1	a(65,800 shares)
BEAZER HOMES USA INC	COM	07556Q 10 5	291,000	4,950	b	1	a(4,950 shares)
BEAZER HOMES USA INC	COM	07556Q 10 5	2,352,000	40,000 C	b	1	a(40,000 shares)
BELDEN INC	COM	077459 10 5	293,000	27,300	b	1	a(27,300 shares)
BELLSOUTH CORP	COM	079860 10 2	9,013,000	415,900	b	1	a(415,900 shares)
BEMIS INC	COM	081437 10 5	5,316,000	126,400	b	1	a(126,400 shares)
BEMIS INC	COM	081437 10 5	589,000	14,000 C	b	1	a(14,000 shares)
BENCHMARK ELECTRS INC	COM	08160H 10 1	2,553,000	90,100	b	1	a(90,100 shares)
BERKLEY W R CORP	COM	084423 10 2	416,000	9,700	b	1	a(9,700 shares)
BEST BUY INC	COM	086516 10 1	6,475,000	240,100 C	b	1	a(240,100 shares)
		Page Total	189,708,000				

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)
BEST BUY INC	DBCV 0.684% 6/	086516 AD 3	9,091,000	13,000,000	b	1	a(13,000,000 shares)
BEVERLY ENTERPRISES INC	COM NEW	087851 30 9	47,000	23,300	b	1	a(23,300 shares)
BIO RAD LABS INC	CL A	090572 20 7	218,000	6,100	b	1	a(6,100 shares)
BIOGEN INC	COM	090597 10 5	26,570,000	886,835	b	1	a(886,835 shares)
BIOMARIN PHARMACEUTICAL INC	COM	09061G 10 1	702,000	61,815	b	1	a(61,815 shares)
BIOSITE INC	COM	090945 10 6	2,376,000	61,851	b	1	a(61,851 shares)
BLACK & DECKER CORP	COM	091797 10 0	6,975,000	200,100	b	1	a(200,100 shares)
BLACK & DECKER CORP	COM	091797 10 0	872,000	25,000 C	b	1	a(25,000 shares)
BLACK BOX CORP DEL	COM	091826 10 7	542,000	18,300	b	1	a(18,300 shares)
BLACK BOX CORP DEL	COM	091826 10 7	1,067,000	36,000 C	b	1	a(36,000 shares)
BLACK BOX CORP DEL	COM	091826 10 7	741,000	25,000 P	b	1	a(25,000 shares)
BLACKROCK INC	CL A	09247X 10 1	209,000	4,800	b	1	a(4,800 shares)
BLOCK H & R INC	COM	093671 10 5	222,000	5,200	b	1	a(5,200 shares)
BLUE RHINO CORP	COM	095811 10 5	183,000	17,944	b	1	a(17,944 shares)
BLYTH INC	COM	09643P 10 8	290,000	11,400	b	1	a(11,400 shares)
BOEING CO	COM	097023 10 5	16,417,000	655,100	b	1	a(655,100 shares)
BOISE CASCADE CORP	COM	097383 10 3	11,004,000	503,600	b	1	a(503,600 shares)
BORDERS GROUP INC	COM	099709 10 7	813,000	55,300	b	1	a(55,300 shares)
BORG WARNER INC	COM	099724 10 6	6,645,000	138,900	b	1	a(138,900 shares)
BORG WARNER INC	COM	099724 10 6	2,631,000	55,000 C	b	1	a(55,000 shares)
BORG WARNER INC	COM	099724 10 6	239,000	5,000 P	b	1	a(5,000 shares)
BOSTON SCIENTIFIC CORP	COM	101137 10 7	20,718,000	508,300	b	1	a(508,300 shares)
BOWATER INC	COM	102183 10 0	20,685,000	556,800	b	1	a(556,800 shares)
BRIGGS & STRATTON CORP	COM	109043 10 9	2,847,000	73,300	b	1	a(73,300 shares)
BRINKER INTL INC	DBCV 10/	109641 AC 4	24,168,000	35,411,000	b	1	a(35,411,000 shares)
BRISTOL MYERS SQUIBB CO	COM	110122 10 8	27,023,000	1,278,900	b	1	a(1,278,900 shares)
BROADCOM CORP	CL A	111320 10 7	8,446,000	683,884	b	1	a(683,884 shares)
BROADVISION INC	COM NEW	111412 60 7	83,000	21,928	b	1	a(21,928 shares)
		Page Total	191,824,000				

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)
BROCADE COMMUNICATIONS SYS I	NOTE 2.000% 1/	111621 AB 4	1,931,000	2,500,000	b	1	a(2,500,000 shares)
BROOKFIELD HOMES CORP	COM	112723 10 1	198,000	14,980	b	1	a(14,980 shares)
BROOKFIELD PPTYS CORP	COM	112900 10 5	4,062,000	206,700	b	1	a(206,700 shares)
BROOKS AUTOMATION INC	COM	114340 10 2	1,751,000	181,099	b	1	a(181,099 shares)
BROWN FORMAN CORP	CL B	115637 20 9	32,398,000	421,300	b	1	a(421,300 shares)
BROWN TOM INC	COM NEW	115660 20 1	755,000	31,200	b	1	a(31,200 shares)
BRUNSWICK CORP	COM	117043 10 9	1,630,000	85,800	b	1	a(85,800 shares)
BURLINGTON NORTHN SANTA FE C	COM	12189T 10 4	11,392,000	457,500	b	1	a(457,500 shares)
C D I CORP	COM	125071 10 0	678,000	29,100	b	1	a(29,100 shares)
CDW COMPUTER CTRS INC	COM	125129 10 6	16,450,000	403,178	b	1	a(403,178 shares)
CEC ENTMT INC	COM	125137 10 9	2,789,000	102,500	b	1	a(102,500 shares)
CH ENERGY GROUP INC	COM	12541M 10 2	496,000	11,900	b	1	a(11,900 shares)
CIGNA CORP	COM	125509 10 9	777,000	17,000	b	1	a(17,000 shares)
CIT GROUP INC	COM	125581 10 8	4,611,000	273,500	b	1	a(273,500 shares)
CLECO CORP NEW	COM	12561W 10 5	144,000	11,500	b	1	a(11,500 shares)
CMGI INC	COM	125750 10 9	109,000	141,800	b	1	a(141,800 shares)
CSK AUTO CORP	COM	125965 10 3	743,000	81,700	b	1	a(81,700 shares)
CNF TR I	TECONS SER A	12612V 20 5	7,404,000	151,300	b	1	a(151,300 shares)
CSX CORP	DBCV 10/	126408 GA 5	10,500,000	12,500,000	b	1	a(12,500,000 shares)
CVS CORP	COM	126650 10 0	990,000	41,500 C	b	1	a(41,500 shares)
CVS CORP	COM	126650 10 0	525,000	22,000 P	b	1	a(22,000 shares)
CV THERAPEUTICS INC	COM	126667 10 4	4,373,000	242,519	b	1	a(242,519 shares)
CABLEVISION SYS CORP	CL A NY CABLVS	12686C 10 9	1,521,000	80,100 P	b	1	a(80,100 shares)
CABOT OIL & GAS CORP	COM	127097 10 3	1,174,000	48,900	b	1	a(48,900 shares)
CABOT MICROELECTRONICS CORP	COM	12709P 10 3	2,119,000	50,605	b	1	a(50,605 shares)
CACI INTL INC	CL A	127190 30 4	3,990,000	119,600	b	1	a(119,600 shares)
CAL DIVE INTL INC	COM	127914 10 9	382,000	21,234	b	1	a(21,234 shares)
CALIFORNIA PIZZA KITCHEN INC	COM	13054D 10 9	1,429,000	62,125	b	1	a(62,125 shares)
		Page Total	115,321,000				

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)
CAMBREX CORP	COM	132011 10 7	1,321,000	55,000	b	1	a(55,000 shares)
CAMPBELL SOUP CO	COM	134429 10 9	8,686,000	413,600	b	1	a(413,600 shares)
CANADIAN NATL RY CO	COM	136375 10 2	7,436,000	174,200	b	1	a(174,200 shares)
CANADIAN PAC RY LTD	COM	13645T 10 0	1,428,000	67,700	b	1	a(67,700 shares)
CANON INC	ADR	138006 30 9	705,000	20,100	b	1	a(20,100 shares)
CAPITAL ONE FINL CORP	COM	14040H 10 5	4,201,000	140,000 C	b	1	a(140,000 shares)
CARDINAL HEALTH INC	COM	14149Y 10 8	1,783,000	31,294	b	1	a(31,294 shares)
CARDINAL HEALTH INC	COM	14149Y 10 8	256,000	4,500 C	b	1	a(4,500 shares)
CARDINAL HEALTH INC	COM	14149Y 10 8	1,025,000	18,000 P	b	1	a(18,000 shares)
CAREER EDUCATION CORP	COM	141665 10 9	636,000	13,000 C	b	1	a(13,000 shares)
CAREER EDUCATION CORP	COM	141665 10 9	2,788,000	57,000 P	b	1	a(57,000 shares)
CAREMARK RX INC	COM	141705 10 3	2,020,000	111,300	b	1	a(111,300 shares)
CARLISLE COS INC	COM	142339 10 0	551,000	13,600	b	1	a(13,600 shares)
CARMAX INC	COM	143130 10 2	514,000	35,300	b	1	a(35,300 shares)
CATALINA MARKETING CORP	COM	148867 10 4	1,246,000	64,800	b	1	a(64,800 shares)
CATELLUS DEV CORP	COM	149111 10 6	307,000	14,600	b	1	a(14,600 shares)
CATERPILLAR INC DEL	COM	149123 10 1	216,000	4,400	b	1	a(4,400 shares)
CELL GENESYS INC	COM	150921 10 4	868,000	117,454	b	1	a(117,454 shares)
CELGENE CORP	COM	151020 10 4	365,000	14,014	b	1	a(14,014 shares)
CEMEX S A	SPON ADR 5 ORD	151290 88 9	5,495,000	315,100	b	1	a(315,100 shares)
CENDANT CORP	COM	151313 10 3	932,000	73,400	b	1	a(73,400 shares)
CENTEX CORP	COM	152312 10 4	3,153,000	58,000	b	1	a(58,000 shares)
CENTURYTEL INC	COM	156700 10 6	972,000	35,200	b	1	a(35,200 shares)
CEPHALON INC	COM	156708 10 9	5,428,000	135,902	b	1	a(135,902 shares)
CEPHALON INC	COM	156708 10 9	5,887,000	147,400 C	b	1	a(147,400 shares)
CEPHALON INC	NOTE 5.250% 5/	156708 AC 3	4,816,000	5,000,000	b	1	a(5,000,000 shares)
CERIDIAN CORP NEW	COM	156779 10 0	818,000	58,500	b	1	a(58,500 shares)
CERNER CORP	COM	156782 10 4	2,242,000	69,243	b	1	a(69,243 shares)
		Page Total	66,095,000				

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	1,031,000	40,900	b	1	a(40,900 shares)
CERUS CORP	COM	157085 10 1	193,000	21,882	b	1	a(21,882 shares)
CERUS CORP	COM	157085 10 1	550,000	62,500 C	b	1	a(62,500 shares)
CHARLES RIV LABS INTL INC	COM	159864 10 7	7,983,000	312,800	b	1	a(312,800 shares)
CHARTER ONE FINL INC	COM	160903 10 0	4,603,000	166,425	b	1	a(166,425 shares)
CHARTER MUN MTG ACCEP CO	SH BEN INT	160908 10 9	343,000	19,500	b	1	a(19,500 shares)
CHARMING SHOPPES INC	COM	161133 10 3	277,000	79,095	b	1	a(79,095 shares)
CHARTER COMMUNICATIONS INC D	CL A	16117M 10 7	555,000	668,817	b	1	a(668,817 shares)
CHATTEM INC	COM	162456 10 7	157,000	10,226	b	1	a(10,226 shares)
CHEESECAKE FACTORY INC	COM	163072 10 1	1,401,000	43,413	b	1	a(43,413 shares)
CHESAPEAKE ENERGY CORP	COM	165167 10 7	20,361,000	2,590,400	b	1	a(2,590,400 shares)
CHEVRONTEXACO CORP	COM	166764 10 0	13,551,000	209,608	b	1	a(209,608 shares)
CHICOS FAS INC	COM	168615 10 2	10,060,000	503,000	b	1	a(503,000 shares)
CHINA MOBILE HONG KONG LTD	SPONSORED ADR	16941M 10 9	503,000	50,800	b	1	a(50,800 shares)
CHINA UNICOM LTD	SPONSORED ADR	16945R 10 4	132,000	23,900	b	1	a(23,900 shares)
CHOICE HOTELS INTL INC	COM	169905 10 6	293,000	12,000	b	1	a(12,000 shares)
CHOICEPOINT INC	COM	170388 10 2	6,617,000	195,200	b	1	a(195,200 shares)
CHOICEPOINT INC	COM	170388 10 2	627,000	18,500 C	b	1	a(18,500 shares)
CHOICEPOINT INC	COM	170388 10 2	203,000	6,000 P	b	1	a(6,000 shares)
CHOLESTECH CORP	COM	170393 10 2	151,000	18,500	b	1	a(18,500 shares)
CHRISTOPHER & BANKS CORP	COM	171046 10 5	184,000	10,400	b	1	a(10,400 shares)
CHUBB CORP	COM	171232 10 1	22,913,000	517,000	b	1	a(517,000 shares)
CHURCH & DWIGHT INC	COM	171340 10 2	710,000	23,400	b	1	a(23,400 shares)
CIENA CORP	COM	171779 10 1	9,644,000	2,206,857	b	1	a(2,206,857 shares)
CINCINNATI FINL CORP	COM	172062 10 1	2,156,000	61,491	b	1	a(61,491 shares)
CIRRUS LOGIC INC	COM	172755 10 0	831,000	413,379	b	1	a(413,379 shares)
CISCO SYS INC	COM	17275R 10 2	27,929,000	2,151,731	b	1	a(2,151,731 shares)
CINTAS CORP	COM	172908 10 5	6,021,000	182,998	b	1	a(182,998 shares)
		Page Total	139,979,000				

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)
CITIGROUP INC	COM	172967 10 1	844,000	24,500	b	1	a(24,500 shares)
CITIGROUP INC	COM	172967 10 1	43,407,000	1,260,000 C	b	1	a(1,260,000 shares)
CITIGROUP INC	COM	172967 10 1	7,924,000	230,000 P	b	1	a(230,000 shares)
CITIZENS UTILS TR	PFD EPPICS CV	177351 20 2	8,423,000	175,800	b	1	a(175,800 shares)
CITRIX SYS INC	COM	177376 10 0	295,000	22,398	b	1	a(22,398 shares)
CLARK / BARDES INC	COM	180668 10 5	288,000	24,100	b	1	a(24,100 shares)
CLEAR CHANNEL COMMUNICATIONS	COM	184502 10 2	24,446,000	720,700	b	1	a(720,700 shares)
CLEAR CHANNEL COMMUNICATIONS	COM	184502 10 2	29,120,000	858,500 C	b	1	a(858,500 shares)
CLEAR CHANNEL COMMUNICATIONS	COM	184502 10 2	2,866,000	84,500 P	b	1	a(84,500 shares)
CLEARONE COMMUNICATIONS INC	COM	185060 10 0	27,000	18,704	b	1	a(18,704 shares)
CLOROX CO DEL	COM	189054 10 9	323,000	7,000 C	b	1	a(7,000 shares)
CLOROX CO DEL	COM	189054 10 9	416,000	9,000 P	b	1	a(9,000 shares)
COBALT CORP	COM	19074W 10 0	773,000	53,500	b	1	a(53,500 shares)
COCA COLA CO	COM	191216 10 0	599,000	14,800	b	1	a(14,800 shares)
COCA COLA ENTERPRISES INC	COM	191219 10 4	5,781,000	309,300	b	1	a(309,300 shares)
COGNIZANT TECHNOLOGY SOLUTIO	CL A	192446 10 2	18,606,000	276,419	b	1	a(276,419 shares)
COGNIZANT TECHNOLOGY SOLUTIO	CL A	192446 10 2	1,010,000	15,000 C	b	1	a(15,000 shares)
COHERENT INC	COM	192479 10 3	329,000	17,565	b	1	a(17,565 shares)
COLGATE PALMOLIVE CO	COM	194162 10 3	463,000	8,500	b	1	a(8,500 shares)
COLGATE PALMOLIVE CO	COM	194162 10 3	2,178,000	40,000 C	b	1	a(40,000 shares)
COMCAST CORP NEW	CL A	20030N 10 1	7,770,000	271,772	b	1	a(271,772 shares)
COMCAST CORP NEW	CL A	20030N 10 1	27,990,000	979,000 C	b	1	a(979,000 shares)
COMCAST CORP NEW	CL A	20030N 10 1	286,000	10,000 P	b	1	a(10,000 shares)
COMCAST CORP NEW	CL A SPL	20030N 20 0	9,625,000	350,131	b	1	a(350,131 shares)
COMERICA INC	COM	200340 10 7	2,481,000	65,500	b	1	a(65,500 shares)
COMMERCE BANCORP INC NJ	COM	200519 10 6	11,827,000	297,600	b	1	a(297,600 shares)
COMMERCE BANCSHARES INC	COM	200525 10 3	643,000	17,579	b	1	a(17,579 shares)
COMMERCIAL FEDERAL CORPORATI	COM	201647 10 4	1,940,000	89,300	b	1	a(89,300 shares)
		Page Total	210,680,000				

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)
COMMONWEALTH TEL ENTERPRISES	COM	203349 10 5	6,110,000	157,397	b	1	a(157,397 shares)
COMMSCOPE INC	COM	203372 10 7	760,000	101,300	b	1	a(101,300 shares)
COMMUNITY HEALTH SYS INC NEW	COM	203668 10 8	297,000	14,500	b	1	a(14,500 shares)
COMMUNITY HEALTH SYS INC NEW	NOTE 4.250%10/	203668 AA 6	7,416,000	7,500,000	b	1	a(7,500,000 shares)
COMPANIA ANONIMA NACIONL TEL	SPON ADR D	204421 10 1	874,000	97,300	b	1	a(97,300 shares)
COMPANIA DE TELECOMUNICS CHI	SPON ADR NEW	204449 30 0	438,000	46,500	b	1	a(46,500 shares)
COMPUTER ASSOC INTL INC	NOTE 5.000% 3/	204912 AR 0	5,294,000	5,000,000	b	1	a(5,000,000 shares)
CONAGRA FOODS INC	COM	205887 10 2	9,345,000	465,400	b	1	a(465,400 shares)
CONCORD EFS INC	COM	206197 10 5	3,610,000	384,000	b	1	a(384,000 shares)
CONE MLS CORP N C	COM	206814 10 5	81,000	42,400	b	1	a(42,400 shares)
CONEXANT SYSTEMS INC	COM	207142 10 0	278,000	186,271	b	1	a(186,271 shares)
CONMED CORP	COM	207410 10 1	281,000	17,094	b	1	a(17,094 shares)
CONOCOPHILLIPS	COM	20825C 10 4	5,778,000	107,800	b	1	a(107,800 shares)
CONSOLIDATED EDISON INC	COM	209115 10 4	5,390,000	140,100	b	1	a(140,100 shares)
CONSTELLATION BRANDS INC	CL A	21036P 10 8	8,821,000	388,600	b	1	a(388,600 shares)
CONSTELLATION BRANDS INC	CL A	21036P 10 8	568,000	25,000 C	b	1	a(25,000 shares)
CONTINENTAL AIRLS INC	CL B	210795 30 8	265,000	51,800	b	1	a(51,800 shares)
CONVERGYS CORP	COM	212485 10 6	484,000	36,700	b	1	a(36,700 shares)
COOPER CAMERON CORP	COM	216640 10 2	1,515,000	30,600	b	1	a(30,600 shares)
COOPER COS INC	COM NEW	216648 40 2	475,000	15,900	b	1	a(15,900 shares)
COOPER TIRE & RUBR CO	COM	216831 10 7	1,909,000	156,500	b	1	a(156,500 shares)
CORIXA CORP	COM	21887F 10 0	1,052,000	153,772	b	1	a(153,772 shares)
CORN PRODS INTL INC	COM	219023 10 8	589,000	20,200	b	1	a(20,200 shares)
CORN PRODS INTL INC	COM	219023 10 8	204,000	7,000 P	b	1	a(7,000 shares)
CORPORATE EXECUTIVE BRD CO	COM	21988R 10 2	257,000	7,203	b	1	a(7,203 shares)
CORPORATE EXECUTIVE BRD CO	COM	21988R 10 2	267,000	7,500 C	b	1	a(7,500 shares)
CORPORATE EXECUTIVE BRD CO	COM	21988R 10 2	267,000	7,500 P	b	1	a(7,500 shares)
CORVIS CORP	COM	221009 10 3	43,000	66,400	b	1	a(66,400 shares)
		Page Total	62,668,000				

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)
COSTCO COMPANIES INC	NOTE 8/	22160Q AC 6	3,525,000	4,900,000	b	1	a(4,900,000 shares)
COUNTRYWIDE FINANCIAL CORP	COM	222372 10 4	575,000	10,000 C	b	1	a(10,000 shares)
COVENTRY HEALTH CARE INC	COM	222862 10 4	1,931,000	58,700	b	1	a(58,700 shares)
COX COMMUNICATIONS INC NEW	CL A	224044 10 7	622,000	20,000 P	b	1	a(20,000 shares)
COX RADIO INC	CL A	224051 10 2	3,306,000	160,000	b	1	a(160,000 shares)
CRAY INC	COM	225223 10 6	103,000	15,576	b	1	a(15,576 shares)
CREDENCE SYS CORP	COM	225302 10 8	372,000	54,699	b	1	a(54,699 shares)
CREE INC	COM	225447 10 1	1,032,000	55,727	b	1	a(55,727 shares)
CROSS MEDIA MARKETING CORP	COM NEW	22754R 20 1	7,000	19,800	b	1	a(19,800 shares)
CROWN HOLDINGS INC	COM	228368 10 6	4,299,000	764,900	b	1	a(764,900 shares)
CULP INC	COM	230215 10 5	74,000	16,500	b	1	a(16,500 shares)
CUMMINS INC	COM	231021 10 6	1,294,000	52,600	b	1	a(52,600 shares)
CUMULUS MEDIA INC	CL A	231082 10 8	427,000	29,342	b	1	a(29,342 shares)
CYBERONICS INC	COM	23251P 10 2	346,000	16,170	b	1	a(16,170 shares)
CYMER INC	COM	232572 10 7	8,456,000	357,546	b	1	a(357,546 shares)
CYPRESS SEMICONDUCTOR CORP	COM	232806 10 9	196,000	28,400	b	1	a(28,400 shares)
CYTEC INDS INC	COM	232820 10 0	604,000	21,700	b	1	a(21,700 shares)
CYTEC INDS INC	COM	232820 10 0	390,000	14,000 C	b	1	a(14,000 shares)
CYTEC INDS INC	COM	232820 10 0	473,000	17,000 P	b	1	a(17,000 shares)
D & K HEALTHCARE RES INC	COM	232861 10 4	299,000	28,995	b	1	a(28,995 shares)
DQE INC	COM	23329J 10 4	1,052,000	86,300	b	1	a(86,300 shares)
D R HORTON INC	COM	23331A 10 9	826,000	43,000	b	1	a(43,000 shares)
DST SYS INC DEL	COM	233326 10 7	9,871,000	362,900	b	1	a(362,900 shares)
DSP GROUP INC	COM	23332B 10 6	346,000	19,081	b	1	a(19,081 shares)
DTE ENERGY CO	COM	233331 10 7	19,449,000	503,200	b	1	a(503,200 shares)
DAN RIV INC GA	CL A	235774 10 6	39,000	11,400	b	1	a(11,400 shares)
DANA CORP	COM	235811 10 6	847,000	120,000	b	1	a(120,000 shares)
DANAHER CORP DEL	COM	235851 10 2	684,000	10,400	b	1	a(10,400 shares)

CONFIDENTIAL TREATEMENT HAS BEEN REQUESTED Page Total 61,445,000

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)
DAVE & BUSTERS INC	COM	23833N 10 4	366,000	40,400	b	1	a(40,400 shares)
DAVITA INC	COM	23918K 10 8	3,731,000	180,000	b	1	a(180,000 shares)
DEAN FOODS CO NEW	COM	242370 10 4	644,000	15,000 C	b	1	a(15,000 shares)
DEAN FOODS CO NEW	COM	242370 10 4	644,000	15,000 P	b	1	a(15,000 shares)
DEERE & CO	COM	244199 10 5	32,810,000	835,700	b	1	a(835,700 shares)
DEL MONTE FOODS CO	COM	24522P 10 3	670,000	89,859	b	1	a(89,859 shares)
DELL COMPUTER CORP	COM	247025 10 9	13,615,000	498,553	b	1	a(498,553 shares)
DELL COMPUTER CORP	COM	247025 10 9	4,124,000	151,000 C	b	1	a(151,000 shares)
DELL COMPUTER CORP	COM	247025 10 9	546,000	20,000 P	b	1	a(20,000 shares)
DELPHI CORP	COM	247126 10 5	4,648,000	680,600	b	1	a(680,600 shares)
DELTA AIR LINES INC DEL	COM	247361 10 8	3,697,000	415,400	b	1	a(415,400 shares)
DENTSPLY INTL INC NEW	COM	249030 10 7	2,845,000	81,780	b	1	a(81,780 shares)
DIAGEO P L C	SPON ADR NEW	25243Q 20 5	2,428,000	59,040	b	1	a(59,040 shares)
DIAL CORP NEW	COM	25247D 10 1	1,734,000	89,400	b	1	a(89,400 shares)
DIAMOND OFFSHORE DRILLING IN	COM	25271C 10 2	5,068,000	261,100	b	1	a(261,100 shares)
DIEBOLD INC	COM	253651 10 3	4,691,000	138,200	b	1	a(138,200 shares)
DILLARDS INC	CL A	254067 10 1	478,000	37,000	b	1	a(37,000 shares)
DOCUMENTUM INC	COM	256159 10 4	2,790,000	212,667	b	1	a(212,667 shares)
DOLLAR GEN CORP	COM	256669 10 2	228,000	18,700	b	1	a(18,700 shares)
DOLLAR TREE STORES INC	COM	256747 10 6	4,018,000	201,933	b	1	a(201,933 shares)
DOMINION RES INC VA NEW	COM	25746U 10 9	2,337,000	42,200	b	1	a(42,200 shares)
DOMINION RES INC VA NEW	COM	25746U 10 9	277,000	5,000 C	b	1	a(5,000 shares)
DOMINION RES INC VA NEW	COM	25746U 10 9	1,384,000	25,000 P	b	1	a(25,000 shares)
DONNELLEY R R & SONS CO	COM	257867 10 1	6,430,000	351,000	b	1	a(351,000 shares)
DOVER CORP	COM	260003 10 8	5,338,000	220,400	b	1	a(220,400 shares)
DOW CHEM CO	COM	260543 10 3	11,801,000	427,400	b	1	a(427,400 shares)
DOW JONES & CO INC	COM	260561 10 5	2,793,000	78,800	b	1	a(78,800 shares)
DOWNEY FINL CORP	COM	261018 10 5	323,000	8,200	b	1	a(8,200 shares)
		Page Total	120,458,000				

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)
DRESS BARN INC	COM	261570 10 5	398,000	29,569	b	1	a(29,569 shares)
DU PONT E I DE NEMOURS & CO	COM	263534 10 9	420,000	10,800	b	1	a(10,800 shares)
DUKE ENERGY CORP	COM	264399 10 6	2,228,000	153,200	b	1	a(153,200 shares)
DUPONT PHOTOMASKS INC	COM	26613X 10 1	1,852,000	92,308	b	1	a(92,308 shares)
DYNEGY INC NEW	CL A	26816Q 10 1	852,000	326,600	b	1	a(326,600 shares)
E M C CORP MASS	COM	268648 10 2	6,988,000	966,500	b	1	a(966,500 shares)
ENSCO INTL INC	COM	26874Q 10 0	3,584,000	140,500	b	1	a(140,500 shares)
ENI S P A	SPONSORED ADR	26874R 10 8	2,457,000	36,800	b	1	a(36,800 shares)
E PIPHANY INC	COM	26881V 10 0	359,000	90,076	b	1	a(90,076 shares)
EASTMAN CHEM CO	COM	277432 10 0	4,262,000	147,000	b	1	a(147,000 shares)
EASTMAN KODAK CO	COM	277461 10 9	7,341,000	248,000	b	1	a(248,000 shares)
EATON CORP	COM	278058 10 2	7,800,000	111,502	b	1	a(111,502 shares)
EBAY INC	COM	278642 10 3	64,635,000	757,829	b	1	a(757,829 shares)
ECHOSTAR COMMUNICATIONS NEW	CL A	278762 10 9	20,349,000	704,605	b	1	a(704,605 shares)
ECOLAB INC	COM	278865 10 0	2,777,000	56,300	b	1	a(56,300 shares)
EDISON INTL	COM	281020 10 7	667,000	48,700	b	1	a(48,700 shares)
EDWARDS AG INC	COM	281760 10 8	5,115,000	197,500	b	1	a(197,500 shares)
EDWARDS LIFESCIENCES CORP	COM	28176E 10 8	1,052,000	38,400	b	1	a(38,400 shares)
EL PASO CORP	COM	28336L 10 9	495,000	81,800	b	1	a(81,800 shares)
ELECTRONIC ARTS INC	COM	285512 10 9	4,574,000	78,000 C	b	1	a(78,000 shares)
ELECTRONIC ARTS INC	COM	285512 10 9	1,759,000	30,000 P	b	1	a(30,000 shares)
ELECTRONIC DATA SYS NEW	COM	285661 10 4	1,426,000	81,000	b	1	a(81,000 shares)
ELECTRONIC DATA SYS NEW	COM	285661 10 4	2,966,000	168,500 C	b	1	a(168,500 shares)
ELECTRONIC DATA SYS NEW	COM	285661 10 4	352,000	20,000 P	b	1	a(20,000 shares)
ELECTRONICS FOR IMAGING INC	COM	286082 10 2	612,000	34,606	b	1	a(34,606 shares)
EMCOR GROUP INC	COM	29084Q 10 0	4,637,000	96,100	b	1	a(96,100 shares)
EMERSON ELEC CO	COM	291011 10 4	6,730,000	148,400	b	1	a(148,400 shares)
EMERSON ELEC CO	COM	291011 10 4	317,000	7,000 C	b	1	a(7,000 shares)
		Page Total	157,004,000				

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)
EMISPHERE TECHNOLOGIES INC	COM	291345 10 6	87,000	34,284	b	1	a(34,284 shares)
EMMIS COMMUNICATIONS CORP	CL A	291525 10 3	863,000	51,098	b	1	a(51,098 shares)
EMULEX CORP	COM NEW	292475 20 9	733,000	38,300	b	1	a(38,300 shares)
ENDO PHARMACEUTICALS HLDGS I	COM	29264F 20 5	336,000	24,900	b	1	a(24,900 shares)
ENERGY EAST CORP	COM	29266M 10 9	5,071,000	284,900	b	1	a(284,900 shares)
ENERGIZER HLDGS INC	COM	29266R 10 8	4,127,000	161,900	b	1	a(161,900 shares)
ENGELHARD CORP	COM	292845 10 4	1,701,000	79,400	b	1	a(79,400 shares)
ENGINEERED SUPPORT SYS INC	COM	292866 10 0	392,000	10,000 C	b	1	a(10,000 shares)
ENPRO INDS INC	COM	29355X 10 7	124,000	31,180	b	1	a(31,180 shares)
ENTERASYS NETWORKS INC	COM	293637 10 4	406,000	219,400	b	1	a(219,400 shares)
ENTREMED INC	COM	29382F 10 3	42,000	41,200	b	1	a(41,200 shares)
ENZO BIOCHEM INC	COM	294100 10 2	1,029,000	78,735	b	1	a(78,735 shares)
EPRESENCE INC	COM	294348 10 7	27,000	13,900	b	1	a(13,900 shares)
EQUIFAX INC	COM	294429 10 5	1,067,000	53,400	b	1	a(53,400 shares)
ERESEARCHTECHNOLOGY INC	COM	29481V 10 8	845,000	31,500 C	b	1	a(31,500 shares)
ETHAN ALLEN INTERIORS INC	COM	297602 10 4	3,902,000	132,600	b	1	a(132,600 shares)
EVERGREEN RES INC	COM NO PAR	299900 30 8	2,297,000	50,700	b	1	a(50,700 shares)
EXAR CORP	COM	300645 10 8	1,481,000	116,534	b	1	a(116,534 shares)
EXELON CORP	COM	30161N 10 1	7,612,000	151,000	b	1	a(151,000 shares)
EXPEDIA INC	CL A	302125 10 9	45,391,000	878,655	b	1	a(878,655 shares)
EXPEDIA INC	CL A	302125 10 9	51,112,000	989,400 C	b	1	a(989,400 shares)
EXPEDIA INC	CL A	302125 10 9	12,305,000	238,200 P	b	1	a(238,200 shares)
EXPEDITORS INTL WASH INC	COM	302130 10 9	1,094,000	30,430	b	1	a(30,430 shares)
EXPRESS SCRIPTS INC	COM	302182 10 0	1,503,000	27,000 C	b	1	a(27,000 shares)
EXPRESS SCRIPTS INC	COM	302182 10 0	780,000	14,000 P	b	1	a(14,000 shares)
EXXON MOBIL CORP	COM	30231G 10 2	4,753,000	136,000	b	1	a(136,000 shares)
FLIR SYS INC	COM	302445 10 1	439,000	9,260	b	1	a(9,260 shares)
FLIR SYS INC	COM	302445 10 1	1,185,000	25,000 C	b	1	a(25,000 shares)
		Page Total	150,704,000				

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)
FLIR SYS INC	COM	302445 10 1	474,000	10,000 P	b	1	a(10,000 shares)
F M C CORP	COM NEW	302491 30 3	1,193,000	76,100	b	1	a(76,100 shares)
FTI CONSULTING INC	COM	302941 10 9	4,747,000	102,700	b	1	a(102,700 shares)
FAIRCHILD SEMICONDUCTOR INTL	CL A	303726 10 3	1,731,000	165,500	b	1	a(165,500 shares)
FAMILY DLR STORES INC	COM	307000 10 9	15,307,000	495,700	b	1	a(495,700 shares)
FEDERAL AGRIC MTG CORP	CL C	313148 30 6	453,000	20,800	b	1	a(20,800 shares)
FEDERAL HOME LN MTG CORP	COM	313400 30 1	33,129,000	623,900	b	1	a(623,900 shares)
FEDERAL NATL MTG ASSN	COM	313586 10 9	9,469,000	144,900	b	1	a(144,900 shares)
FEDERAL NATL MTG ASSN	COM	313586 10 9	490,000	7,500 C	b	1	a(7,500 shares)
FEDERAL SIGNAL CORP	COM	313855 10 8	1,962,000	138,200	b	1	a(138,200 shares)
FEDERATED DEPT STORES INC DE	COM	31410H 10 1	11,583,000	413,400	b	1	a(413,400 shares)
FEDEX CORP	COM	31428X 10 6	13,118,000	238,200	b	1	a(238,200 shares)
FERRO CORP	COM	315405 10 0	1,515,000	70,900	b	1	a(70,900 shares)
FIDELITY NATL FINL INC	COM	316326 10 7	17,256,000	505,300	b	1	a(505,300 shares)
FIFTH THIRD BANCORP	COM	316773 10 0	1,491,000	29,677	b	1	a(29,677 shares)
FILENET CORP	COM	316869 10 6	765,000	72,917	b	1	a(72,917 shares)
FINISAR	COM	31787A 10 1	44,000	56,100	b	1	a(56,100 shares)
FIRST DATA CORP	DEBT 2.000% 3/	319963 AD 6	12,564,000	11,325,000	b	1	a(11,325,000 shares)
FIRST VA BANKS INC	COM	337477 10 3	1,938,000	49,400	b	1	a(49,400 shares)
FISERV INC	COM	337738 10 8	219,000	6,959	b	1	a(6,959 shares)
FIRSTENERGY CORP	COM	337932 10 7	5,270,000	167,300	b	1	a(167,300 shares)
FISHER SCIENTIFIC INTL INC	COM NEW	338032 20 4	7,994,000	285,900	b	1	a(285,900 shares)
FLEETBOSTON FINL CORP	COM	339030 10 8	6,887,000	288,400	b	1	a(288,400 shares)
FLEETWOOD ENTERPRISES INC	COM	339099 10 3	802,000	197,500	b	1	a(197,500 shares)
FLEMING COS INC	COM	339130 10 6	29,000	58,400	b	1	a(58,400 shares)
FLORIDA ROCK INDS INC	COM	341140 10 1	748,000	22,100	b	1	a(22,100 shares)
FOMENTO ECONOMICO MEXICANO S	SPON ADR UNITS	344419 10 6	2,562,000	77,000	b	1	a(77,000 shares)
FORD MTR CO DEL	COM PAR $0.01	345370 86 0	10,328,000	1,373,400	b	1	a(1,373,400 shares)
		Page Total	164,068,000				

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)
FOREST LABS INC	COM	345838 10 6	21,577,000	399,800	b	1	a(399,800 shares)
FOREST OIL CORP	COM PAR $0.01	346091 70 5	3,606,000	161,700	b	1	a(161,700 shares)
FORTUNE BRANDS INC	COM	349631 10 1	7,815,000	182,300	b	1	a(182,300 shares)
FOUNDRY NETWORKS INC	COM	35063R 10 0	3,377,000	419,970	b	1	a(419,970 shares)
4 KIDS ENTMT INC	COM	350865 10 1	2,012,000	170,500	b	1	a(170,500 shares)
FOX ENTMT GROUP INC	CL A	35138T 10 7	4,595,000	172,300	b	1	a(172,300 shares)
FRANCE TELECOM	SPONSORED ADR	35177Q 10 5	221,000	9,700	b	1	a(9,700 shares)
FRANKLIN RES INC	COM	354613 10 1	9,531,000	289,600	b	1	a(289,600 shares)
FRANKLIN RES INC	NOTE 5/	354613 AC 5	8,917,000	14,800,000	b	1	a(14,800,000 shares)
FREEPORT-MCMORAN COPPER & GO	NOTE 8.250% 1/	35671D AF 2	1,403,000	1,000,000	b	1	a(1,000,000 shares)
FRIEDMAN BILLINGS RAMSEY GRO	CL A	358433 10 0	430,000	47,500	b	1	a(47,500 shares)
FUELCELL ENERGY INC	COM	35952H 10 6	358,000	70,967	b	1	a(70,967 shares)
FULLER H B CO	COM	359694 10 6	698,000	30,200	b	1	a(30,200 shares)
FURNITURE BRANDS INTL INC	COM	360921 10 0	3,327,000	170,100	b	1	a(170,100 shares)
GATX CORP	COM	361448 10 3	7,741,000	534,600	b	1	a(534,600 shares)
GABELLI ASSET MGMT INC	CL A	36239Y 10 2	405,000	14,700	b	1	a(14,700 shares)
GALLAGHER ARTHUR J & CO	COM	363576 10 9	2,914,000	118,700	b	1	a(118,700 shares)
GANNETT INC	COM	364730 10 1	535,000	7,600	b	1	a(7,600 shares)
GANNETT INC	COM	364730 10 1	1,585,000	22,500 P	b	1	a(22,500 shares)
GAP INC DEL	COM	364760 10 8	3,389,000	233,900	b	1	a(233,900 shares)
GARTNER INC	COM	366651 10 7	478,000	68,800	b	1	a(68,800 shares)
GATEWAY INC	COM	367626 10 8	157,000	66,700	b	1	a(66,700 shares)
GENENTECH INC	COM NEW	368710 40 6	30,830,000	880,600	b	1	a(880,600 shares)
GENERAL DYNAMICS CORP	COM	369550 10 8	10,595,000	192,400	b	1	a(192,400 shares)
GENERAL ELEC CO	COM	369604 10 3	1,285,000	50,400	b	1	a(50,400 shares)
GENERAL ELEC CO	COM	369604 10 3	3,825,000	150,000 P	b	1	a(150,000 shares)
GENERAL MTRS CORP	CL H NEW	370442 83 2	797,000	71,200	b	1	a(71,200 shares)
GENERAL MTRS CORP	DEB SR CONV A	370442 74 1	3,868,000	310,000	b	1	a(310,000 shares)
		Page Total	136,271,000				

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)
GENERAL SEMICONDUCTOR INC	NOTE 5.750%12/	370787 AB 9	6,110,000	6,500,000	b	1	a(6,500,000 shares)
GENESIS MICROCHIP INC DEL	COM	37184C 10 3	514,000	41,221	b	1	a(41,221 shares)
GENTEX CORP	COM	371901 10 9	5,359,000	210,640	b	1	a(210,640 shares)
GENTEX CORP	COM	371901 10 9	509,000	20,000 C	b	1	a(20,000 shares)
GENTA INC	COM NEW	37245M 20 7	695,000	97,330	b	1	a(97,330 shares)
GENZYME CORP	COM GENL DIV	372917 10 4	572,000	15,700	b	1	a(15,700 shares)
GEORGIA GULF CORP	COM PAR $0.01	373200 20 3	3,187,000	158,300	b	1	a(158,300 shares)
GEORGIA PAC CORP	COM	373298 10 8	8,254,000	593,800	b	1	a(593,800 shares)
GETTY IMAGES INC	COM	374276 10 3	4,904,000	178,600	b	1	a(178,600 shares)
GETTY IMAGES INC	COM	374276 10 3	824,000	30,000 C	b	1	a(30,000 shares)
GILLETTE CO	COM	375766 10 2	2,908,000	94,000	b	1	a(94,000 shares)
GLAXOSMITHKLINE PLC	SPONSORED ADR	37733W 10 5	8,143,000	231,400	b	1	a(231,400 shares)
GLOBAL PMTS INC	COM	37940X 10 2	1,535,000	50,300	b	1	a(50,300 shares)
GOLDMAN SACHS GROUP INC	COM	38141G 10 4	30,336,000	445,600	b	1	a(445,600 shares)
GOLDMAN SACHS GROUP INC	COM	38141G 10 4	1,668,000	24,500 C	b	1	a(24,500 shares)
GOODRICH CORP	COM	382388 10 6	4,908,000	349,100	b	1	a(349,100 shares)
GOODYEAR TIRE & RUBR CO	COM	382550 10 1	494,000	95,500	b	1	a(95,500 shares)
GRACO INC	COM	384109 10 4	495,000	17,600	b	1	a(17,600 shares)
GRAFTECH INTL LTD	COM	384313 10 2	40,000	14,100	b	1	a(14,100 shares)
GRAINGER W W INC	COM	384802 10 4	10,879,000	253,600	b	1	a(253,600 shares)
GRAINGER W W INC	COM	384802 10 4	665,000	15,500 C	b	1	a(15,500 shares)
GRANITE CONSTR INC	COM	387328 10 7	327,000	20,800	b	1	a(20,800 shares)
GREAT LAKES CHEM CORP	COM	390568 10 3	1,168,000	52,600	b	1	a(52,600 shares)
GREAT PLAINS ENERGY INC	COM	391164 10 0	1,683,000	70,500	b	1	a(70,500 shares)
GROUP 1 AUTOMOTIVE INC	COM	398905 10 9	1,455,000	68,000	b	1	a(68,000 shares)
GROUPE DANONE	SPONSORED ADR	399449 10 7	1,122,000	44,700	b	1	a(44,700 shares)
GRUPO FINANCIARO GALICIA S A	SP ADR 10 SH B	399909 10 0	35,000	13,700	b	1	a(13,700 shares)
GRUPO TELEVISA SA DE CV	SP ADR REP ORD	40049J 20 6	1,954,000	77,700	b	1	a(77,700 shares)
		Page Total	100,743,000				

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)
GRUPO IUSACELL S A DE C V NE	SPON ADR V	40050B 10 0	8,000	18,400	b	1	a(18,400 shares)
GUCCI GROUP N V	COM NY REG	401566 10 4	4,356,000	45,700	b	1	a(45,700 shares)
HCA INC	COM	404119 10 9	23,538,000	569,100	b	1	a(569,100 shares)
HAIN CELESTIAL GROUP INC	COM	405217 10 0	400,000	26,491	b	1	a(26,491 shares)
HALLIBURTON CO	COM	406216 10 1	5,767,000	278,200	b	1	a(278,200 shares)
HANCOCK JOHN FINL SVCS INC	COM	41014S 10 6	6,920,000	249,100	b	1	a(249,100 shares)
HANDSPRING INC	COM	410293 10 4	19,000	31,100	b	1	a(31,100 shares)
HANGER ORTHOPEDIC GROUP INC	COM NEW	41043F 20 8	641,000	56,100	b	1	a(56,100 shares)
HANOVER COMPRESSOR CO	COM	410768 10 5	395,000	60,700	b	1	a(60,700 shares)
HARLAND JOHN H CO	COM	412693 10 3	209,000	8,600	b	1	a(8,600 shares)
HARLEY DAVIDSON INC	COM	412822 10 8	40,314,000	1,015,200	b	1	a(1,015,200 shares)
HARMAN INTL INDS INC	COM	413086 10 9	2,284,000	39,000 C	b	1	a(39,000 shares)
HARMAN INTL INDS INC	COM	413086 10 9	1,259,000	21,500 P	b	1	a(21,500 shares)
HARRAHS ENTMT INC	COM	413619 10 7	27,885,000	781,100	b	1	a(781,100 shares)
HARTFORD FINL SVCS GROUP INC	COM	416515 10 4	53,224,000	1,508,200	b	1	a(1,508,200 shares)
HEALTHSOUTH CORP	COM	421924 10 1	299,000	3,513,700	b	1	a(3,513,700 shares)
HEALTH MGMT ASSOC INC NEW	CL A	421933 10 2	944,000	49,700	b	1	a(49,700 shares)
HEALTH NET INC	COM	42222G 10 8	4,109,000	153,500	b	1	a(153,500 shares)
HECLA MNG CO	COM	422704 10 6	2,608,000	792,700	b	1	a(792,700 shares)
HEINZ H J CO	COM	423074 10 3	11,619,000	397,900	b	1	a(397,900 shares)
HENRY JACK & ASSOC INC	COM	426281 10 1	121,000	11,467	b	1	a(11,467 shares)
HERCULES INC	COM	427056 10 6	96,000	11,000	b	1	a(11,000 shares)
HERSHEY FOODS CORP	COM	427866 10 8	12,075,000	192,700 C	b	1	a(192,700 shares)
HERSHEY FOODS CORP	COM	427866 10 8	5,639,000	90,000 P	b	1	a(90,000 shares)
HEWLETT PACKARD CO	COM	428236 10 3	219,000	14,100	b	1	a(14,100 shares)
HIBERNIA CORP	CL A	428656 10 2	1,428,000	84,200	b	1	a(84,200 shares)
HILB ROGAL & HAMILTON CO	COM	431294 10 7	1,868,000	59,800	b	1	a(59,800 shares)
HILLENBRAND INDS INC	COM	431573 10 4	2,279,000	44,700	b	1	a(44,700 shares)
		Page Total	210,523,000				

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)
HILTON HOTELS CORP	COM	432848 10 9	3,504,000	301,800	b	1	a(301,800 shares)
HITACHI LIMITED	ADR 10 COM	433578 50 7	580,000	16,500	b	1	a(16,500 shares)
HISPANIC BROADCASTING CORP	CL A	43357B 10 4	18,489,000	894,900	b	1	a(894,900 shares)
HISPANIC BROADCASTING CORP	CL A	43357B 10 4	517,000	25,000 C	b	1	a(25,000 shares)
HOLLINGER INTL INC	CL A	435569 10 8	211,000	26,700	b	1	a(26,700 shares)
HOME DEPOT INC	COM	437076 10 2	273,000	11,200	b	1	a(11,200 shares)
HOME DEPOT INC	COM	437076 10 2	1,705,000	70,000 C	b	1	a(70,000 shares)
HONEYWELL INTL INC	COM	438516 10 6	643,000	30,100	b	1	a(30,100 shares)
HORMEL FOODS CORP	COM	440452 10 0	557,000	26,300	b	1	a(26,300 shares)
HOT TOPIC INC	COM	441339 10 8	5,682,000	243,770	b	1	a(243,770 shares)
HOTELS COM	COM	44147T 10 8	3,201,000	55,500 C	b	1	a(55,500 shares)
HOUSEHOLD INTL INC	COM	441815 10 7	24,038,000	850,000	b	1	a(850,000 shares)
HOUSEHOLD INTL INC	COM	441815 10 7	4,991,000	176,500 C	b	1	a(176,500 shares)
HOUSTON EXPL CO	COM	442120 10 1	1,806,000	66,900	b	1	a(66,900 shares)
HUBBELL INC	CL B	443510 20 1	538,000	17,200	b	1	a(17,200 shares)
HUGHES SUPPLY INC	COM	444482 10 3	638,000	27,400	b	1	a(27,400 shares)
HUMANA INC	COM	444859 10 2	520,000	54,200	b	1	a(54,200 shares)
HUMAN GENOME SCIENCES INC	COM	444903 10 8	3,163,000	369,998	b	1	a(369,998 shares)
HUNT J B TRANS SVCS INC	COM	445658 10 7	1,243,000	46,181	b	1	a(46,181 shares)
ICN PHARMACEUTICALS INC NEW	COM	448924 10 0	511,000	57,400	b	1	a(57,400 shares)
IDT CORP	COM	448947 10 1	2,581,000	172,300	b	1	a(172,300 shares)
HYPERION SOLUTIONS CORP	COM	44914M 10 4	2,839,000	117,078	b	1	a(117,078 shares)
ICOS CORP	COM	449295 10 4	9,272,000	495,561	b	1	a(495,561 shares)
IDEC PHARMACEUTICALS CORP	NOTE 4/	449370 AE 5	18,647,000	32,500,000	b	1	a(32,500,000 shares)
IGEN INC	COM	449536 10 1	1,977,000	55,875	b	1	a(55,875 shares)
IHOP CORP	COM	449623 10 7	996,000	44,200	b	1	a(44,200 shares)
IHOP CORP	COM	449623 10 7	282,000	12,500 P	b	1	a(12,500 shares)
IMS HEALTH INC	COM	449934 10 8	33,721,000	2,160,214	b	1	a(2,160,214 shares)
		Page Total	143,125,000				

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)
ITT EDUCATIONAL SERVICES INC	COM	45068B 10 9	420,000	15,000 C	b	1	a(15,000 shares)
IDEX CORP	COM	45167R 10 4	792,000	27,300	b	1	a(27,300 shares)
IDEXX LABS INC	COM	45168D 10 4	775,000	22,175	b	1	a(22,175 shares)
ILLINOIS TOOL WKS INC	COM	452308 10 9	12,967,000	223,000	b	1	a(223,000 shares)
IMATION CORP	COM	45245A 10 7	1,139,000	30,600	b	1	a(30,600 shares)
IMATION CORP	COM	45245A 10 7	372,000	10,000 C	b	1	a(10,000 shares)
IMCLONE SYS INC	COM	45245W 10 9	1,632,000	98,459	b	1	a(98,459 shares)
IMCLONE SYS INC	NOTE 5.500% 3/	45245W AD 1	888,000	1,000,000	b	1	a(1,000,000 shares)
IMAGISTICS INTERNATIONAL INC	COM	45247T 10 4	274,000	14,700	b	1	a(14,700 shares)
IMMUNOGEN INC	COM	45253H 10 1	28,000	11,800	b	1	a(11,800 shares)
IMMUNOMEDICS INC	COM	452907 10 8	90,000	33,861	b	1	a(33,861 shares)
INCO LTD	NOTE 3/	453258 AM 7	5,445,000	8,500,000	b	1	a(8,500,000 shares)
INCYTE GENOMICS INC	COM	45337C 10 2	1,413,000	472,655	b	1	a(472,655 shares)
INDEPENDENCE CMNTY BK CORP	COM	453414 10 4	265,000	10,000 P	b	1	a(10,000 shares)
INFORMATICA CORP	COM	45666Q 10 2	564,000	87,483	b	1	a(87,483 shares)
INFONET SVCS CORP	CL B	45666T 10 6	52,000	40,600	b	1	a(40,600 shares)
INFOSYS TECHNOLOGIES LTD	SPONSORED ADR	456788 10 8	453,000	7,390	b	1	a(7,390 shares)
INFORMATION RES INC	COM	456905 10 8	30,000	23,400	b	1	a(23,400 shares)
INSIGHT ENTERPRISES INC	COM	45765U 10 3	325,000	46,093	b	1	a(46,093 shares)
INSIGNIA FINL GROUP INC NEW	COM	45767A 10 5	772,000	70,600	b	1	a(70,600 shares)
INSIGHT COMMUNICATIONS INC	CL A	45768V 10 8	238,000	19,917	b	1	a(19,917 shares)
INSIGHT COMMUNICATIONS INC	CL A	45768V 10 8	263,000	22,000 C	b	1	a(22,000 shares)
INSPIRE PHARMACEUTICALS INC	COM	457733 10 3	4,371,000	278,954	b	1	a(278,954 shares)
INTEGRATED DEVICE TECHNOLOGY	COM	458118 10 6	2,567,000	323,358	b	1	a(323,358 shares)
INTEGRATED CIRCUIT SYS INC	COM	45811K 20 8	1,138,000	52,423	b	1	a(52,423 shares)
INTEL CORP	COM	458140 10 0	8,033,000	493,450	b	1	a(493,450 shares)
INTER TEL INC	COM	458372 10 9	174,000	11,592	b	1	a(11,592 shares)
INTERACTIVE DATA CORP	COM	45840J 10 7	400,000	28,540	b	1	a(28,540 shares)

CONFIDENTIAL TREATEMENT HAS BEEN REQUESTED Page Total 45,880,000

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)
INTERDIGITAL COMMUNICATIONS	COM	45866A 10 5	8,272,000	365,500	b	1	a(365,500 shares)
INTERMUNE INC	COM	45884X 10 3	989,000	46,097	b	1	a(46,097 shares)
INTERMUNE INC	COM	45884X 10 3	4,451,000	207,500 C	b	1	a(207,500 shares)
INTERNATIONAL BUSINESS MACHS	COM	459200 10 1	35,341,000	450,600	b	1	a(450,600 shares)
INTERNATIONAL BUSINESS MACHS	COM	459200 10 1	15,686,000	200,000 C	b	1	a(200,000 shares)
INTERNATIONAL BUSINESS MACHS	COM	459200 10 1	2,549,000	32,500 P	b	1	a(32,500 shares)
INTERNATIONAL FLAVORS&FRAGRA	COM	459506 10 1	7,144,000	229,800	b	1	a(229,800 shares)
INTERNATIONAL GAME TECHNOLOG	COM	459902 10 2	2,048,000	25,000 C	b	1	a(25,000 shares)
INTERNATIONAL GAME TECHNOLOG	COM	459902 10 2	4,095,000	50,000 P	b	1	a(50,000 shares)
INTERNATIONAL RECTIFIER CORP	COM	460254 10 5	3,275,000	166,500	b	1	a(166,500 shares)
INTERNATIONAL SPEEDWAY CORP	CL A	460335 20 1	254,000	6,346	b	1	a(6,346 shares)
INTERNET SEC SYS INC	COM	46060X 10 7	2,147,000	216,188	b	1	a(216,188 shares)
INTERPUBLIC GROUP COS INC	COM	460690 10 0	110,000	11,800	b	1	a(11,800 shares)
INTERPUBLIC GROUP COS INC	NOTE 12/	460690 AQ 3	3,320,000	4,000,000	b	1	a(4,000,000 shares)
INTERPUBLIC GROUP COS INC	NOTE 1.800% 9/	460690 AF 7	11,264,000	12,031,000	b	1	a(12,031,000 shares)
INTERSIL CORP	CL A	46069S 10 9	598,000	38,400	b	1	a(38,400 shares)
INVACARE CORP	COM	461203 10 1	1,275,000	40,500	b	1	a(40,500 shares)
INVISION TECHNOLOGIES INC	COM	461851 10 7	1,664,000	74,045	b	1	a(74,045 shares)
INVISION TECHNOLOGIES INC	COM	461851 10 7	1,168,000	52,000 C	b	1	a(52,000 shares)
INVITROGEN CORP	COM	46185R 10 0	12,539,000	409,377	b	1	a(409,377 shares)
INVESTORS FINL SERVICES CORP	COM	461915 10 0	840,000	34,500 C	b	1	a(34,500 shares)
IONICS INC	COM	462218 10 8	291,000	17,600	b	1	a(17,600 shares)
IRON MTN INC PA	COM	462846 10 6	968,000	25,300	b	1	a(25,300 shares)
IRON MTN INC PA	COM	462846 10 6	4,127,000	107,900 C	b	1	a(107,900 shares)
IRON MTN INC PA	COM	462846 10 6	3,443,000	90,000 P	b	1	a(90,000 shares)
ISIS PHARMACEUTICALS INC	COM	464330 10 9	42,000	11,800	b	1	a(11,800 shares)
ISIS PHARMACEUTICALS INC	COM	464330 10 9	36,000	10,000 C	b	1	a(10,000 shares)
IVAX CORP	COM	465823 10 2	1,196,000	97,600	b	1	a(97,600 shares)
		Page Total	129,132,000				

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)
JDS UNIPHASE CORP	COM	46612J 10 1	1,445,000	506,970	b	1	a(506,970 shares)
J P MORGAN CHASE & CO	COM	46625H 10 0	11,310,000	477,000	b	1	a(477,000 shares)
J P MORGAN CHASE & CO	COM	46625H 10 0	3,082,000	130,000 C	b	1	a(130,000 shares)
JABIL CIRCUIT INC	COM	466313 10 3	6,676,000	381,500	b	1	a(381,500 shares)
JACK IN THE BOX INC	COM	466367 10 9	797,000	44,000	b	1	a(44,000 shares)
JANUS CAP GROUP INC	COM	47102X 10 5	7,996,000	702,000	b	1	a(702,000 shares)
JEFFERIES GROUP INC NEW	COM	472319 10 2	2,930,000	81,500	b	1	a(81,500 shares)
JOHNSON & JOHNSON	COM	478160 10 4	839,000	14,500	b	1	a(14,500 shares)
JOHNSON & JOHNSON	COM	478160 10 4	2,969,000	51,300 C	b	1	a(51,300 shares)
JOHNSON CTLS INC	COM	478366 10 7	15,480,000	213,700	b	1	a(213,700 shares)
JOHNSON CTLS INC	COM	478366 10 7	2,318,000	32,000 C	b	1	a(32,000 shares)
JOHNSON CTLS INC	COM	478366 10 7	2,898,000	40,000 P	b	1	a(40,000 shares)
JONES APPAREL GROUP INC	COM	480074 10 3	30,502,000	1,112,000	b	1	a(1,112,000 shares)
JONES APPAREL GROUP INC /	NOTE 2/	480081 AD 0	2,731,000	5,000,000	b	1	a(5,000,000 shares)
JONES LANG LASALLE INC	COM	48020Q 10 7	295,000	21,600	b	1	a(21,600 shares)
JOURNAL REGISTER CO	COM	481138 10 5	269,000	17,600	b	1	a(17,600 shares)
JUNIPER NETWORKS INC	COM	48203R 10 4	11,641,000	1,424,803	b	1	a(1,424,803 shares)
KLA-TENCOR CORP	COM	482480 10 0	1,627,000	45,279	b	1	a(45,279 shares)
KT CORP	SPONSORED ADR	48268K 10 1	17,620,000	1,026,200	b	1	a(1,026,200 shares)
K2 INC	COM	482732 10 4	1,773,000	229,719	b	1	a(229,719 shares)
KANSAS CITY SOUTHERN	COM NEW	485170 30 2	2,206,000	196,400	b	1	a(196,400 shares)
KB HOME	COM	48666K 10 9	6,340,000	139,500	b	1	a(139,500 shares)
KEITHLEY INSTRS INC	COM	487584 10 4	323,000	29,900	b	1	a(29,900 shares)
KELLOGG CO	COM	487836 10 8	8,367,000	273,000	b	1	a(273,000 shares)
KEMET CORP	COM	488360 10 8	1,128,000	144,600	b	1	a(144,600 shares)
KENDLE INTERNATIONAL INC	COM	48880L 10 7	37,000	10,893	b	1	a(10,893 shares)
KENNAMETAL INC	COM	489170 10 0	405,000	14,400	b	1	a(14,400 shares)
KERR MCGEE CORP	COM	492386 10 7	6,055,000	149,100	b	1	a(149,100 shares)
		Page Total	150,059,000				

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)
KEYCORP NEW	COM	493267 10 8	1,365,000	60,500	b	1	a(60,500 shares)
KEYSPAN CORP	COM	49337W 10 0	13,303,000	412,500	b	1	a(412,500 shares)
KIMBERLY CLARK CORP	COM	494368 10 3	34,454,000	757,900	b	1	a(757,900 shares)
KINDER MORGAN INC KANS	COM	49455P 10 1	945,000	21,000	b	1	a(21,000 shares)
KIRBY CORP	COM	497266 10 6	317,000	12,900	b	1	a(12,900 shares)
KNIGHT RIDDER INC	COM	499040 10 3	2,480,000	42,400	b	1	a(42,400 shares)
KNIGHT RIDDER INC	COM	499040 10 3	1,024,000	17,500 C	b	1	a(17,500 shares)
KNIGHT RIDDER INC	COM	499040 10 3	293,000	5,000 P	b	1	a(5,000 shares)
KOHLS CORP	NOTE 6/	500255 AJ 3	11,363,000	18,000,000	b	1	a(18,000,000 shares)
KONINKLIJKE AHOLD N V	SPON ADR NEW	500467 30 3	1,336,000	400,000	b	1	a(400,000 shares)
KOOKMIN BK NEW	SPONSORED ADR	50049M 10 9	1,111,000	48,300	b	1	a(48,300 shares)
KOREA ELECTRIC PWR	SPONSORED ADR	500631 10 6	405,000	50,700	b	1	a(50,700 shares)
KORN FERRY INTL	COM NEW	500643 20 0	372,000	56,800	b	1	a(56,800 shares)
KOS PHARMACEUTICALS INC	COM	500648 10 0	542,000	31,007	b	1	a(31,007 shares)
KRAFT FOODS INC	CL A	50075N 10 4	17,123,000	607,200	b	1	a(607,200 shares)
KROGER CO	COM	501044 10 1	12,446,000	946,500	b	1	a(946,500 shares)
KULICKE & SOFFA INDS INC	COM	501242 10 1	815,000	171,604	b	1	a(171,604 shares)
KYOCERA CORP	ADR	501556 20 3	419,000	8,500	b	1	a(8,500 shares)
LNR PPTY CORP	COM	501940 10 0	1,921,000	57,000	b	1	a(57,000 shares)
LSI LOGIC CORP	COM	502161 10 2	1,043,000	230,800	b	1	a(230,800 shares)
LTX CORP	COM	502392 10 3	200,000	39,921	b	1	a(39,921 shares)
L-3 COMMUNICATIONS HLDGS INC	NOTE 5.250% 6/	502424 AB 0	15,499,000	13,160,000	b	1	a(13,160,000 shares)
LA JOLLA PHARMACEUTICAL CO	COM	503459 10 9	262,000	155,111	b	1	a(155,111 shares)
LA Z BOY INC	COM	505336 10 7	2,620,000	151,600	b	1	a(151,600 shares)
LABORATORY CORP AMER HLDGS	NOTE 9/	50540R AC 6	47,503,000	67,500,000	b	1	a(67,500,000 shares)
LAFARGE NORTH AMERICA INC	COM	505862 10 2	706,000	24,300	b	1	a(24,300 shares)
LAM RESEARCH CORP	COM	512807 10 8	3,016,000	264,812	b	1	a(264,812 shares)
LAMAR ADVERTISING CO	CL A	512815 10 1	7,697,000	262,255	b	1	a(262,255 shares)
		Page Total	180,580,000				

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)
LANDAMERICA FINL GROUP INC	COM	514936 10 3	215,000	5,400	b	1	a(5,400 shares)
LANDRYS RESTAURANTS INC	COM	51508L 10 3	1,502,000	89,400	b	1	a(89,400 shares)
LATTICE SEMICONDUCTOR CORP	COM	518415 10 4	490,000	65,050	b	1	a(65,050 shares)
LEAR CORP	COM	521865 10 5	9,774,000	276,500	b	1	a(276,500 shares)
LEAPFROG ENTERPRISES INC	CL A	52186N 10 6	5,292,000	222,000 C	b	1	a(222,000 shares)
LEAPFROG ENTERPRISES INC	CL A	52186N 10 6	834,000	35,000 P	b	1	a(35,000 shares)
LEGGETT & PLATT INC	COM	524660 10 7	9,043,000	494,700	b	1	a(494,700 shares)
LEGG MASON INC	COM	524901 10 5	6,093,000	125,000 C	b	1	a(125,000 shares)
LEGG MASON INC	COM	524901 10 5	2,291,000	47,000 P	b	1	a(47,000 shares)
LEHMAN BROS HLDGS INC	COM	524908 10 0	4,672,000	80,900	b	1	a(80,900 shares)
LENNAR CORP	COM	526057 10 4	16,413,000	306,500	b	1	a(306,500 shares)
LEVEL 3 COMMUNICATIONS INC	COM	52729N 10 0	2,288,000	443,450	b	1	a(443,450 shares)
LEXMARK INTL NEW	CL A	529771 10 7	10,712,000	160,000 C	b	1	a(160,000 shares)
LEXMARK INTL NEW	CL A	529771 10 7	4,687,000	70,000 P	b	1	a(70,000 shares)
LIBBEY INC	COM	529898 10 8	787,000	32,000	b	1	a(32,000 shares)
LIBERTY MEDIA CORP NEW	COM SER A	530718 10 5	11,045,000	1,135,200	b	1	a(1,135,200 shares)
LILLY ELI & CO	COM	532457 10 8	27,038,000	473,100	b	1	a(473,100 shares)
LIMITED BRANDS INC	COM	532716 10 7	992,000	77,100	b	1	a(77,100 shares)
LIN TV CORP	CL A	532774 10 6	915,000	44,600	b	1	a(44,600 shares)
LINCARE HLDGS INC	COM	532791 10 0	344,000	11,212	b	1	a(11,212 shares)
LINCOLN NATL CORP IND	COM	534187 10 9	8,778,000	313,500	b	1	a(313,500 shares)
LINENS N THINGS INC	COM	535679 10 4	2,690,000	132,400	b	1	a(132,400 shares)
LIQUIDMETAL TECHNOLOGIES	COM	53634X 10 0	58,000	10,667	b	1	a(10,667 shares)
LIZ CLAIBORNE INC	COM	539320 10 1	3,024,000	97,800	b	1	a(97,800 shares)
LOCKHEED MARTIN CORP	COM	539830 10 9	5,007,000	105,300	b	1	a(105,300 shares)
LOEWS CORP	COM	540424 10 8	8,191,000	205,600	b	1	a(205,600 shares)
LOWES COS INC	COM	548661 10 7	2,274,000	55,700	b	1	a(55,700 shares)
LUCENT TECHNOLOGIES INC	COM	549463 10 7	5,099,000	3,468,800	b	1	a(3,468,800 shares)
		Page Total	150,548,000				

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)
LUXOTTICA GROUP S P A	SPONSORED ADR	55068R 20 2	406,000	37,700	b	1	a(37,700 shares)
M & T BK CORP	COM	55261F 10 4	59,446,000	756,500	b	1	a(756,500 shares)
M & T BK CORP	COM	55261F 10 4	2,357,000	30,000 C	b	1	a(30,000 shares)
M & T BK CORP	COM	55261F 10 4	786,000	10,000 P	b	1	a(10,000 shares)
MBIA INC	COM	55262C 10 0	15,259,000	394,900	b	1	a(394,900 shares)
MDU RES GROUP INC	COM	552690 10 9	3,406,000	122,000	b	1	a(122,000 shares)
MGIC INVT CORP WIS	COM	552848 10 3	18,602,000	473,700	b	1	a(473,700 shares)
MGM MIRAGE	COM	552953 10 1	2,875,000	98,300	b	1	a(98,300 shares)
MKS INSTRUMENT INC	COM	55306N 10 4	152,000	12,199	b	1	a(12,199 shares)
MSC INDL DIRECT INC	CL A	553530 10 6	398,000	24,900	b	1	a(24,900 shares)
MACDERMID INC	COM	554273 10 2	763,000	37,300	b	1	a(37,300 shares)
MACROMEDIA INC	COM	556100 10 5	964,000	79,760	b	1	a(79,760 shares)
MADDEN STEVEN LTD	COM	556269 10 8	331,000	21,142	b	1	a(21,142 shares)
MAGMA DESIGN AUTOMATION	COM	559181 10 2	88,000	11,341	b	1	a(11,341 shares)
MAGNA INTL INC	CL A	559222 40 1	2,793,000	53,500	b	1	a(53,500 shares)
MAGYAR TAVKOZLESI RT	SPONSORED ADR	559776 10 9	268,000	16,000	b	1	a(16,000 shares)
MANDALAY RESORT GROUP	COM	562567 10 7	8,218,000	298,200	b	1	a(298,200 shares)
MANHATTAN ASSOCS INC	COM	562750 10 9	1,660,000	94,708	b	1	a(94,708 shares)
MANOR CARE INC NEW	COM	564055 10 1	7,536,000	391,900	b	1	a(391,900 shares)
MANPOWER INC	COM	56418H 10 0	598,000	20,000 C	b	1	a(20,000 shares)
MARKEL CORP	NOTE 6/	570535 AC 8	8,125,000	25,000,000	b	1	a(25,000,000 shares)
MARSH & MCLENNAN COS INC	COM	571748 10 2	11,139,000	261,300	b	1	a(261,300 shares)
MARSH & MCLENNAN COS INC	COM	571748 10 2	2,132,000	50,000 P	b	1	a(50,000 shares)
MARSHALL & ILSLEY CORP	COM	571834 10 0	1,523,000	59,600	b	1	a(59,600 shares)
MARRIOTT INTL INC NEW	CL A	571903 20 2	21,949,000	690,000	b	1	a(690,000 shares)
MARTHA STEWART LIVING OMNIME	CL A	573083 10 2	255,000	31,100	b	1	a(31,100 shares)
MARTIN MARIETTA MATLS INC	COM	573284 10 6	682,000	24,700	b	1	a(24,700 shares)
MASCO CORP	NOTE 7/	574599 AW 6	8,525,000	20,000,000	b	1	a(20,000,000 shares)
		Page Total	181,236,000				

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)
MAXIM INTEGRATED PRODS INC	COM	57772K 10 1	383,000	10,600	b	1	a(10,600 shares)
MAY DEPT STORES CO	COM	577778 10 3	6,353,000	319,400	b	1	a(319,400 shares)
MAXIMUS INC	COM	577933 10 4	520,000	24,500	b	1	a(24,500 shares)
MAYTAG CORP	COM	578592 10 7	421,000	22,100	b	1	a(22,100 shares)
MCCLATCHY CO	CL A	579489 10 5	584,000	10,900	b	1	a(10,900 shares)
MCDATA CORP	CL B	580031 10 2	439,000	50,443	b	1	a(50,443 shares)
MCDONALDS CORP	COM	580135 10 1	13,098,000	905,800	b	1	a(905,800 shares)
MCGRAW HILL COS INC	COM	580645 10 9	417,000	7,500	b	1	a(7,500 shares)
MCKESSON CORP	COM	58155Q 10 3	1,608,000	64,500 C	b	1	a(64,500 shares)
MEADWESTVACO CORP	COM	583334 10 7	2,506,000	109,999	b	1	a(109,999 shares)
MEDAREX INC	COM	583916 10 1	251,000	77,847	b	1	a(77,847 shares)
MED-DESIGN CORP	COM	583926 10 0	293,000	93,442	b	1	a(93,442 shares)
MEDCATH CORP	COM	58404W 10 9	76,000	14,732	b	1	a(14,732 shares)
MEDIA GEN INC	CL A	584404 10 7	926,000	18,800	b	1	a(18,800 shares)
MEDIACOM COMMUNICATIONS CORP	NOTE 5.250% 7/	58446K AA 3	2,306,000	2,500,000	b	1	a(2,500,000 shares)
MEDICAL STAFFING NETWK HLDGS	COM	58463F 10 4	107,000	10,100	b	1	a(10,100 shares)
MEDICINES CO	COM	584688 10 5	6,425,000	344,708	b	1	a(344,708 shares)
MEDIMMUNE INC	COM	584699 10 2	8,593,000	261,739	b	1	a(261,739 shares)
MELLON FINL CORP	COM	58551A 10 8	1,516,000	71,300	b	1	a(71,300 shares)
MENTOR CORP MINN	COM	587188 10 3	3,791,000	221,560	b	1	a(221,560 shares)
MERCK & CO INC	COM	589331 10 7	30,879,000	563,700	b	1	a(563,700 shares)
MERCK & CO INC	COM	589331 10 7	1,917,000	35,000 C	b	1	a(35,000 shares)
MERCK & CO INC	COM	589331 10 7	7,121,000	130,000 P	b	1	a(130,000 shares)
MERCURY COMPUTER SYS	COM	589378 10 8	524,000	19,257	b	1	a(19,257 shares)
MERCURY INTERACTIVE CORP	COM	589405 10 9	16,797,000	565,941	b	1	a(565,941 shares)
MEREDITH CORP	COM	589433 10 1	1,397,000	36,600	b	1	a(36,600 shares)
MERIX CORP	COM	590049 10 2	79,000	19,751	b	1	a(19,751 shares)
MERRILL LYNCH & CO INC	COM	590188 10 8	244,000	6,900	b	1	a(6,900 shares)
		Page Total	109,571,000				

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)
MERRILL LYNCH & CO INC	FRNT 3/	590188 A7 3	9,781,000	10,000,000	b	1	a(10,000,000 shares)
METLIFE INC	COM	59156R 10 8	1,060,000	40,200	b	1	a(40,200 shares)
METRIS COS INC	COM	591598 10 7	52,000	22,300	b	1	a(22,300 shares)
METRO GOLDWYN MAYER INC	COM	591610 10 0	991,000	94,400	b	1	a(94,400 shares)
METTLER TOLEDO INTERNATIONAL	COM	592688 10 5	468,000	15,700	b	1	a(15,700 shares)
MICHAELS STORES INC	COM	594087 10 8	5,252,000	210,000 C	b	1	a(210,000 shares)
MICHAELS STORES INC	COM	594087 10 8	2,501,000	100,000 P	b	1	a(100,000 shares)
MICROSOFT CORP	COM	594918 10 4	26,333,000	1,087,684	b	1	a(1,087,684 shares)
MICROSOFT CORP	COM	594918 10 4	1,695,000	70,000 P	b	1	a(70,000 shares)
MICROVISION INC WASH	COM	594960 10 6	50,000	10,600	b	1	a(10,600 shares)
MICRON TECHNOLOGY INC	COM	595112 10 3	3,797,000	466,500	b	1	a(466,500 shares)
MID ATLANTIC MED SVCS INC	COM	59523C 10 7	5,117,000	126,200	b	1	a(126,200 shares)
MIDWEST EXPRESS HLDGS INC	COM	597911 10 6	332,000	257,300	b	1	a(257,300 shares)
MILLENNIUM PHARMACEUTICALS I	COM	599902 10 3	1,876,000	238,739	b	1	a(238,739 shares)
MILLER HERMAN INC	COM	600544 10 0	3,713,000	230,646	b	1	a(230,646 shares)
MINERALS TECHNOLOGIES INC	COM	603158 10 6	202,000	5,300	b	1	a(5,300 shares)
MINERALS TECHNOLOGIES INC	COM	603158 10 6	381,000	10,000 P	b	1	a(10,000 shares)
MOHAWK INDS INC	COM	608190 10 4	11,923,000	248,700	b	1	a(248,700 shares)
MOHAWK INDS INC	COM	608190 10 4	2,301,000	48,000 C	b	1	a(48,000 shares)
MOHAWK INDS INC	COM	608190 10 4	3,356,000	70,000 P	b	1	a(70,000 shares)
MOLEX INC	CL A	608554 20 0	210,000	11,400	b	1	a(11,400 shares)
MOLEX INC	COM	608554 10 1	3,967,000	184,666	b	1	a(184,666 shares)
MONY GROUP INC	COM	615337 10 2	242,000	11,600	b	1	a(11,600 shares)
MOODYS CORP	COM	615369 10 5	1,775,000	38,400	b	1	a(38,400 shares)
MORGAN STANLEY	COM NEW	617446 44 8	8,801,000	229,500	b	1	a(229,500 shares)
MOTOROLA INC	COM	620076 10 9	13,432,000	1,626,200	b	1	a(1,626,200 shares)
MUELLER INDS INC	COM	624756 10 2	627,000	25,100	b	1	a(25,100 shares)
MULTEX COM INC	COM	625367 10 7	125,000	16,881	b	1	a(16,881 shares)
		Page Total	110,360,000				

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)
MULTIMEDIA GAMES INC	COM	625453 10 5	585,000	30,429	b	1	a(30,429 shares)
MURPHY OIL CORP	COM	626717 10 2	9,276,000	210,000 C	b	1	a(210,000 shares)
MURPHY OIL CORP	COM	626717 10 2	7,951,000	180,000 P	b	1	a(180,000 shares)
MYRIAD GENETICS INC	COM	62855J 10 4	1,715,000	169,978	b	1	a(169,978 shares)
NCO GROUP INC	COM	628858 10 2	354,000	24,413	b	1	a(24,413 shares)
NPS PHARMACEUTICALS INC	COM	62936P 10 3	6,219,000	402,233	b	1	a(402,233 shares)
NPS PHARMACEUTICALS INC	COM	62936P 10 3	387,000	25,000 C	b	1	a(25,000 shares)
NVR INC	COM	62944T 10 5	3,224,000	9,800	b	1	a(9,800 shares)
NABORS INDS INC	DBCV 6/	629568 AD 8	26,730,000	40,500,000	b	1	a(40,500,000 shares)
NATIONAL AUSTRALIA BK LTD	SPONSORED ADR	632525 40 8	1,045,000	10,900	b	1	a(10,900 shares)
NATIONAL INSTRS CORP	COM	636518 10 2	212,000	6,000 C	b	1	a(6,000 shares)
NATIONAL SEMICONDUCTOR CORP	COM	637640 10 3	392,000	23,000	b	1	a(23,000 shares)
NATIONWIDE FINL SVCS INC	CL A	638612 10 1	4,153,000	170,400	b	1	a(170,400 shares)
NATIONWIDE FINL SVCS INC	CL A	638612 10 1	609,000	25,000 C	b	1	a(25,000 shares)
NAUTICA ENTERPRISES INC	COM	639089 10 1	209,000	21,537	b	1	a(21,537 shares)
NAUTILUS GROUP INC	COM	63910B 10 2	811,000	56,900	b	1	a(56,900 shares)
NAVISTAR INTL CORP NEW	COM	63934E 10 8	253,000	10,300	b	1	a(10,300 shares)
NEIMAN MARCUS GROUP INC	CL A	640204 20 2	673,000	23,200	b	1	a(23,200 shares)
NEOPHARM INC	COM	640919 10 6	130,000	11,291	b	1	a(11,291 shares)
NET2PHONE	COM	64108N 10 6	66,000	19,662	b	1	a(19,662 shares)
NETFLIX COM INC	COM	64110L 10 6	1,018,000	50,000 C	b	1	a(50,000 shares)
NETFLIX COM INC	COM	64110L 10 6	712,000	35,000 P	b	1	a(35,000 shares)
NETIQ CORP	COM	64115P 10 2	1,390,000	124,562	b	1	a(124,562 shares)
NETSCREEN TECHNOLOGIES INC	COM	64117V 10 7	913,000	54,392	b	1	a(54,392 shares)
NEUBERGER BERMAN INC	NOTE 3.047% 5/	641234 AC 3	8,825,000	10,000,000	b	1	a(10,000,000 shares)
NEUROCRINE BIOSCIENCES INC	COM	64125C 10 9	12,654,000	302,867	b	1	a(302,867 shares)
NEUROCRINE BIOSCIENCES INC	COM	64125C 10 9	794,000	19,000 C	b	1	a(19,000 shares)
NEW CENTURY FINANCIAL CORP	COM	64352D 10 1	3,074,000	98,600	b	1	a(98,600 shares)
		Page Total	94,374,000				

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)
NEW FOCUS INC	COM	644383 10 1	341,000	109,275	b	1	a(109,275 shares)
NEW YORK TIMES CO	CL A	650111 10 7	1,653,000	38,300	b	1	a(38,300 shares)
NEWFIELD EXPL CO	COM	651290 10 8	14,037,000	414,206	b	1	a(414,206 shares)
NEWPORT CORP	COM	651824 10 4	359,000	30,383	b	1	a(30,383 shares)
NEWS CORP LTD	ADR NEW	652487 70 3	2,631,000	101,600	b	1	a(101,600 shares)
NEXTEL COMMUNICATIONS INC	CL A	65332V 10 3	26,966,000	2,013,881	b	1	a(2,013,881 shares)
NEXTEL COMMUNICATIONS INC	CL A	65332V 10 3	2,142,000	160,000 C	b	1	a(160,000 shares)
NEXTEL PARTNERS INC	CL A	65333F 10 7	166,000	32,989	b	1	a(32,989 shares)
NICOR INC	COM	654086 10 7	1,229,000	45,000 C	b	1	a(45,000 shares)
NICOR INC	COM	654086 10 7	232,000	8,500 P	b	1	a(8,500 shares)
NIKE INC	CL B	654106 10 3	895,000	17,400	b	1	a(17,400 shares)
NIKE INC	CL B	654106 10 3	2,175,000	42,300 C	b	1	a(42,300 shares)
NIKE INC	CL B	654106 10 3	1,954,000	38,000 P	b	1	a(38,000 shares)
NIPPON TELEG & TEL CORP	SPONSORED ADR	654624 10 5	260,000	15,300	b	1	a(15,300 shares)
NOKIA CORP	SPONSORED ADR	654902 20 4	5,198,000	371,000	b	1	a(371,000 shares)
NOBLE ENERGY INC	COM	655044 10 5	4,598,000	134,100	b	1	a(134,100 shares)
NORDSTROM INC	COM	655664 10 0	5,244,000	323,700	b	1	a(323,700 shares)
NORFOLK SOUTHERN CORP	COM	655844 10 8	8,558,000	461,100	b	1	a(461,100 shares)
NORTH FORK BANCORPORATION NY	COM	659424 10 5	2,553,000	86,700	b	1	a(86,700 shares)
NORTHEAST UTILS	COM	664397 10 6	617,000	44,300	b	1	a(44,300 shares)
NORTHROP GRUMMAN CORP	COM	666807 10 2	24,574,000	286,407	b	1	a(286,407 shares)
NORTHWEST AIRLS CORP	CL A	667280 10 1	2,122,000	307,500	b	1	a(307,500 shares)
NORTHWESTERN CORP	COM	668074 10 7	156,000	74,100	b	1	a(74,100 shares)
NOVA CHEMICALS CORP	COM	66977W 10 9	555,000	30,400	b	1	a(30,400 shares)
NOVARTIS A G	SPONSORED ADR	66987V 10 9	9,521,000	256,900	b	1	a(256,900 shares)
NOVELLUS SYS INC	COM	670008 10 1	21,564,000	790,772	b	1	a(790,772 shares)
NSTAR	COM	67019E 10 7	1,197,000	29,900	b	1	a(29,900 shares)
NSTAR	COM	67019E 10 7	1,001,000	25,000 C	b	1	a(25,000 shares)
		Page Total	142,498,000				

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)
NSTAR	COM	67019E 10 7	1,001,000	25,000 P	b	1	a(25,000 shares)
NUCOR CORP	COM	670346 10 5	4,516,000	118,300	b	1	a(118,300 shares)
NUEVO ENERGY CO	COM	670509 10 8	737,000	54,400	b	1	a(54,400 shares)
NVIDIA CORP	COM	67066G 10 4	1,805,000	140,483	b	1	a(140,483 shares)
NYFIX INC	COM	670712 10 8	48,000	12,950	b	1	a(12,950 shares)
OM GROUP INC	COM	670872 10 0	227,000	25,900	b	1	a(25,900 shares)
NUVEEN INVTS INC	CL A	67090F 10 6	498,000	22,300	b	1	a(22,300 shares)
OSI PHARMACEUTICALS INC	COM	671040 10 3	4,030,000	251,872	b	1	a(251,872 shares)
OAKLEY INC	COM	673662 10 2	223,000	27,000	b	1	a(27,000 shares)
OCEAN ENERGY INC DEL	COM	67481E 10 6	16,800,000	840,000	b	1	a(840,000 shares)
OCULAR SCIENCES INC	COM	675744 10 6	174,000	12,524	b	1	a(12,524 shares)
ODYSSEY HEALTHCARE INC	COM	67611V 10 1	2,367,000	99,599	b	1	a(99,599 shares)
ODYSSEY HEALTHCARE INC	COM	67611V 10 1	238,000	10,000 C	b	1	a(10,000 shares)
ODYSSEY RE HLDGS CORP	DBCV 4.375% 6/	67612W AB 4	4,464,000	3,905,000	b	1	a(3,905,000 shares)
OFFICE DEPOT INC	COM	676220 10 6	2,488,000	210,300	b	1	a(210,300 shares)
OHIO CAS CORP	NOTE 5.000% 3/	677240 AC 7	5,345,000	5,500,000	b	1	a(5,500,000 shares)
OIL STS INTL INC	COM	678026 10 5	1,418,000	118,200	b	1	a(118,200 shares)
OLD REP INTL CORP	COM	680223 10 4	936,000	35,000	b	1	a(35,000 shares)
OMNICARE INC	SDCV 5.000%12/	681904 AD 0	17,243,000	17,200,000	b	1	a(17,200,000 shares)
OMNICOM GROUP INC	COM	681919 10 6	14,767,000	272,600 C	b	1	a(272,600 shares)
OMNICOM GROUP INC	NOTE 7/	681919 AM 8	41,590,000	41,460,000	b	1	a(41,460,000 shares)
1-800 CONTACTS INC	COM	681977 10 4	956,000	47,212	b	1	a(47,212 shares)
ONEOK INC NEW	COM	682680 10 3	6,245,000	340,500	b	1	a(340,500 shares)
OPENWAVE SYS INC	COM	683718 10 0	67,000	47,500	b	1	a(47,500 shares)
ORACLE CORP	COM	68389X 10 5	28,407,000	2,618,374	b	1	a(2,618,374 shares)
ORASURE TECHNOLOGIES INC	COM	68554V 10 8	84,000	14,307	b	1	a(14,307 shares)
O REILLY AUTOMOTIVE INC	COM	686091 10 9	7,450,000	274,912	b	1	a(274,912 shares)
ORTHODONTIC CTRS AMER INC	COM	68750P 10 3	801,000	153,700	b	1	a(153,700 shares)
		Page Total	164,925,000				

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)
OSHKOSH TRUCK CORP	COM	688239 20 1	1,308,000	21,000	b	1	a(21,000 shares)
OUTBACK STEAKHOUSE INC	COM	689899 10 2	3,591,000	101,500	b	1	a(101,500 shares)
OVERSEAS SHIPHOLDING GROUP I	COM	690368 10 5	762,000	45,600	b	1	a(45,600 shares)
OVERSTOCK COM INC DEL	COM	690370 10 1	472,000	48,445	b	1	a(48,445 shares)
OWENS ILL INC	PFD CONV $.01	690768 50 2	2,480,000	107,600	b	1	a(107,600 shares)
OXFORD HEALTH PLANS INC	COM	691471 10 6	8,431,000	277,700	b	1	a(277,700 shares)
P & O PRINCESS CRUISES PLC	ADR	693070 10 4	565,000	21,200	b	1	a(21,200 shares)
PG&E CORP	COM	69331C 10 8	690,000	51,300	b	1	a(51,300 shares)
P F CHANGS CHINA BISTRO INC	COM	69333Y 10 8	8,414,000	227,410	b	1	a(227,410 shares)
PMC-SIERRA INC	COM	69344F 10 6	1,229,000	206,616	b	1	a(206,616 shares)
PPG INDS INC	COM	693506 10 7	8,989,000	199,400	b	1	a(199,400 shares)
PACIFIC SUNWEAR CALIF INC	COM	694873 10 0	824,000	40,500	b	1	a(40,500 shares)
PACKAGING CORP AMER	COM	695156 10 9	569,000	31,600	b	1	a(31,600 shares)
PACTIV CORP	COM	695257 10 5	1,610,000	79,300	b	1	a(79,300 shares)
PALM INC	COM NEW	696642 20 6	700,000	70,126	b	1	a(70,126 shares)
PANERA BREAD CO	CL A	69840W 10 8	2,293,000	75,221	b	1	a(75,221 shares)
PAPA JOHNS INTL INC	COM	698813 10 2	2,247,000	89,782	b	1	a(89,782 shares)
PAPA JOHNS INTL INC	COM	698813 10 2	813,000	32,500 C	b	1	a(32,500 shares)
PARK ELECTROCHEMICAL CORP	COM	700416 20 9	899,000	59,400	b	1	a(59,400 shares)
PARK PL ENTMT CORP	COM	700690 10 0	2,923,000	410,500	b	1	a(410,500 shares)
PARKER HANNIFIN CORP	COM	701094 10 4	9,697,000	250,300	b	1	a(250,300 shares)
PARTHUSCEVA INC	COM	70212E 10 6	101,000	32,315	b	1	a(32,315 shares)
PATTERSON UTI ENERGY INC	COM	703481 10 1	2,117,000	65,423	b	1	a(65,423 shares)
PAYLESS SHOESOURCE INC	COM	704379 10 6	16,705,000	1,067,400	b	1	a(1,067,400 shares)
PEDIATRIX MED GROUP	COM	705324 10 1	716,000	28,500 C	b	1	a(28,500 shares)
PENN TREATY AMERN CORP	NOTE 6.250%12/	707874 AC 7	1,384,000	1,580,000	b	1	a(1,580,000 shares)
PENNEY J C INC	COM	708160 10 6	7,206,000	366,900	b	1	a(366,900 shares)
PENTON MEDIA INC	COM	709668 10 7	104,000	189,000	b	1	a(189,000 shares)

CONFIDENTIAL TREATEMENT HAS BEEN REQUESTED		Page Total	87,839,000				

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)
PEOPLES ENERGY CORP	COM	711030 10 6	1,331,000	37,200	b	1	a(37,200 shares)
PEOPLESOFT INC	COM	712713 10 6	9,796,000	640,274	b	1	a(640,274 shares)
PEPCO HOLDINGS INC	COM	713291 10 2	1,959,000	112,600	b	1	a(112,600 shares)
PEPSICO INC	COM	713448 10 8	18,502,000	462,540	b	1	a(462,540 shares)
PEPSICO INC	COM	713448 10 8	2,000,000	50,000 C	b	1	a(50,000 shares)
PEREZ COMPANC SA NEW	SP ADR B SHS	71367B 10 3	176,000	25,500	b	1	a(25,500 shares)
PERKINELMER INC	COM	714046 10 9	2,106,000	236,900	b	1	a(236,900 shares)
PERRIGO CO	COM	714290 10 3	523,000	44,038	b	1	a(44,038 shares)
PETCO ANIMAL SUPPLIES	COM NEW	716016 20 9	1,368,000	72,559	b	1	a(72,559 shares)
PETROQUEST ENERGY INC	COM	716748 10 8	18,000	12,200	b	1	a(12,200 shares)
PFIZER INC	COM	717081 10 3	963,000	30,900	b	1	a(30,900 shares)
PFIZER INC	COM	717081 10 3	7,478,000	240,000 C	b	1	a(240,000 shares)
PFIZER INC	COM	717081 10 3	3,428,000	110,000 P	b	1	a(110,000 shares)
PHARMACEUTICAL RES INC	COM	717125 10 8	5,947,000	140,000 C	b	1	a(140,000 shares)
PHARMACEUTICAL RES INC	COM	717125 10 8	425,000	10,000 P	b	1	a(10,000 shares)
PHARMACIA CORP	COM	71713U 10 2	12,830,000	296,300	b	1	a(296,300 shares)
PHARMACIA CORP	COM	71713U 10 2	13,640,000	315,000 P	b	1	a(315,000 shares)
PHELPS DODGE CORP	COM	717265 10 2	8,591,000	264,500	b	1	a(264,500 shares)
PHOTON DYNAMICS INC	COM	719364 10 1	211,000	12,900	b	1	a(12,900 shares)
PHOTRONICS INC	COM	719405 10 2	253,000	21,315	b	1	a(21,315 shares)
PIEDMONT NAT GAS INC	COM	720186 10 5	535,000	15,000	b	1	a(15,000 shares)
PIER 1 IMPORTS INC	COM	720279 10 8	1,373,000	86,600	b	1	a(86,600 shares)
PINNACLE WEST CAP CORP	COM	723484 10 1	2,569,000	77,300	b	1	a(77,300 shares)
PIONEER NAT RES CO	COM	723787 10 7	841,000	33,500	b	1	a(33,500 shares)
PITNEY BOWES INC	COM	724479 10 0	3,368,000	105,500	b	1	a(105,500 shares)
PITTSTON CO	COM BRINKS GRP	725701 10 6	1,907,000	137,600	b	1	a(137,600 shares)
PIXAR	COM	725811 10 3	1,092,000	20,191	b	1	a(20,191 shares)
PIXAR	COM	725811 10 3	216,000	4,000 P	b	1	a(4,000 shares)
		Page Total	103,446,000				

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)
PLACER DOME INC	COM	725906 10 1	634,000	64,700	b	1	a(64,700 shares)
PLAINS RES INC	COM PAR $0.10	726540 50 3	248,000	23,200	b	1	a(23,200 shares)
PLANAR SYS INC	COM	726900 10 3	174,000	14,761	b	1	a(14,761 shares)
PLAYTEX PRODS INC	COM	72813P 10 0	401,000	49,800	b	1	a(49,800 shares)
PLUG POWER INC	COM	72919P 10 3	188,000	37,129	b	1	a(37,129 shares)
POGO PRODUCING CO	COM	730448 10 7	33,188,000	834,500	b	1	a(834,500 shares)
POLARIS INDS INC	COM	731068 10 2	8,815,000	177,300	b	1	a(177,300 shares)
POLO RALPH LAUREN CORP	CL A	731572 10 3	1,033,000	45,100	b	1	a(45,100 shares)
POLYCOM INC	COM	73172K 10 4	469,000	58,070	b	1	a(58,070 shares)
POLYMEDICA CORP	COM	731738 10 0	637,000	20,934	b	1	a(20,934 shares)
POTASH CORP SASK INC	COM	73755L 10 7	3,626,000	59,000	b	1	a(59,000 shares)
POTLATCH CORP	COM	737628 10 7	2,227,000	114,600	b	1	a(114,600 shares)
POWERWAVE TECHNOLOGIES INC	COM	739363 10 9	103,000	30,207	b	1	a(30,207 shares)
PRAXAIR INC	COM	74005P 10 4	496,000	8,800	b	1	a(8,800 shares)
PRECISION CASTPARTS CORP	COM	740189 10 5	267,000	11,200	b	1	a(11,200 shares)
PRICE COMMUNICATIONS CORP	COM NEW	741437 30 5	5,839,000	488,200	b	1	a(488,200 shares)
PRICE T ROWE GROUP INC	COM	74144T 10 8	4,105,000	151,360	b	1	a(151,360 shares)
PRIDE INTL INC DEL	FRNT 2.500% 3/	74153Q AB 8	12,708,000	11,500,000	b	1	a(11,500,000 shares)
PRINCIPAL FINANCIAL GROUP IN	COM	74251V 10 2	3,341,000	123,100	b	1	a(123,100 shares)
PROBUSINESS SERVICES INC	COM	742674 10 4	3,108,000	233,351	b	1	a(233,351 shares)
PROCTER & GAMBLE CO	COM	742718 10 9	49,672,000	557,800	b	1	a(557,800 shares)
PROCTER & GAMBLE CO	COM	742718 10 9	23,598,000	265,000 C	b	1	a(265,000 shares)
PROCTER & GAMBLE CO	COM	742718 10 9	47,597,000	534,500 P	b	1	a(534,500 shares)
PROGENICS PHARMACEUTICALS IN	COM	743187 10 6	50,000	11,404	b	1	a(11,404 shares)
PROGRESS ENERGY INC	COM	743263 10 5	22,453,000	573,500	b	1	a(573,500 shares)
PROTEIN DESIGN LABS INC	COM	74369L 10 3	3,674,000	496,542	b	1	a(496,542 shares)
PROVIDIAN FINL CORP	COM	74406A 10 2	373,000	56,900	b	1	a(56,900 shares)
PULTE HOMES INC	COM	745867 10 1	3,059,000	61,000	b	1	a(61,000 shares)
		Page Total	232,083,000				

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)
QLOGIC CORP	COM	747277 10 1	18,118,000	487,836	b	1	a(487,836 shares)
QLOGIC CORP	COM	747277 10 1	8,646,000	232,800 C	b	1	a(232,800 shares)
QLOGIC CORP	COM	747277 10 1	7,993,000	215,200 P	b	1	a(215,200 shares)
QUALCOMM INC	COM	747525 10 3	3,593,000	99,649	b	1	a(99,649 shares)
QUEST DIAGNOSTICS INC	COM	74834L 10 0	3,164,000	53,000 C	b	1	a(53,000 shares)
QUEST DIAGNOSTICS INC	COM	74834L 10 0	3,581,000	60,000 P	b	1	a(60,000 shares)
QUEST SOFTWARE INC	COM	74834T 10 3	669,000	74,285	b	1	a(74,285 shares)
QUINTILES TRANSNATIONAL CORP	COM	748767 10 0	1,342,000	110,367	b	1	a(110,367 shares)
QWEST COMMUNICATIONS INTL IN	COM	749121 10 9	244,000	70,000 C	b	1	a(70,000 shares)
RF MICRODEVICES INC	COM	749941 10 0	2,979,000	494,174	b	1	a(494,174 shares)
RADIAN GROUP INC	COM	750236 10 1	12,785,000	383,000	b	1	a(383,000 shares)
RADIO ONE INC	CL D NON VTG	75040P 40 5	298,000	22,475	b	1	a(22,475 shares)
RAILAMERICA INC	COM	750753 10 5	107,000	17,500	b	1	a(17,500 shares)
RAMBUS INC DEL	COM	750917 10 6	7,852,000	594,400	b	1	a(594,400 shares)
RARE HOSPITALITY INTL INC	COM	753820 10 9	1,599,000	57,448	b	1	a(57,448 shares)
RAYONIER INC	COM	754907 10 3	1,326,000	30,100	b	1	a(30,100 shares)
RAYOVAC CORP	COM	755081 10 6	419,000	38,600	b	1	a(38,600 shares)
READERS DIGEST ASSN INC	COM	755267 10 1	105,000	10,300	b	1	a(10,300 shares)
RED HAT INC	COM	756577 10 2	89,000	16,405	b	1	a(16,405 shares)
REEBOK INTL LTD	COM	758110 10 0	5,420,000	165,000	b	1	a(165,000 shares)
REGENERON PHARMACEUTICALS	COM	75886F 10 7	2,924,000	388,864	b	1	a(388,864 shares)
REGENERATION TECH INC DEL	COM	75886N 10 0	127,000	14,090	b	1	a(14,090 shares)
REHABCARE GROUP INC	COM	759148 10 9	289,000	16,200	b	1	a(16,200 shares)
RENAL TREATMENT CTRS INC	NOTE 5.625% 7/	759671 AC 4	4,080,000	4,000,000	b	1	a(4,000,000 shares)
RENAL CARE GROUP INC	COM	759930 10 0	1,266,000	40,600	b	1	a(40,600 shares)
RENT A CTR INC NEW	COM	76009N 10 0	1,565,000	28,595	b	1	a(28,595 shares)
RENT A CTR INC NEW	COM	76009N 10 0	274,000	5,000 C	b	1	a(5,000 shares)
REPUBLIC SVCS INC	COM	760759 10 0	1,962,000	98,900	b	1	a(98,900 shares)
		Page Total	92,816,000				

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)
RESTORATION HARDWARE INC DEL	COM	760981 10 0	129,000	51,400	b	1	a(51,400 shares)
RESMED INC	COM	761152 10 7	5,830,000	182,300	b	1	a(182,300 shares)
REYNOLDS R J TOB HLDGS INC	COM	76182K 10 5	1,642,000	50,900	b	1	a(50,900 shares)
REYNOLDS R J TOB HLDGS INC	COM	76182K 10 5	2,952,000	91,500 C	b	1	a(91,500 shares)
RICHARDSON ELECTRS LTD	SDCV 8.250% 6/	763165 AC 1	2,434,000	2,642,000	b	1	a(2,642,000 shares)
RIGHT MGMT CONSULTANTS INC	COM	766573 10 9	292,000	22,500	b	1	a(22,500 shares)
RIO TINTO PLC	SPONSORED ADR	767204 10 0	318,000	4,200	b	1	a(4,200 shares)
ROADWAY CORP	COM	769742 10 7	1,663,000	49,599	b	1	a(49,599 shares)
ROBBINS & MYERS INC	NOTE 6.500% 9/	770196 AA 1	288,000	292,000	b	1	a(292,000 shares)
ROBBINS & MYERS INC	NOTE 8.000% 1/	770196 AB 9	733,000	708,000	b	1	a(708,000 shares)
ROBERT HALF INTL INC	COM	770323 10 3	2,971,000	223,200	b	1	a(223,200 shares)
ROCKWELL AUTOMATION INC	COM	773903 10 9	1,209,000	58,400	b	1	a(58,400 shares)
ROHM & HAAS CO	COM	775371 10 7	11,117,000	373,300	b	1	a(373,300 shares)
ROPER INDS INC NEW	COM	776696 10 6	4,051,000	140,400	b	1	a(140,400 shares)
ROSS STORES INC	COM	778296 10 3	5,052,000	139,740	b	1	a(139,740 shares)
ROYAL DUTCH PETE CO	NY REG EUR .56	780257 80 4	25,884,000	635,200	b	1	a(635,200 shares)
RYANS FAMILY STEAK HOUSE INC	COM	783519 10 1	649,000	61,809	b	1	a(61,809 shares)
RYDER SYS INC	COM	783549 10 8	3,236,000	157,800	b	1	a(157,800 shares)
SBC COMMUNICATIONS INC	COM	78387G 10 3	13,958,000	695,800	b	1	a(695,800 shares)
SCP POOL CORP	COM	784028 10 2	348,000	11,721	b	1	a(11,721 shares)
SEI INVESTMENTS CO	COM	784117 10 3	465,000	17,740	b	1	a(17,740 shares)
SK TELECOM LTD	SPONSORED ADR	78440P 10 8	1,083,000	79,500	b	1	a(79,500 shares)
SPDR TR	UNIT SER 1	78462F 10 3	932,000	11,000	b	1	a(11,000 shares)
SPX CORP	COM	784635 10 4	1,804,000	52,800	b	1	a(52,800 shares)
SPX CORP	NOTE 2/	784635 AD 6	33,270,000	54,000,000	b	1	a(54,000,000 shares)
SPX CORP	NOTE 5/	784635 AF 1	3,081,000	5,000,000	b	1	a(5,000,000 shares)
S1 CORPORATION	COM	78463B 10 1	158,000	30,944	b	1	a(30,944 shares)
SRA INTL INC	CL A	78464R 10 5	251,000	10,600	b	1	a(10,600 shares)
		Page Total	125,800,000				

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)
SWS GROUP INC	COM	78503N 10 7	317,000	22,500	b	1	a(22,500 shares)
SABRE HLDGS CORP	CL A	785905 10 0	4,698,000	295,300	b	1	a(295,300 shares)
SAFECO CORP	COM	786429 10 0	8,745,000	250,059	b	1	a(250,059 shares)
SAFEGUARD SCIENTIFICS INC	COM	786449 10 8	35,000	24,500	b	1	a(24,500 shares)
SAFEWAY INC	COM NEW	786514 20 8	23,823,000	1,258,500	b	1	a(1,258,500 shares)
ST JOE CO	COM	790148 10 0	1,338,000	49,200	b	1	a(49,200 shares)
ST JUDE MED INC	COM	790849 10 3	3,983,000	81,700 C	b	1	a(81,700 shares)
ST JUDE MED INC	COM	790849 10 3	912,000	18,700 P	b	1	a(18,700 shares)
SAKS INC	COM	79377W 10 8	1,861,000	242,000	b	1	a(242,000 shares)
SANDISK CORP	COM	80004C 10 1	180,000	10,700	b	1	a(10,700 shares)
SANDISK CORP	COM	80004C 10 1	412,000	24,500 C	b	1	a(24,500 shares)
SAP AKTIENGESELLSCHAFT	SPONSORED ADR	803054 20 4	6,029,000	318,000	b	1	a(318,000 shares)
SAPIENT CORP	COM	803062 10 8	233,000	152,238	b	1	a(152,238 shares)
SARA LEE CORP	COM	803111 10 3	1,919,000	102,600	b	1	a(102,600 shares)
SATYAM COMPUTER SERVICES LTD	ADR	804098 10 1	750,000	90,600	b	1	a(90,600 shares)
SCANA CORP NEW	COM	80589M 10 2	1,885,000	63,000	b	1	a(63,000 shares)
SCANSOURCE INC	COM	806037 10 7	412,000	21,975	b	1	a(21,975 shares)
SCANSOFT INC	COM	80603P 10 7	215,000	47,717	b	1	a(47,717 shares)
SCHEIN HENRY INC	COM	806407 10 2	2,562,000	56,800	b	1	a(56,800 shares)
SCHEIN HENRY INC	COM	806407 10 2	3,608,000	80,000 C	b	1	a(80,000 shares)
SCHEIN HENRY INC	COM	806407 10 2	3,698,000	82,000 P	b	1	a(82,000 shares)
SCHERING PLOUGH CORP	COM	806605 10 1	4,108,000	230,400	b	1	a(230,400 shares)
SCHOLASTIC CORP	COM	807066 10 5	404,000	15,000 C	b	1	a(15,000 shares)
SCHOOL SPECIALTY INC	COM	807863 10 5	1,024,000	57,619	b	1	a(57,619 shares)
SCIENTIFIC GAMES CORP	CL A	80874P 10 9	114,000	21,119	b	1	a(21,119 shares)
SCIOS INC	COM	808905 10 3	4,520,000	102,585	b	1	a(102,585 shares)
SCIOS INC	NOTE 5.500% 8/	808905 AB 9	1,211,000	1,000,000	b	1	a(1,000,000 shares)
SCOTTS CO	CL A	810186 10 6	2,264,000	43,700	b	1	a(43,700 shares)
		Page Total	81,260,000				

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)
SCRIPPS E W CO OHIO	CL A	811054 20 4	417,000	5,500	b	1	a(5,500 shares)
SEA CONTAINERS LTD	CL A	811371 70 7	77,000	11,200	b	1	a(11,200 shares)
SEABULK INTL INC	COM	81169P 10 1	2,891,000	319,400	b	1	a(319,400 shares)
SEACOAST FINL SVCS CORP	COM	81170Q 10 6	197,000	10,815	b	1	a(10,815 shares)
SEACOR SMIT INC	COM	811904 10 1	935,000	26,700	b	1	a(26,700 shares)
SEALED AIR CORP NEW	COM	81211K 10 0	18,059,000	450,000 C	b	1	a(450,000 shares)
SEALED AIR CORP NEW	COM	81211K 10 0	3,812,000	95,000 P	b	1	a(95,000 shares)
SEALED AIR CORP NEW	PFD CV A $2	81211K 20 9	30,410,000	663,500	b	1	a(663,500 shares)
SEARS ROEBUCK & CO	COM	812387 10 8	5,028,000	208,200	b	1	a(208,200 shares)
SELECT MEDICAL CORP	COM	816196 10 9	214,000	15,000	b	1	a(15,000 shares)
SENSIENT TECHNOLOGIES CORP	COM	81725T 10 0	755,000	37,700	b	1	a(37,700 shares)
SEPRACOR INC	COM	817315 10 4	896,000	66,200	b	1	a(66,200 shares)
SEPRACOR INC	COM	817315 10 4	3,385,000	250,000 P	b	1	a(250,000 shares)
SERENA SOFTWARE INC	COM	817492 10 1	461,000	28,897	b	1	a(28,897 shares)
SEROLOGICALS CORP	COM	817523 10 3	183,000	21,536	b	1	a(21,536 shares)
SERONO S A	SPONSORED ADR	81752M 10 1	657,000	54,500	b	1	a(54,500 shares)
SERVICEMASTER CO	COM	81760N 10 9	505,000	50,500	b	1	a(50,500 shares)
SHELL TRANS & TRADING PLC	ADR NY SHS NEW	822703 60 9	2,731,000	75,400	b	1	a(75,400 shares)
SHERWIN WILLIAMS CO	COM	824348 10 6	920,000	34,800	b	1	a(34,800 shares)
SHIRE PHARMACEUTICALS GRP PL	SPONSORED ADR	82481R 10 6	1,527,000	82,400	b	1	a(82,400 shares)
SHOPKO STORES INC	COM	824911 10 1	123,000	10,600	b	1	a(10,600 shares)
SICOR INC	COM	825846 10 8	1,261,000	75,480	b	1	a(75,480 shares)
SIERRA PAC RES NEW	COM	826428 10 4	432,000	135,900	b	1	a(135,900 shares)
SIGMA ALDRICH CORP	COM	826552 10 1	230,000	5,171	b	1	a(5,171 shares)
SILICON LABORATORIES INC	COM	826919 10 2	867,000	33,161	b	1	a(33,161 shares)
SILICON LABORATORIES INC	COM	826919 10 2	1,909,000	73,000 C	b	1	a(73,000 shares)
SILICON STORAGE TECHNOLOGY I	COM	827057 10 0	205,000	89,062	b	1	a(89,062 shares)
SIRIUS SATELLITE RADIO INC	COM	82966U 10 3	65,000	88,800	b	1	a(88,800 shares)
		Page Total	79,152,000				

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)
SIPEX CORP	COM	829909 10 0	154,000	41,046	b	1	a(41,046 shares)
SMITHFIELD FOODS INC	COM	832248 10 8	2,830,000	159,700	b	1	a(159,700 shares)
SMURFIT-STONE CONTAINER CORP	PFD CV EX A 7%	832727 20 0	1,617,000	77,000	b	1	a(77,000 shares)
SNAP ON INC	COM	833034 10 1	265,000	10,700	b	1	a(10,700 shares)
SNAP ON INC	COM	833034 10 1	371,000	15,000 P	b	1	a(15,000 shares)
SOLUTIA INC	COM	834376 10 5	156,000	100,800	b	1	a(100,800 shares)
SONIC CORP	COM	835451 10 5	929,000	36,500 C	b	1	a(36,500 shares)
SONIC CORP	COM	835451 10 5	624,000	24,500 P	b	1	a(24,500 shares)
SONIC AUTOMOTIVE INC	CL A	83545G 10 2	1,125,000	76,500	b	1	a(76,500 shares)
SONICWALL INC	COM	835470 10 5	124,000	34,558	b	1	a(34,558 shares)
SONY CORP	ADR NEW	835699 30 7	8,860,000	252,200	b	1	a(252,200 shares)
SOTHEBYS HLDGS INC	CL A	835898 10 7	276,000	30,100	b	1	a(30,100 shares)
SONUS NETWORKS INC	COM	835916 10 7	174,000	77,400	b	1	a(77,400 shares)
SOURCECORP	COM	836167 10 6	402,000	28,713	b	1	a(28,713 shares)
SOUTHERN CO	COM	842587 10 7	816,000	28,700	b	1	a(28,700 shares)
SOUTHERN UN CO NEW	COM	844030 10 6	162,000	13,300	b	1	a(13,300 shares)
SOUTHWEST AIRLS CO	COM	844741 10 8	626,000	43,600	b	1	a(43,600 shares)
SOUTHWEST BANCORPORATION TEX	COM	84476R 10 9	1,126,000	37,500 C	b	1	a(37,500 shares)
SOUTHWEST BANCORPORATION TEX	COM	84476R 10 9	210,000	7,000 P	b	1	a(7,000 shares)
SOUTHWEST GAS CORP	COM	844895 10 2	401,000	19,700	b	1	a(19,700 shares)
SOVEREIGN BANCORP INC	COM	845905 10 8	406,000	29,300	b	1	a(29,300 shares)
SOVEREIGN BANCORP INC	UNIT 11/12/2029	845905 30 6	27,468,000	355,000	b	1	a(355,000 shares)
SPEEDWAY MOTORSPORTS INC	COM	847788 10 6	297,000	12,600	b	1	a(12,600 shares)
SPRINT CORP	COM FON GROUP	852061 10 0	9,391,000	799,200	b	1	a(799,200 shares)
STANCORP FINL GROUP INC	COM	852891 10 0	206,000	4,000 P	b	1	a(4,000 shares)
STANDARD PAC CORP NEW	COM	85375C 10 1	1,436,000	56,300	b	1	a(56,300 shares)
STANLEY WKS	COM	854616 10 9	1,790,000	74,600	b	1	a(74,600 shares)
STAPLES INC	COM	855030 10 2	1,234,000	67,298	b	1	a(67,298 shares)
		Page Total	63,476,000				

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)
STARWOOD HOTELS&RESORTS WRLD	PAIRED CTF	85590A 20 3	2,638,000	110,900	b	1	a(110,900 shares)
STATE STR CORP	COM	857477 10 3	14,667,000	463,700	b	1	a(463,700 shares)
STATEN IS BANCORP INC	COM	857550 10 7	1,617,000	108,400	b	1	a(108,400 shares)
STATION CASINOS INC	COM	857689 10 3	1,416,000	67,100	b	1	a(67,100 shares)
STEELCASE INC	CL A	858155 20 3	225,000	23,600	b	1	a(23,600 shares)
STELLENT INC	COM	85856W 10 5	66,000	15,663	b	1	a(15,663 shares)
STERIS CORP	COM	859152 10 0	2,891,000	110,500	b	1	a(110,500 shares)
STEWART ENTERPRISES INC	CL A	860370 10 5	140,000	51,938	b	1	a(51,938 shares)
STMICROELECTRONICS N V	NY REGISTRY	861012 10 2	2,307,000	122,068	b	1	a(122,068 shares)
STONE ENERGY CORP	COM	861642 10 6	275,000	8,200	b	1	a(8,200 shares)
STORAGE TECHNOLOGY CORP	COM PAR $0.10	862111 20 0	4,153,000	205,400	b	1	a(205,400 shares)
STRATEX NETWORKS INC	COM	86279T 10 9	283,000	136,709	b	1	a(136,709 shares)
STRAYER ED INC	COM	863236 10 5	829,000	15,092	b	1	a(15,092 shares)
STRYKER CORP	COM	863667 10 1	24,714,000	360,000	b	1	a(360,000 shares)
STRYKER CORP	COM	863667 10 1	1,339,000	19,500 C	b	1	a(19,500 shares)
STRYKER CORP	COM	863667 10 1	5,217,000	76,000 P	b	1	a(76,000 shares)
SUN MICROSYSTEMS INC	COM	866810 10 4	8,424,000	2,584,022	b	1	a(2,584,022 shares)
SUNRISE ASSISTED LIVING INC	COM	86768K 10 6	4,109,000	171,200	b	1	a(171,200 shares)
SUNTRUST BKS INC	COM	867914 10 3	1,053,000	20,000	b	1	a(20,000 shares)
SUPERIOR INDS INTL INC	COM	868168 10 5	1,461,000	40,100	b	1	a(40,100 shares)
SUPERIOR INDS INTL INC	COM	868168 10 5	1,166,000	32,000 C	b	1	a(32,000 shares)
SUPERVALU INC	NOTE 11/	868536 AP 8	41,209,000	144,593,000	b	1	a(144,593,000 shares)
SURMODICS INC	COM	868873 10 0	309,000	10,000 P	b	1	a(10,000 shares)
SWIFT ENERGY CO	COM	870738 10 1	355,000	41,700	b	1	a(41,700 shares)
SWIFT TRANSN CO	COM	870756 10 3	2,972,000	185,731	b	1	a(185,731 shares)
SYBASE INC	COM	871130 10 0	3,696,000	285,400	b	1	a(285,400 shares)
SYCAMORE NETWORKS INC	COM	871206 10 8	54,000	17,800	b	1	a(17,800 shares)
SYKES ENTERPRISES INC	COM	871237 10 3	72,000	18,537	b	1	a(18,537 shares)
		Page Total	127,657,000				

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)
SYMANTEC CORP	COM	871503 10 8	46,981,000	1,199,114	b	1	a(1,199,114 shares)
SYNOPSYS INC	COM	871607 10 7	2,298,000	54,000 C	b	1	a(54,000 shares)
SYNGENTA AG	SPONSORED ADR	87160A 10 0	257,000	28,100	b	1	a(28,100 shares)
SYSCO CORP	COM	871829 10 7	13,155,000	517,100	b	1	a(517,100 shares)
TCF FINL CORP	COM	872275 10 2	1,626,000	40,600	b	1	a(40,600 shares)
TJX COS INC NEW	COM	872540 10 9	12,172,000	691,600	b	1	a(691,600 shares)
TMP WORLDWIDE INC	COM	872941 10 9	7,904,000	736,613	b	1	a(736,613 shares)
TXU CORP	COM	873168 10 8	7,827,000	438,500 C	b	1	a(438,500 shares)
TXU CORP	COM	873168 10 8	1,107,000	62,000 P	b	1	a(62,000 shares)
TALBOTS INC	COM	874161 10 2	3,516,000	136,600	b	1	a(136,600 shares)
TARGET CORP	COM	87612E 10 6	20,254,000	692,200	b	1	a(692,200 shares)
TECHNE CORP	COM	878377 10 0	4,360,000	210,936	b	1	a(210,936 shares)
TECHNE CORP	COM	878377 10 0	227,000	11,000 C	b	1	a(11,000 shares)
TECHNITROL INC	COM	878555 10 1	1,193,000	81,500	b	1	a(81,500 shares)
TEKELEC	COM	879101 10 3	391,000	45,013	b	1	a(45,013 shares)
TEKTRONIX INC	COM	879131 10 0	1,442,000	84,100	b	1	a(84,100 shares)
TELECOMUNICACOES BRASILEIRAS	SPONSORED ADR	879287 30 8	1,869,000	93,000	b	1	a(93,000 shares)
TELEFLEX INC	COM	879369 10 6	1,214,000	34,000	b	1	a(34,000 shares)
TELEFONOS DE MEXICO S A	DBCV 4.250% 6/	879403 AD 5	11,275,000	10,000,000	b	1	a(10,000,000 shares)
TELEFONOS DE MEXICO S A	SPON ADR ORD L	879403 78 0	1,967,000	66,200	b	1	a(66,200 shares)
TELEPHONE & DATA SYS INC	COM	879433 10 0	6,386,000	156,100	b	1	a(156,100 shares)
TELLABS INC	COM	879664 10 0	132,000	22,750	b	1	a(22,750 shares)
TEMPLE INLAND INC	COM	879868 10 7	13,700,000	366,300	b	1	a(366,300 shares)
TENET HEALTHCARE CORP	COM	88033G 10 0	8,955,000	536,200	b	1	a(536,200 shares)
TENET HEALTHCARE CORP	COM	88033G 10 0	1,754,000	105,000 C	b	1	a(105,000 shares)
TENET HEALTHCARE CORP	COM	88033G 10 0	3,090,000	185,000 P	b	1	a(185,000 shares)
TERADYNE INC	SDCV 3.750%10/	880770 AD 4	9,225,000	10,000,000	b	1	a(10,000,000 shares)
TERAYON COMMUNICATION SYS	COM	880775 10 1	48,000	27,853	b	1	a(27,853 shares)
		Page Total	184,325,000				

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)
TEXAS INSTRS INC	COM	882508 10 4	14,324,000	875,000	b	1	a(875,000 shares)
TEXTRON INC	COM	883203 10 1	2,263,000	82,400	b	1	a(82,400 shares)
THERMA-WAVE INC	COM	88343A 10 8	51,000	120,000	b	1	a(120,000 shares)
THERMO ELECTRON CORP	COM	883556 10 2	3,821,000	211,100	b	1	a(211,100 shares)
THOMAS & BETTS CORP	COM	884315 10 2	1,614,000	113,800	b	1	a(113,800 shares)
THOMSON CORP	COM	884903 10 5	211,000	8,100	b	1	a(8,100 shares)
THOR INDS INC	COM	885160 10 1	1,659,000	66,300	b	1	a(66,300 shares)
3COM CORP	COM	885535 10 4	58,000	11,700	b	1	a(11,700 shares)
3M CO	COM	88579Y 10 1	507,000	3,900	b	1	a(3,900 shares)
TIBCO SOFTWARE INC	COM	88632Q 10 3	1,656,000	394,214	b	1	a(394,214 shares)
TIER TECHNOLOGIES INC	CL B	88650Q 10 0	192,000	18,982	b	1	a(18,982 shares)
TIFFANY & CO NEW	COM	886547 10 8	843,000	33,700	b	1	a(33,700 shares)
TIMBERLAND CO	CL A	887100 10 5	836,000	20,000 c	b	1	a(20,000 shares)
TITAN INTL INC ILL	COM	88830M 10 2	76,000	84,900	b	1	a(84,900 shares)
TIVO INC	COM	888706 10 8	59,000	11,546	b	1	a(11,546 shares)
TOLL BROTHERS INC	COM	889478 10 3	4,410,000	228,500	b	1	a(228,500 shares)
TOO INC	COM	890333 10 7	1,688,000	101,600	b	1	a(101,600 shares)
TOOTSIE ROLL INDS INC	COM	890516 10 7	1,547,000	54,237	b	1	a(54,237 shares)
TORCHMARK CORP	COM	891027 10 4	1,790,000	50,000 c	b	1	a(50,000 shares)
TORO CO	COM	891092 10 8	3,096,000	44,200	b	1	a(44,200 shares)
TORO CO	COM	891092 10 8	1,401,000	20,000 c	b	1	a(20,000 shares)
TOTAL FINA ELF S A	SPONSORED ADR	89151E 10 9	3,695,000	58,400	b	1	a(58,400 shares)
TOTAL SYS SVCS INC	COM	891906 10 9	341,000	21,800	b	1	a(21,800 shares)
TOYOTA MOTOR CORP	SP ADR REP2COM	892331 30 7	1,591,000	35,400	b	1	a(35,400 shares)
TOYS R US INC	COM	892335 10 0	4,615,000	551,400	b	1	a(551,400 shares)
TRACTOR SUPPLY CO	COM	892356 10 6	3,797,000	115,000 c	b	1	a(115,000 shares)
TRANSCANADA PIPELINES LTD	COM	893526 10 3	229,000	15,600	b	1	a(15,600 shares)
TRANSKARYOTIC THERAPIES INC	COM	893735 10 0	237,000	40,000	b	1	a(40,000 shares)

CONFIDENTIAL TREATEMENT HAS BEEN REQUESTED Page Total 56,607,000

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)
TRANSWITCH CORP	COM	894065 10 1	76,000	155,900	b	1	a(155,900 shares)
TRAVELERS PPTY CAS CORP NEW	CL B	89420G 40 6	2,736,000	193,935	b	1	a(193,935 shares)
TREDEGAR CORP	COM	894650 10 0	375,000	31,400	b	1	a(31,400 shares)
TRIAD HOSPITALS INC	COM	89579K 10 9	10,763,000	400,100	b	1	a(400,100 shares)
TRIARC COS INC	CL A	895927 10 1	281,000	10,100	b	1	a(10,100 shares)
TRIBUNE CO NEW	COM	896047 10 7	621,000	13,800	b	1	a(13,800 shares)
TRIMERIS INC	COM	896263 10 0	7,711,000	187,262	b	1	a(187,262 shares)
TRINITY INDS INC	COM	896522 10 9	436,000	25,300	b	1	a(25,300 shares)
TRIQUINT SEMICONDUCTOR INC	COM	89674K 10 3	34,000	11,883	b	1	a(11,883 shares)
TYCO INTL LTD NEW	COM	902124 10 6	3,339,000	259,659	b	1	a(259,659 shares)
TYCO INTL LTD NEW	COM	902124 10 6	3,894,000	302,800 C	b	1	a(302,800 shares)
TYCO INTL LTD NEW	NOTE 11/	902124 AC 0	3,759,000	5,000,000	b	1	a(5,000,000 shares)
TYSON FOODS INC	CL A	902494 10 3	1,549,000	199,900	b	1	a(199,900 shares)
UAL CORP	COM PAR $0.01	902549 50 0	853,000	1,015,100	b	1	a(1,015,100 shares)
UGI CORP NEW	COM	902681 10 5	4,246,000	92,900	b	1	a(92,900 shares)
UICI	COM	902737 10 5	1,096,000	114,000	b	1	a(114,000 shares)
US BANCORP DEL	COM NEW	902973 30 4	3,836,000	202,100	b	1	a(202,100 shares)
USA INTERACTIVE	COM	902984 10 3	19,803,000	739,200 C	b	1	a(739,200 shares)
USA INTERACTIVE	COM	902984 10 3	1,385,000	51,700 P	b	1	a(51,700 shares)
USF&G CORP	NOTE 3/	903290 AD 6	10,588,000	13,686,000	b	1	a(13,686,000 shares)
U S G CORP	COM NEW	903293 40 5	318,000	76,400	b	1	a(76,400 shares)
UNILEVER PLC	SPON ADR NEW	904767 70 4	5,991,000	161,700	b	1	a(161,700 shares)
UNILEVER N V	N Y SHS NEW	904784 70 9	13,951,000	234,700	b	1	a(234,700 shares)
UNION PAC CORP	COM	907818 10 8	479,000	8,700	b	1	a(8,700 shares)
UNION PLANTERS CORP	COM	908068 10 9	1,968,000	74,850	b	1	a(74,850 shares)
UNISYS CORP	COM	909214 10 8	2,061,000	222,600	b	1	a(222,600 shares)
UNITED AUTO GROUP INC	COM	909440 10 9	286,000	24,300	b	1	a(24,300 shares)
UNITED DEFENSE INDS INC	COM	91018B 10 4	1,400,000	64,700	b	1	a(64,700 shares)

CONFIDENTIAL TREATEMENT HAS BEEN REQUESTED Page Total 103,835,000

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)
UNITED PARCEL SERVICE INC	CL B	911312 10 6	68,771,000	1,206,500	b	1	a(1,206,500 shares)
UNITED PARCEL SERVICE INC	CL B	911312 10 6	76,209,000	1,337,000 P	b	1	a(1,337,000 shares)
UNITED RENTALS INC	COM	911363 10 9	594,000	61,700	b	1	a(61,700 shares)
UNITED STATES STL CORP NEW	COM	912909 10 8	6,866,000	698,500	b	1	a(698,500 shares)
UNITED THERAPEUTICS CORP DEL	COM	91307C 10 2	416,000	24,103	b	1	a(24,103 shares)
UNITEDHEALTH GROUP INC	COM	91324P 10 2	6,124,000	66,800	b	1	a(66,800 shares)
UNITEDHEALTH GROUP INC	COM	91324P 10 2	14,154,000	154,400 P	b	1	a(154,400 shares)
UNIVERSAL HLTH SVCS INC	CL B	913903 10 0	2,039,000	50,000 C	b	1	a(50,000 shares)
UNIVISION COMMUNICATIONS INC	CL A	914906 10 2	50,594,000	2,064,200	b	1	a(2,064,200 shares)
UPM KYMMENE CORP	SPONSORED ADR	915436 10 9	323,000	24,400	b	1	a(24,400 shares)
USFREIGHTWAYS CORP	COM	916906 10 0	756,000	29,854	b	1	a(29,854 shares)
VCA ANTECH INC	COM	918194 10 1	1,618,000	104,592	b	1	a(104,592 shares)
VALASSIS COMMUNICATIONS INC	COM	918866 10 4	2,054,000	77,800	b	1	a(77,800 shares)
VALENCE TECHNOLOGY INC	COM	918914 10 2	55,000	25,800	b	1	a(25,800 shares)
VALERO ENERGY CORP NEW	COM	91913Y 10 0	34,933,000	844,200	b	1	a(844,200 shares)
VALSPAR CORP	COM	920355 10 4	2,435,000	59,500	b	1	a(59,500 shares)
VALUEVISION MEDIA INC	CL A	92047K 10 7	193,000	19,200	b	1	a(19,200 shares)
VARIAN INC	COM	922206 10 7	524,000	18,277	b	1	a(18,277 shares)
VARIAN SEMICONDUCTOR EQUIPMN	COM	922207 10 5	7,605,000	373,897	b	1	a(373,897 shares)
VARIAN MED SYS INC	COM	92220P 10 5	10,117,000	187,600	b	1	a(187,600 shares)
VARIAN MED SYS INC	COM	92220P 10 5	539,000	10,000 P	b	1	a(10,000 shares)
VAXGEN INC	COM NEW	922390 20 8	78,000	25,550	b	1	a(25,550 shares)
VECTOR GROUP LTD	COM	92240M 10 8	1,139,000	103,536	b	1	a(103,536 shares)
VERITAS SOFTWARE CO	COM	923436 10 9	11,723,000	666,858	b	1	a(666,858 shares)
VERITY INC	COM	92343C 10 6	1,198,000	86,527	b	1	a(86,527 shares)
VERISIGN INC	COM	92343E 10 2	3,023,000	345,855	b	1	a(345,855 shares)
VERIZON COMMUNICATIONS	COM	92343V 10 4	424,000	12,000	b	1	a(12,000 shares)
VERIZON GLOBAL FDG CORP	NOTE 5/	92344G AN 6	3,544,000	6,000,000	b	1	a(6,000,000 shares)

CONFIDENTIAL TREATEMENT HAS BEEN REQUESTED Page Total 308,048,000

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)
VERTEX PHARMACEUTICALS INC	COM	92532F 10 0	2,024,000	181,987	b	1	a(181,987 shares)
VIACOM INC	CL B	925524 30 8	7,936,000	217,300	b	1	a(217,300 shares)
VIAD CORP	COM	92552R 10 9	2,294,000	107,000	b	1	a(107,000 shares)
VIASYS HEALTHCARE INC	COM NEW	92553Q 20 9	374,000	26,725	b	1	a(26,725 shares)
VINTAGE PETE INC	COM	927460 10 5	572,000	60,200	b	1	a(60,200 shares)
VISHAY INTERTECHNOLOGY INC	NOTE 6/	928298 AD 0	1,409,000	2,500,000	b	1	a(2,500,000 shares)
VISTEON CORP	COM	92839U 10 7	2,148,000	361,700	b	1	a(361,700 shares)
VISUAL NETWORKS INC	COM	928444 10 8	60,000	38,832	b	1	a(38,832 shares)
VITALWORKS INC	COM	928483 10 6	392,000	101,967	b	1	a(101,967 shares)
VODAFONE GROUP PLC NEW	SPONSORED ADR	92857W 10 0	200,000	11,000	b	1	a(11,000 shares)
VULCAN MATLS CO	COM	929160 10 9	4,513,000	149,300	b	1	a(149,300 shares)
WMS INDS INC	COM	929297 10 9	901,000	70,700	b	1	a(70,700 shares)
WPP GROUP PLC	SPON ADR NEW	929309 30 0	514,000	18,688	b	1	a(18,688 shares)
WABTEC CORP	COM	929740 10 8	186,000	16,000	b	1	a(16,000 shares)
WACHOVIA CORP 2ND NEW	COM	929903 10 2	2,044,000	60,000	b	1	a(60,000 shares)
WADDELL & REED FINL INC	CL A	930059 10 0	627,000	35,700	b	1	a(35,700 shares)
WAL MART STORES INC	COM	931142 10 3	15,593,000	299,700	b	1	a(299,700 shares)
WALGREEN CO	COM	931422 10 9	5,124,000	173,800	b	1	a(173,800 shares)
WALGREEN CO	COM	931422 10 9	8,490,000	288,000 C	b	1	a(288,000 shares)
WALGREEN CO	COM	931422 10 9	3,744,000	127,000 P	b	1	a(127,000 shares)
WASHINGTON FED INC	COM	938824 10 9	2,141,000	101,671	b	1	a(101,671 shares)
WASHINGTON MUT INC	COM	939322 10 3	3,315,000	94,000	b	1	a(94,000 shares)
WASTE CONNECTIONS INC	COM	941053 10 0	5,309,000	153,882	b	1	a(153,882 shares)
WASTE MGMT INC DEL	COM	94106L 10 9	19,700,000	930,100	b	1	a(930,100 shares)
WATERS CORP	COM	941848 10 3	5,434,000	256,800	b	1	a(256,800 shares)
WATERS CORP	COM	941848 10 3	1,661,000	78,500 C	b	1	a(78,500 shares)
WATERS CORP	COM	941848 10 3	1,502,000	71,000 P	b	1	a(71,000 shares)
WATSCO INC	COM	942622 20 0	186,000	13,600	b	1	a(13,600 shares)
		Page Total	98,393,000				

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)
WATSON PHARMACEUTICALS INC	COM	942683 10 3	7,017,000	243,900	b	1	a(243,900 shares)
WEBMETHODS INC	COM	94768C 10 8	621,000	67,965	b	1	a(67,965 shares)
WEBMD CORP	COM	94769M 10 5	940,000	104,239	b	1	a(104,239 shares)
WELLMAN INC	COM	949702 10 4	194,000	20,800	b	1	a(20,800 shares)
WELLPOINT HEALTH NETWORK NEW	COM	94973H 10 8	8,573,000	111,700	b	1	a(111,700 shares)
WELLPOINT HEALTH NETWORK NEW	COM	94973H 10 8	1,919,000	25,000 C	b	1	a(25,000 shares)
WELLS FARGO & CO NEW	COM	949746 10 1	2,416,000	53,700	b	1	a(53,700 shares)
WENDYS INTL INC	COM	950590 10 9	15,699,000	570,650	b	1	a(570,650 shares)
WERNER ENTERPRISES INC	COM	950755 10 8	843,000	43,754	b	1	a(43,754 shares)
WESTERN GAS RES INC	COM	958259 10 3	2,288,000	70,300	b	1	a(70,300 shares)
WESTERN WIRELESS CORP	CL A	95988E 20 4	156,000	27,774	b	1	a(27,774 shares)
WESTPORT RES CORP NEW	COM	961418 10 0	2,235,000	110,900	b	1	a(110,900 shares)
WESTWOOD ONE INC	COM	961815 10 7	5,114,000	163,700	b	1	a(163,700 shares)
WESTWOOD ONE INC	COM	961815 10 7	15,807,000	506,000 C	b	1	a(506,000 shares)
WEYERHAEUSER CO	COM	962166 10 4	17,386,000	363,500	b	1	a(363,500 shares)
WEYERHAEUSER CO	COM	962166 10 4	239,000	5,000 C	b	1	a(5,000 shares)
WHIRLPOOL CORP	COM	963320 10 6	16,940,000	345,500	b	1	a(345,500 shares)
WHOLE FOODS MKT INC	COM	966837 10 6	9,320,000	167,500 C	b	1	a(167,500 shares)
WHOLE FOODS MKT INC	COM	966837 10 6	3,867,000	69,500 P	b	1	a(69,500 shares)
WILLIAMS SONOMA INC	COM	969904 10 1	6,152,000	282,200	b	1	a(282,200 shares)
WORLD COLOR PRESS INC DEL	NOTE 6.000%10/	981443 AA 2	15,937,000	16,200,000	b	1	a(16,200,000 shares)
WORTHINGTON INDS INC	COM	981811 10 2	173,000	14,500	b	1	a(14,500 shares)
WORTHINGTON INDS INC	COM	981811 10 2	179,000	15,000 P	b	1	a(15,000 shares)
WYETH	COM	983024 10 0	219,000	5,800	b	1	a(5,800 shares)
WYETH	COM	983024 10 0	8,396,000	222,000 C	b	1	a(222,000 shares)
XL CAP LTD	DBCV 5/	98372P AB 4	16,097,000	25,500,000	b	1	a(25,500,000 shares)
XTO ENERGY CORP	COM	98385X 10 6	30,986,000	1,630,866	b	1	a(1,630,866 shares)
XTO ENERGY CORP	COM	98385X 10 6	950,000	50,000 C	b	1	a(50,000 shares)
		Page Total	190,663,000				

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)
XCEL ENERGY INC	COM	98389B 10 0	129,000	10,050	b	1	a(10,050 shares)
XCEL ENERGY INC	COM	98389B 10 0	1,191,000	93,000 P	b	1	a(93,000 shares)
XILINX INC	COM	983919 10 1	435,000	18,567	b	1	a(18,567 shares)
YELLOW CORP	COM	985509 10 8	2,362,000	97,867	b	1	a(97,867 shares)
YORK INTL CORP NEW	COM	986670 10 7	1,873,000	89,200	b	1	a(89,200 shares)
YUM BRANDS INC	COM	988498 10 1	6,430,000	264,300	b	1	a(264,300 shares)
ZALE CORP NEW	COM	988858 10 6	1,005,000	30,700	b	1	a(30,700 shares)
ZEBRA TECHNOLOGIES CORP	CL A	989207 10 5	953,000	14,795	b	1	a(14,795 shares)
ZEBRA TECHNOLOGIES CORP	CL A	989207 10 5	5,538,000	86,000 C	b	1	a(86,000 shares)
ZIONS BANCORPORATION	COM	989701 10 7	5,022,000	117,400	b	1	a(117,400 shares)
DAIMLERCHRYSLER AG	ORD	D1668R 12 3	2,028,000	69,200	b	1	a(69,200 shares)
AMDOCS LTD	ORD	G02602 10 3	833,000	62,700	b	1	a(62,700 shares)
COOPER INDS LTD	CL A	G24182 10 0	4,414,000	123,600	b	1	a(123,600 shares)
XCELERA INC	COM	G31611 10 9	16,000	26,100	b	1	a(26,100 shares)
EVEREST RE GROUP LTD	COM	G3223R 10 8	7,409,000	129,500	b	1	a(129,500 shares)
EVEREST RE GROUP LTD	COM	G3223R 10 8	858,000	15,000 C	b	1	a(15,000 shares)
FOSTER WHEELER LTD	SHS	G36535 10 5	99,000	76,200	b	1	a(76,200 shares)
GLOBALSANTAFE CORP	SHS	G3930E 10 1	11,356,000	549,905	b	1	a(549,905 shares)
INGERSOLL-RAND COMPANY LTD	CL A	G4776G 10 1	7,101,000	184,000	b	1	a(184,000 shares)
IPC HLDGS LTD	ORD	G4933P 10 1	1,324,000	43,986	b	1	a(43,986 shares)
LORAL SPACE & COMMUNICATIONS	COM	G56462 10 7	78,000	236,700	b	1	a(236,700 shares)
NOBLE CORPORATION	SHS	G65422 10 0	15,631,000	497,500	b	1	a(497,500 shares)
PARTNERRE LTD	COM	G6852T 10 5	779,000	15,500	b	1	a(15,500 shares)
PARTNERRE LTD	COM	G6852T 10 5	251,000	5,000 C	b	1	a(5,000 shares)
PARTNERRE LTD	COM	G6852T 10 5	251,000	5,000 P	b	1	a(5,000 shares)
RENAISSANCE RE HLDGS LTD	COM	G7496G 10 3	11,863,000	296,200	b	1	a(296,200 shares)
RENAISSANCE RE HLDGS LTD	COM	G7496G 10 3	801,000	20,000 C	b	1	a(20,000 shares)
RENAISSANCE RE HLDGS LTD	COM	G7496G 10 3	801,000	20,000 P	b	1	a(20,000 shares)
		Page Total	90,831,000				

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 (note #3) (Shares)
HILFIGER TOMMY CORP	ORD	G8915Z 10 2	719,000	99,400	b	1	a(99,400 shares)
WILLIS GROUP HOLDINGS LTD	SHS	G96655 10 8	213,000	7,700	b	1	a(7,700 shares)
XOMA LTD	ORD	G9825R 10 7	194,000	49,016	b	1	a(49,016 shares)
ALCON INC	COM SHS	H01301 10 2	2,912,000	71,000	b	1	a(71,000 shares)
ALCON INC	COM SHS	H01301 10 2	615,000	15,000 C	b	1	a(15,000 shares)
UBS AG	NAMEN AKT	H8920M 85 5	6,149,000	144,000	b	1	a(144,000 shares)
CHECK POINT SOFTWARE TECH LT	ORD	M22465 10 4	1,281,000	88,553	b	1	a(88,553 shares)
PRECISE SOFTWARE SOLUTIONS L	ORD	M41450 10 3	2,973,000	178,777	b	1	a(178,777 shares)
CNH GLOBAL N V	SHS	N20935 10 7	171,000	109,900	b	1	a(109,900 shares)
ROYAL CARIBBEAN CRUISES LTD	COM	V7780T 10 3	786,000	52,300	b	1	a(52,300 shares)

Grand Total Table Value(FMV) 6,634,309,000
Grand Total Table Entry 1,382