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INTEL CORP  
Form 13F-HR  
May 15, 2002

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

Form 13F

Form 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: March 31, 2002

Check here if Amendment [ ]; Amendment Number: \_\_\_\_\_

This Amendment (Check only one): [ ] is a restatement  
[ ] adds new holdings entries.

Institutional Investment Manager Filing this Report:

Intel Corporation  
2200 Mission College Boulevard  
Santa Clara, CA 95052-8119

Form 13F File Number: 28-5160

Person Signing this Report on Behalf of Reporting Manager:

Arvind Sodhani, Vice President and Treasurer (408) 765-1240

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ATTENTION--Intentional misstatements or omissions of facts  
constitute Federal Criminal Violations. See 18 U.S.C. 1001 and  
15 U.S.C. 78ff(a)  
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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.

Signature, Place and Date of Signing:

/S/Mike Burns (for Arvind Sodhani) Santa Clara, California  
May 15, 2001  
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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 manager(s).)

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Form 13F SUMMARY PAGE

REPORTING MANAGER: INTEL CORPORATION

Report Summary:

Number of Other Included Managers: -3-  
 Form 13F Information Table Entry Total: 516  
 Form 13F Information Table Value Total: \$3,296,603

\*Confidential Treatment Requested: Confidential information has been omitted from this Form 13F and filed separately with the Commission.

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.

1. MORGAN STANLEY DEAN WITTER & CO., File No: 28-3432
2. HEWLETT PACKARD & CO. INC., File No: 28-2187
3. INTEL PACIFIC, INC., File No: 28-6331

Note: items marked with "\*\*\*" on Information Table reflect shares held in the Intel 64 Fund LLC, with Manager 1's and Manager 2's indirect pro rata interest reported separately. All fund investors participating in this investment (including Manager 1, Manager 2 and the Reporting Person) share investment discretion and voting authority over the combined shares shown as Shared-Other. Manager 1 and Manager 2 have informed the Reporting Person that they are required to file Forms 13F for fund holdings. The remaining fund investors have informed the reporting person that they are not separately required to file reports on Form 13F.

3/31/02

FORM 13F INFORMATION TABLE  
 REPORTING MANAGER: INTEL CORPORATION

ITEM 1: NAME OF ISSUER	ITEM 2: TITLE OF CLASS	ITEM 3: CUSIP NUMBER	ITEM 4: FAIR MARKET VALUE (000)	ITEM 5: SHARES OR PRINCIPAL AMOUNT	ITEM 6: SH INVESTMENT DISCRETION	ITEM 7: MANAGEMENT
ABBOTT LABS	COM	002824100	24,592	467,534	SH SOLE	
ACE LTD	ORD	G0070K103	3,240	77,700	SH SOLE	
A D C TELECOMMUNICATIONS	COM	000886101	967	237,700	SH SOLE	
ADOBE SYS INC	COM	00724F101	2,877	71,400	SH SOLE	

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ADVANCED MICRO DEVICES INC	COM	007903107	1,506	102,358	SH SOLE
AES CORP	COM	00130H105	1,445	160,600	SH SOLE
AETNA INC NEW	COM	00817Y108	1,675	43,145	SH SOLE
AFLAC INC	COM	001055102	4,637	157,200	SH SOLE
AGILENT TECHNOLOGIES INC	COM	00846U101	4,850	138,723	SH SOLE
AIR PRODS & CHEMS INC	COM	009158106	3,538	68,500	SH SOLE
ALBERTO CULVER CO	CL B CONV	013068101	923	17,100	SH SOLE
ALBERTSONS INC	COM	013104104	4,051	122,241	SH SOLE
ALCAN INC	COM	013716105	3,830	96,649	SH SOLE
ALCOA INC	COM	013817101	9,654	255,792	SH SOLE
ALLEGHENY ENERGY INC	COM	017361106	1,559	37,700	SH SOLE
ALLEGHENY TECHNOLOGIES INC	COM	01741R102	400	24,164	SH SOLE
ALLERGAN INC	COM	018490102	2,554	39,500	SH SOLE
ALLIED WASTE INDS INC	COM PAR	019589308	771	59,300	SH SOLE
		\$0.01NEW			
ALLSTATE CORP	COM	020002101	8,108	214,660	SH SOLE
ALLTEL CORP	COM	020039103	5,194	93,500	SH SOLE
ALTERA CORP	COM	021441100	2,537	116,000	SH SOLE
AMBAC FINANCIAL GROUP INC	COM	023139108	1,878	31,800	SH SOLE
AMERADA HESS CORP	COM	023551104	2,119	26,700	SH SOLE
AMEREN CORP	COM	023608102	1,772	41,450	SH SOLE
AMERICAN ELEC PWR INC	COM	025537101	4,472	97,032	SH SOLE
AMERICAN EXPRESS CO	COM	025816109	16,461	401,884	SH SOLE
AMERICAN GREETINGS CORP	CL A	026375105	347	19,145	SH SOLE
AMERICAN INTL GROUP INC	COM	026874107	56,767	786,906	SH SOLE
AMERICAN PWR CONVERSION CORP	COM	029066107	871	58,900	SH SOLE
				173,595	
AMERISOURCEBERGEN CORP	COM	03073E105	2,117	31,000	SH SOLE
AMGEN INC	COM	031162100	18,793	314,900	SH SOLE
AMR CORP	COM	001765106	1,228	46,500	SH SOLE
AMSOUTH BANCORPORATION	COM	032165102	2,413	109,800	SH SOLE
ANADARKO PETE CORP	COM	032511107	4,232	74,976	SH SOLE
ANALOG DEVICES INC	COM	032654105	4,909	109,000	SH SOLE
ANDREW CORP	COM	034425108	410	24,525	SH SOLE
ANHEUSER BUSCH COS INC	COM	035229103	13,901	266,300	SH SOLE
AOL TIME WARNER INC	COM	00184A105	31,531	1,333,246	SH SOLE
AON CORP	COM	037389103	2,838	81,090	SH SOLE
APACHE CORP	COM	037411105	2,351	41,330	SH SOLE
APPLE COMPUTER INC	COM	037833100	2,500	105,600	SH SOLE
APPLERA CORP	COM AP	038020103	1,426	63,800	SH SOLE
		BIO GRP			
APPLIED MATLS INC	COM	038222105	13,345	245,900	SH SOLE
APPLIED MICRO CIRCUITS CORP	COM	03822W109	718	89,800	SH SOLE
ARCHER DANIELS MIDLAND CO	COM	039483102	2,774	199,136	SH SOLE
ASHLAND INC	COM	044204105	947	20,800	SH SOLE
ASIACONTENT COM LTD	SHS CL A	G05354116	404	561,134	SH DEFINED
		NEW			
AT&T CORP	COM	001957109	16,729	1,065,572	SH SOLE
AT&T WIRELESS SVCS INC	COM	00209A106	7,282	813,643	SH SOLE
AUTODESK INC	COM	052769106	770	16,500	SH SOLE
AUTOMATIC DATA PROCESSING IN	COM	053015103	10,821	185,702	SH SOLE
AUTOZONE INC	COM	053332102	2,238	32,500	SH SOLE
AVAYA INC	COM	053499109	638	86,436	SH SOLE
AVERY DENNISON CORP	COM	053611109	2,020	33,100	SH SOLE
AVON PRODS INC	COM	054303102	3,868	71,214	SH SOLE
BAKER HUGHES INC	COM	057224107	3,868	101,130	SH SOLE
BALL CORP	COM	058498106	779	16,500	SH SOLE

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BANK NEW YORK INC	COM	064057102	9,320	221,804	SH SOLE
FAIR MARKET VALUE PAGE TOTAL			197,402		
BANK ONE CORP	COM	06423A103	14,675	351,238	SH SOLE
BARD C R INC	COM	067383109	903	15,300	SH SOLE
BARRICK GOLD CORP	COM	067901108	2,995	161,378	SH SOLE
BAUSCH & LOMB INC	COM	071707103	718	16,100	SH SOLE
BAXTER INTL INC	COM	071813109	10,585	177,840	SH SOLE
BB&T CORP	COM	054937107	5,198	136,400	SH SOLE
BEAR STEARNS COS INC	COM	073902108	1,780	28,361	SH SOLE
BECTON DICKINSON & CO	COM	075887109	2,935	77,800	SH SOLE
BED BATH & BEYOND INC	COM	075896100	2,950	87,400	SH SOLE
BELLSOUTH CORP	COM	079860102	20,839	565,344	SH SOLE
BEMIS INC	COM	081437105	864	15,900	SH SOLE
BEST BUY INC	COM	086516101	5,029	63,500	SH SOLE
BIG LOTS INC	COM	089302103	482	34,300	SH SOLE
BIOGEN INC	COM	090597105	2,188	44,600	SH SOLE
BIOMET INC	COM	090613100	2,197	81,200	SH SOLE
BLACK & DECKER CORP	COM	091797100	1,117	24,000	SH SOLE
BLOCK H & R INC	COM	093671105	2,458	55,300	SH SOLE
BMC SOFTWARE INC	COM	055921100	1,430	73,500	SH SOLE
BOEING CO	COM	097023105	12,172	252,261	SH SOLE
BOISE CASCADE CORP	COM	097383103	636	17,555	SH SOLE
BOSTON SCIENTIFIC CORP	COM	101137107	3,046	121,404	SH SOLE
BRISTOL MYERS SQUIBB CO	COM	110122108	23,597	582,784	SH SOLE
BROADCOM CORP	CL A	111320107	2,836	79,000	SH SOLE
BROWN FORMAN CORP	CL B	115637209	1,499	20,600	SH SOLE
BRUNSWICK CORP	COM	117043109	724	26,500	SH SOLE
BURLINGTON NORTH SANTA FE C	COM	12189T104	3,515	116,473	SH SOLE
BURLINGTON RES INC	COM	122014103	2,425	60,480	SH SOLE
CADENCE DESIGN SYSTEMS, INC.	COM	127387108	557	24,901	SH SOLE
CALPINE CORP	COM	131347106	1,168	92,000	SH SOLE
CAMPBELL SOUP CO	COM	134429109	3,307	123,400	SH SOLE
CAPITAL ONE FINL CORP	COM	14040H105	4,131	64,700	SH SOLE
FAIR MARKET VALUE PAGE TOTAL			138,956		
CARDINAL HEALTH INC	COM	14149Y108	9,623	135,750	SH SOLE
CARNIVAL CORP	COM	143658102	5,766	176,600	SH SOLE
CATERPILLAR INC DEL	COM	149123101	5,875	103,344	SH SOLE
CENDANT CORP	COM	151313103	5,674	295,536	SH SOLE
CENTEX CORP	COM	152312104	950	18,300	SH SOLE
CENTURYTEL INC	COM	156700106	1,445	42,500	SH SOLE
CHARTER ONE FINL INC	COM	160903100	2,116	67,772	SH SOLE
CHEVRONTEXACO CORP	COM	166764100	29,007	321,332	SH SOLE
CHIRON CORP	COM	170040109	2,611	56,900	SH SOLE
CHUBB CORP	COM	171232101	3,734	51,077	SH SOLE
CIENA CORP	COM	171779101	887	98,500	SH SOLE
CIGNA CORP	COM	125509109	4,421	43,600	SH SOLE
CINCINNATI FINL CORP	COM	172062101	2,122	48,600	SH SOLE
CINERGY CORP	COM	172474108	1,712	47,900	SH SOLE
CINTAS CORP	COM	172908105	2,548	51,100	SH SOLE
CIRCUIT CITY STORE INC	CIRCT	172737108	1,131	62,700	SH SOLE
	CITY GRP				
CISCO SYSTEMS, INC.	COM	17275R102	37,973	2,240,001	SH SOLE
CITIGROUP INC	COM	172967101	76,732	1,549,510	SH SOLE
CITIZENS COMMUNICATIONS CO	COM	17453B101	907	84,400	SH SOLE

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CITRIX SYS INC	COM	177376100	976	56,500	SH SOLE
CLEAR CHANNEL COMMUNICATIONS	COM	184502102	9,254	180,000	SH SOLE
CLOROX CO DEL	COM	189054109	3,058	70,100	SH SOLE
CMS ENERGY CORP	COM	125896100	905	40,000	SH SOLE
COCA COLA CO	COM	191216100	39,138	748,904	SH SOLE
COCA COLA ENTERPRISES INC	COM	191219104	2,517	134,000	SH SOLE
COLGATE PALMOLIVE CO	COM	194162103	9,493	166,100	SH SOLE
COMCAST CORP	CL A SPL	200300200	9,050	284,600	SH SOLE
COMERICA INC	COM	200340107	3,358	53,667	SH SOLE
COMPAQ COMPUTER CORP	COM	204493100	5,332	510,200	SH SOLE
COMPUTER ASSOC INTL INC	COM	204912109	3,796	173,425	SH SOLE
COMPUTER SCIENCES CORP	COM	205363104	2,603	51,300	SH SOLE

FAIR MARKET VALUE PAGE TOTAL 284,714

COMPUWARE CORP	COM	205638109	1,446	112,000	SH SOLE
COMVERSE TECHNOLOGY INC	COM	PAR 205862402	707	55,800	SH SOLE
		\$0.10			
CONAGRA FOODS INC	COM	205887102	3,924	161,814	SH SOLE
CONCORD EFS INC	COM	206197105	5,044	151,700	SH SOLE
CONEXANT SYSTEMS INC	COM	207142100	924	76,700	SH SOLE
CONOCO INC	COM	208251504	5,498	188,400	SH SOLE
CONSECO INC	COM	208464107	376	103,845	SH SOLE
CONSOLIDATED EDISON INC	COM	209115104	2,678	63,900	SH SOLE
CONSTELLATION ENGY GRP I	COM	210371100	1,521	49,300	SH SOLE
CONVERGYS CORP	COM	212485106	1,532	51,800	SH SOLE
COOPER INDS INC	COM	216669101	1,183	28,200	SH SOLE
COOPER TIRE & RUBR CO	COM	216831107	474	21,900	SH SOLE
COORS ADOLPH CO	CL B	217016104	735	10,900	SH SOLE
CORNING INC	COM	219350105	2,171	284,900	SH SOLE
COSTCO WHSL CORP NEW	COM	22160K105	5,423	136,200	SH SOLE
COUNTRYWIDE CR INDS INC DEL	COM	222372104	1,647	36,800	SH SOLE
CRANE CO	COM	224399105	489	17,900	SH SOLE
CSX CORP	COM	126408103	2,447	64,200	SH SOLE
CUMMINS INC	COM	231021106	590	12,500	SH SOLE
CVS CORP	COM	126650100	4,041	117,700	SH SOLE
DANA CORP	COM	235811106	960	44,710	SH SOLE
DANAHER CORP DEL	COM	235851102	3,054	43,000	SH SOLE
DARDEN RESTAURANTS INC	COM	237194105	1,425	35,100	SH SOLE
DEERE & CO	COM	244199105	3,220	70,700	SH SOLE
DELL COMPUTER CORP	COM	247025109	20,525	786,100	SH SOLE
DELPHI CORP	COM	247126105	2,697	168,675	SH SOLE
DELTA AIR LINES INC DEL	COM	247361108	1,214	37,100	SH SOLE
DELUXE CORP	COM	248019101	925	20,000	SH SOLE
DEVON ENERGY CORP NEW	COM	25179M103	2,259	46,800	SH SOLE
DILLARDS INC	CL A	254067101	601	25,200	SH SOLE

FAIR MARKET VALUE PAGE TOTAL 79,730

DISNEY WALT CO	COM	254687106	14,172	614,042	SH SOLE
	DISNEY				
DOLLAR GEN CORP	COM	256669102	1,622	99,611	SH SOLE
DOMINION RES INC VA NEW	COM	25746U109	5,160	79,184	SH SOLE
DONNELLEY R R & SONS CO	COM	257867101	1,073	34,500	SH SOLE
DOVER CORP	COM	260003108	2,497	60,900	SH SOLE
DOW CHEM CO	COM	260543103	8,889	271,659	SH SOLE
DOW JONES & CO INC	COM	260561105	1,490	25,600	SH SOLE
DTE ENERGY CO	COM	233331107	2,230	49,000	SH SOLE

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DU PONT E I DE NEMOURS & CO	COM	263534109	14,560	308,794	SH SOLE
DUKE ENERGY CORP	WHEN	264399106	8,837	233,794	SH SOLE
	ISSUED				
DYNEGY INC NEW	CL A	26816Q101	3,062	105,600	SH SOLE
EASTMAN CHEM CO	COM	277432100	1,134	23,246	SH SOLE
EASTMAN KODAK CO	COM	277461109	2,731	87,631	SH SOLE
EATON CORP	COM	278058102	1,692	20,900	SH SOLE
ECOLAB INC	COM	278865100	1,760	38,500	SH SOLE
EDISON INTL	COM	281020107	1,643	98,100	SH SOLE
EL PASO CORP	COM	28336L109	6,767	153,680	SH SOLE
ELECTRONIC DATA SYS NEW	COM	285661104	8,281	142,800	SH SOLE
E M C CORP MASS	COM	268648102	7,954	667,306	SH SOLE
EMERSON ELEC CO	COM	291011104	7,398	128,900	SH SOLE
EMULEX CORPORATION	COM NEW	292475209	3,158	78,016	SH SOLE
ENGELHARD CORP	COM	292845104	1,213	39,100	SH SOLE
ENTERGY CORP NEW	COM	29364G103	2,891	66,600	SH SOLE
EOG RES INC	COM	26875P101	1,411	34,800	SH SOLE
EQUIFAX INC	COM	294429105	1,304	43,600	SH SOLE
EQUITY OFFICE PROPOERTIES TRU	COM	294741103	3,743	124,800	SH SOLE
EQUITY RESIDENTIAL PPTYS TR	SH BEN	29476L107	2,342	81,500	SH SOLE
	INT				
EXELON CORP	COM	30161N101	5,116	96,587	SH SOLE
EXXON MOBIL CORP	COM	30231G102	90,304	2,060,318	SH SOLE
FAMILY DLR STORES INC	COM	307000109	1,739	51,900	SH SOLE
FEDERAL NATL MTG ASSN	COM	313586109	24,036	300,900	SH SOLE

FAIR MARKET VALUE PAGE TOTAL

240,209

FEDERATED DEPT STORES INC DE	COM	31410H101	2,369	58,002	SH SOLE
FEDEX CORP	COM	31428X106	5,214	89,740	SH SOLE
FIFTH THIRD BANCORP	COM	316773100	11,740	173,973	SH SOLE
FIRST DATA CORP	COM	319963104	10,025	114,900	SH SOLE
FIRSTENERGY CORP	COM	337932107	3,098	89,600	SH SOLE
FISERV INC	COM	337738108	2,594	56,400	SH SOLE
FLEETBOSTON FINL CORP	COM	339030108	11,015	314,721	SH SOLE
FLUOR CORP NEW	COM	343412102	983	24,100	SH SOLE
FORD MTR CO DEL	COM PAR	345370860	8,994	545,443	SH SOLE
	\$0.01				
FOREST LABS INC CL A	CL A	345838106	4,379	53,600	SH SOLE
FORTUNE BRANDS INC	COM	349631101	2,211	44,776	SH SOLE
FPL GROUP INC	COM	302571104	3,152	52,935	SH SOLE
FRANKLIN RES INC	COM	354613101	3,291	78,500	SH SOLE
FEDERAL HOME LN MTG CORP	COM	313400301	13,272	209,432	SH SOLE
FREEMPORT-MCMORAN COPPER & GO	CL B	35671D857	764	43,380	SH SOLE
GANNETT INC	COM	364730101	6,065	79,700	SH SOLE
GAP INC DEL	COM	364760108	3,907	259,774	SH SOLE
GATEWAY INC	COM	367626108	616	97,500	SH SOLE
GENERAL DYNAMICS CORP	COM	369550108	5,712	60,800	SH SOLE
GENERAL ELEC CO	COM	369604103	111,975	2,989,980	SH SOLE
GENERAL MLS INC	COM	370334104	5,364	109,800	SH SOLE
GENERAL MTRS CORP	COM	370442105	10,118	167,370	SH SOLE
GENUINE PARTS CO	COM	372460105	1,918	52,150	SH SOLE
GENZYME CORP	COM GENL	372917104	2,791	63,900	SH SOLE
	DIV				
GEORGIA PAC CORP	COM	373298108	2,073	69,206	SH SOLE
GILLETTE CO	COM	375766102	10,808	317,800	SH SOLE
GOLDEN WEST FINL CORP DEL	COM	381317106	3,016	47,500	SH SOLE
GOODRICH CORP	COM	382388106	971	30,700	SH SOLE
GOODYEAR TIRE & RUBR CO	COM	382550101	1,255	49,100	SH SOLE
GRAINGER W W INC	COM	384802104	1,580	28,100	SH SOLE

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GREAT LAKES CHEM CORP	COM	390568103	425	15,100	SH SOLE
FAIR MARKET VALUE PAGE TOTAL			251,695		

GUIDANT CORP	COM	401698105	3,972	91,700	SH SOLE
HALLIBURTON CO	COM	406216101	2,206	129,250	SH SOLE
HANCOCK JOHN FINL SVCS INC	COM	41014S106	3,437	90,000	SH SOLE
HARLEY DAVIDSON INC	COM	412822108	5,028	91,200	SH SOLE
HARRAHS ENTMT INC	COM	413619107	1,494	33,750	SH SOLE
HARTFORD FINL SVCS GROUP INC	COM	416515104	5,030	73,836	SH SOLE
HASBRO INC	COM	418056107	822	51,950	SH SOLE
HCA INC	COM	404119109	6,835	155,050	SH SOLE
HEALTH MGMT ASSOC INC NEW	CL A	421933102	1,530	73,800	SH SOLE
HEALTHSOUTH CORP	COM	421924101	1,696	118,200	SH SOLE
HEINZ H J CO	COM	423074103	4,374	105,400	SH SOLE
HERCULES INC	COM	427056106	435	32,704	SH SOLE
HERSHEY FOODS CORP	COM	427866108	2,796	40,800	SH SOLE
HEWLETT PACKARD CO	COM	428236103	10,482	584,276	SH SOLE
HILTON HOTELS CORP	COM	432848109	1,590	111,200	SH SOLE
HOME DEPOT INC	COM	437076102	34,307	705,750	SH SOLE
HONEYWELL INTL INC	COM	438516106	9,374	244,944	SH SOLE
HOUSEHOLD INTL INC	COM	441815107	7,830	137,848	SH SOLE
HUMANA INC	COM	444859102	687	50,800	SH SOLE
HUNTINGTON BANCSHARES INC	COM	446150104	1,492	75,722	SH SOLE
INTERNATIONAL BUSINESS MACHS	COM	459200101	53,955	518,796	SH SOLE
ILLINOIS TOOL WKS INC	COM	452308109	6,634	91,700	SH SOLE
IMMUNEX CORP NEW	COM	452528102	4,963	164,000	SH SOLE
IMS HEALTH INC	COM	449934108	1,998	89,000	SH SOLE
INCO LTD	COM	453258402	1,073	54,842	SH SOLE
INGERSOLL-RAND PANY LTD	CL A	G4776G101	2,529	50,550	SH SOLE
INTEL CORP	COM	458140100	55,281	1,817,871	SH SOLE
INTERACTIVE INTELLIGENCE, INC	COM	45839M103	2,466	450,000	SH DEFINED
INTERNATIONAL GAME TECHNOLOG	COM	459902102	1,651	26,500	SH SOLE
INTL PAPER CO	COM	460146103	6,244	145,165	SH SOLE
INTERPUBLIC GROUP COS INC	COM	460690100	3,901	113,800	SH SOLE

FAIR MARKET VALUE PAGE TOTAL	246,112
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INTERNATIONAL FLAVORS&FRAGRA	COM	459506101	998	28,543	SH SOLE
INTUIT	COM	461202103	2,447	63,800	SH SOLE
ITT INDS INC IND	COM	450911102	1,682	26,685	SH SOLE
J P MORGAN CHASE & CO	COM	46625H100	21,182	594,177	SH SOLE
JABIL CIRCUIT INC	COM	466313103	1,398	59,400	SH SOLE
PENNY J C INC	COM	708160106	1,646	79,478	SH SOLE
JDS UNIPHASE CORP	COM	46612J101	2,355	399,900	SH SOLE
JEFFERSON PILOT CORP	COM	475070108	2,269	45,312	SH SOLE
JOHNSON & JOHNSON	COM	478160104	60,000	923,780	SH SOLE
JOHNSON CTLS INC	COM	478366107	2,314	26,200	SH SOLE
JONES APPAREL GROUP INC	COM	480074103	1,321	37,800	SH SOLE
KB HOME	COM	48666K109	659	15,174	SH SOLE
KELLOGG CO	COM	487836108	4,112	122,478	SH SOLE
KERR MCGEE CORP	COM	492386107	1,896	30,167	SH SOLE
KEYCORP NEW	COM	493267108	3,400	127,582	SH SOLE
KEYSPAN CORP	COM	49337W100	1,525	41,900	SH SOLE
KIMBERLY CLARK CORP	COM	494368103	10,221	158,100	SH SOLE
KINDER MORGAN INC KANS	COM	49455P101	1,627	33,600	SH SOLE
KING PHARMACEUTICALS INC	COM	495582108	2,590	73,966	SH SOLE
KLA-TENCOR CORP	COM	482480100	3,711	55,800	SH SOLE

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KNIGHT RIDDER INC	COM	499040103	1,745	25,400	SH SOLE
KOHL'S CORP	COM	500255104	7,179	100,900	SH SOLE
KROGER CO	COM	501044101	5,363	242,000	SH SOLE
LEGGETT & PLATT INC	COM	524660107	1,468	59,200	SH SOLE
LEHMAN BROS HLDGS INC	COM	524908100	4,635	71,700	SH SOLE
LEXMARK INTL NEW	CL A	529771107	2,236	39,100	SH SOLE
LILLY ELI & CO	COM	532457108	25,799	338,570	SH SOLE
LIMITED INC	COM	532716107	2,310	129,066	SH SOLE
LINCOLN NATL CORP IND	COM	534187109	2,892	57,000	SH SOLE
LINEAR TECHNOLOGY CORP	COM	535678106	4,214	95,300	SH SOLE
LIZ CLAIBORNE INC	COM	539320101	899	31,700	SH SOLE

FAIR MARKET VALUE PAGE TOTAL

186,093

LOCKHEED MARTIN CORP	COM	539830109	7,638	132,644	SH SOLE
LOEWS CORP	COM	540424108	3,380	57,700	SH SOLE
LOGICVISION INC	COM	54140W107	3,651	341,176	SH SOLE
LOUISIANA PAC CORP	COM	546347105	338	31,500	SH SOLE
LOWES COS INC	COM	548661107	10,142	233,200	SH SOLE
LSI LOGIC CORP	COM	502161102	1,878	110,480	SH SOLE
LUCENT TECHNOLOGIES INC	COM	549463107	4,864	1,028,246	SH SOLE
MAGMA DESIGN AUTOMATION	COM	559181102	21,169	710,627	SH SOLE
MANOR CARE INC NEW	COM	564055101	718	30,800	SH SOLE
MARATHON OIL CORP	COM	565849106	2,684	93,200	SH SOLE
MARRIOTT INTL INC NEW	CL A	571903202	3,260	72,534	SH SOLE
MARSH & MCLENNAN COS INC	COM	571748102	9,333	82,779	SH SOLE
MARSHALL & ILSLEY CORP	COM	571834100	1,967	31,600	SH SOLE
MASCO CORP	COM	574599106	3,794	138,200	SH SOLE
MATTEL INC	COM	577081102	2,710	130,016	SH SOLE
MAXIM INTEGRATED PRODS INC	COM	57772K101	5,421	97,300	SH SOLE
MAY DEPT STORES CO	COM	577778103	3,140	90,100	SH SOLE
MAYTAG CORP	COM	578592107	1,021	23,073	SH SOLE
MBIA INC	COM	55262C100	2,442	44,650	SH SOLE
MBNA CORP	COM	55262L100	9,898	256,630	SH SOLE
MCDERMOTT INTL INC	COM	580037109	289	18,600	SH SOLE
MCDONALDS CORP	COM	580135101	10,743	387,128	SH SOLE
MCGRAW HILL COS INC	COM	580645109	3,973	58,216	SH SOLE
MCKESSON CORP	COM	58155Q103	3,224	86,138	SH SOLE
MEADWESTVACO CORP	COM	583334107	1,980	59,724	SH SOLE
MEDIMMUNE INC	COM	584699102	2,930	74,500	SH SOLE
MEDTRONIC INC	COM	585055106	16,484	364,612	SH SOLE
MELLON FINL CORP	COM	58551A108	5,436	140,860	SH SOLE
MERCK & CO INC	COM	589331107	39,446	685,058	SH SOLE
MERCURY INTERACTIVE CORP	COM	589405109	937	24,900	SH SOLE
MEREDITH CORP	COM	589433101	633	14,900	SH SOLE

FAIR MARKET VALUE PAGE TOTAL

185,523

MERRILL LYNCH & CO INC	COM	590188108	14,116	254,888	SH SOLE
METLIFE INC	COM	59156R108	6,876	218,300	SH SOLE
MGIC INVT CORP WIS	COM	552848103	2,210	32,300	SH SOLE
MICRON TECHNOLOGY INC	COM	595112103	5,938	180,500	SH SOLE
MICROSOFT CORP	COM	594918104	97,829	1,622,100	SH SOLE
MILLIPORE CORP	COM	601073109	633	14,300	SH SOLE
MINNESOTA MNG & MFG CO	COM	604059105	13,583	118,100	SH SOLE
MIRANT CORP	COM	604675108	1,744	120,682	SH SOLE
MOLEX INC	COM	608554101	2,042	58,900	SH SOLE
MOODYS CORP	COM	615369105	1,932	47,000	SH SOLE



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MORGAN STANLEY DEAN WITTER&C	COM NEW	617446448	18,927	330,258	SH SOLE
MOTOROLA INC	COM	620076109	9,518	670,305	SH SOLE
NABORS INDS INC	COM	629568106	1,796	42,500	SH SOLE
NATIONAL CITY CORP	COM	635405103	5,614	182,526	SH SOLE
NATIONAL SEMICONDUCTOR CORP	COM	637640103	1,782	52,900	SH SOLE
NAVISTAR INTL CORP NEW	COM	63934E108	791	17,860	SH SOLE
NCR CORP NEW	COM	62886E108	1,307	29,200	SH SOLE
NETWORK APPLIANCE INC	COM	64120L104	2,032	99,700	SH SOLE
NEW YORK TIMES CO	CL A	650111107	2,187	45,700	SH SOLE
NEWELL RUBBERMAID INC	COM	651229106	2,567	80,306	SH SOLE
NEWMONT MINING CORP	COM	651639106	3,254	117,514	SH SOLE
NEXTEL COMMUNICATIONS INC	CL A	65332V103	1,293	240,400	SH SOLE
NICOR INC	COM	654086107	615	13,500	SH SOLE
NIKE INC	CL B	654106103	4,855	80,900	SH SOLE
NISOURCE INC	COM	65473P105	1,430	62,300	SH SOLE
NOBLE DRILLING CORP	COM	655042109	1,647	39,800	SH SOLE
NORDSTROM INC	COM	655664100	992	40,500	SH SOLE
NORFOLK SOUTHN CORP	COM	655844108	2,780	116,124	SH SOLE
NORTEL NETWORKS CORP NEW	COM	656568102	4,329	964,036	SH SOLE
NORTHERN TR CORP	COM	665859104	4,021	66,900	SH SOLE
NORTHROP GRUMMAN CORP	COM	666807102	3,766	33,309	SH SOLE

FAIR MARKET VALUE PAGE TOTAL

222,406

NOVELL INC	COM	670006105	424	108,995	SH SOLE
NOVELLUS SYS INC	COM	670008101	2,333	43,100	SH SOLE
NUCOR CORP	COM	670346105	1,510	23,500	SH SOLE
NVIDIA CORP	COM	67066G104	1,934	43,600	SH SOLE
OCCIDENTAL PETE CORP DEL	COM	674599105	3,279	112,500	SH SOLE
OFFICE DEPOT INC	COM	676220106	1,834	92,400	SH SOLE
OMNICOM GROUP INC	COM	681919106	5,277	55,900	SH SOLE
ORACLE CORP	COM	68389X105	21,440	1,674,984	SH SOLE
PACCAR INC	COM	693718108	1,691	23,100	SH SOLE
PACTIV CORP	COM	695257105	960	47,930	SH SOLE
PALL CORP	COM	696429307	754	36,800	SH SOLE
PALM INC	COM	696642107	683	171,067	SH SOLE
PARAMETRIC TECHNOLOGY CORP	COM	699173100	478	79,100	SH SOLE
PARKER HANNIFIN CORP	COM	701094104	1,764	35,350	SH SOLE
PAYCHEX INC	COM	704326107	4,477	112,775	SH SOLE
PEOPLES ENERGY CORP ILL	COM	711030106	419	10,649	SH SOLE
PEOPLESOFT INC	COM	712713106	3,332	91,200	SH SOLE
PEPSI BOTTLING GROUP INC	COM	713409100	2,212	85,500	SH SOLE
PEPSICO INC	COM	713448108	27,135	526,902	SH SOLE
PEREGRINE SYSTEMS INC	COM	71366Q101	128	13,510	SH SOLE
PEREGRINE SYSTEMS INC	COM	71366Q101	66	6,942	SH OTHER
PEREGRINE SYSTEMS INC	COM	71366Q101	7	837	SH OTHER
PEREGRINE SYSTEMS INC	COM	71366Q101	174	18,278	SH OTHER*
PERKINELMER INC	COM	714046109	686	37,096	SH SOLE
PFIZER INC	COM	717081103	75,246	1,893,470	SH SOLE
PG&E CORP	COM	69331C108	2,747	116,598	SH SOLE
PHARMACIA CORP	COM	71713U102	17,506	388,329	SH SOLE
PHELPS DODGE CORP	COM	717265102	994	23,618	SH SOLE
PHILIP MORRIS COS INC	COM	718154107	34,368	652,509	SH SOLE
PHILLIPS PETE CO	COM	718507106	7,208	114,780	SH SOLE
PINNACLE SYS INC	COM	723481107	164	20,749	SH SOLE

FAIR MARKET VALUE PAGE TOTAL

221,230

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PINNACLE WEST CAP CORP	COM	723484101	1,156	25,500	SH SOLE
PITNEY BOWES INC	COM	724479100	3,142	73,400	SH SOLE
PLACER DOME INC	COM	725906101	1,212	98,900	SH SOLE
PLUM CREEK TIMBER CO INC	COM	729251108	1,634	55,000	SH SOLE
PMC-SIERRA INC	COM	69344F106	809	49,700	SH SOLE
PNC FINL SVCS GROUP INC	COM	693475105	5,257	85,500	SH SOLE
POLYCOM INC	COM	73172K104	7,577	210,777	SH DEFINED
POWER-ONE INC	COM	739308104	195	23,800	SH SOLE
PPL CORP	COM	69351T106	1,747	44,100	SH SOLE
PRAXAIR INC	COM	74005P104	2,893	48,378	SH SOLE
PRICE T ROWE GROUP INC	COM	74144T108	1,444	37,100	SH SOLE
PROCTER & GAMBLE CO	COM	742718109	35,152	390,190	SH SOLE
PROGRESS ENERGY INC	COM	743263105	3,296	65,876	SH SOLE
PROGRESSIVE CORP OHIO	COM	743315103	3,682	22,100	SH SOLE
PROVIDIAN FINL CORP	COM	74406A102	646	85,600	SH SOLE
PUBLIC SVC ENTERPRISE GROUP	COM	744573106	2,860	62,444	SH SOLE
PULTE HOMES INC	COM	745867101	852	17,800	SH SOLE
QLOGIC CORP	COM	747277101	1,382	27,900	SH SOLE
QUALCOMM INC	COM	747525103	8,665	230,200	SH SOLE
QUINTILES TRANSNATIONAL CORP	COM	748767100	639	36,000	SH SOLE
QWEST COMMUNICATIONS INTL IN	COM	749121109	4,122	501,487	SH SOLE
RADIOSHACK CORP	COM	750438103	1,619	53,900	SH SOLE
RADISYS CORP	COM	750459109	23,000	1,150,030	SH SOLE
RATIONAL SOFTWARE CORP	COM NEW	75409P202	920	58,100	SH SOLE
RAYTHEON CO	COM NEW	755111507	4,834	117,756	SH SOLE
REEBOK INTL LTD	COM	758110100	481	17,800	SH SOLE
REGIONS FINL CORP	COM	758940100	2,353	68,500	SH SOLE
RELIANT ENERGY INC	COM	75952J108	2,315	89,745	SH SOLE
ROBERT HALF INTL INC	COM	770323103	1,559	52,800	SH SOLE
ROCKWELL AUTOMATION INC	COM	773903109	1,111	55,400	SH SOLE

FAIR MARKET VALUE PAGE TOTAL

126,554

ROCKWELL COLLINS INC	COM	774341101	1,395	55,300	SH SOLE
ROHM & HAAS CO	COM	775371107	2,807	66,405	SH SOLE
ROWAN COS INC	COM	779382100	650	28,200	SH SOLE
ROYAL DUTCH PETE CO N Y	NY REG	780257804	34,750	639,720	SH SOLE
	GLD1.25				
RYDER SYS INC	COM	783549108	538	18,200	SH SOLE
SABRE HLDGS CORP	CL A	785905100	1,876	40,163	SH SOLE
SAFECO CORP	COM	786429100	1,234	38,500	SH SOLE
SAFEWAY INC	COM NEW	786514208	6,803	151,100	SH SOLE
SANMINA SCI CORP	COM	800907107	1,844	156,900	SH SOLE
SAPIENT CORP	COM	803062108	181	38,000	SH SOLE
SARA LEE CORP	COM	803111103	4,899	236,000	SH SOLE
SBC COMMUNICATIONS INC	COM	78387G103	37,906	1,012,456	SH SOLE
SCHERING PLOUGH CORP	COM	806605101	13,801	440,940	SH SOLE
SCHLUMBERGER LTD	COM	806857108	10,199	173,400	SH SOLE
SCHWAB CHARLES CORP NEW	COM	808513105	5,388	411,650	SH SOLE
SCIENTIFIC ATLANTA INC	COM	808655104	1,086	47,000	SH SOLE
SEALED AIR CORP NEW	COM	81211K100	1,189	25,262	SH SOLE
SEARS ROEBUCK & CO	COM	812387108	4,983	97,200	SH SOLE
SEMPRA ENERGY	COM	816851109	1,569	62,372	SH SOLE
SHERWIN WILLIAMS CO	COM	824348106	1,324	46,500	SH SOLE
SIEBEL SYS INC	COM	826170102	4,539	139,200	SH SOLE
SIGMA ALDRICH CORP	COM	826552101	1,038	22,100	SH SOLE
SIGNALSOFT CORP	COM	82668M102	595	343,757	SH SOLE
SNAP ON INC	COM	833034101	596	17,500	SH SOLE
SOLECTRON CORP	COM	834182107	1,928	247,200	SH SOLE

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SOUTHERN CO	COM	842587107	5,547	209,400	SH SOLE
SOUTHTRUST CORP	COM	844730101	2,724	103,200	SH SOLE
SOUTHWEST AIRLS CO	COM	844741108	4,460	230,514	SH SOLE
SPEECHWORKS INTL INC	COM	84764M101	880	76,617	SH DEFINED
SPRINT CORP	COM	FON 852061100	4,085	267,196	SH SOLE
	GROUP				
SPRINT CORP	PCS	COM 852061506	3,055	296,848	SH SOLE
	SER 1				

FAIR MARKET VALUE PAGE TOTAL 163,869

ST JUDE MED INC	COM	790849103	2,020	26,188	SH SOLE
ST PAUL COS INC	COM	792860108	2,863	62,446	SH SOLE
STANDARD MICROSYSTEMS CORP	COM	853626109	25,327	1,542,506	SH SOLE
STANLEY WKS	COM	854616109	1,190	25,740	SH SOLE
STAPLES INC	COM	855030102	2,777	139,050	SH SOLE
STARBUCKS CORP	COM	855244109	2,658	114,900	SH SOLE
STARWOOD HOTELS&RESORTS WRLD	PAIRED	85590A203	2,242	59,600	SH SOLE

CTF

STATE STR CORP	COM	857477103	5,427	98,000	SH SOLE
STILWELL FINL INC	COM	860831106	1,631	66,600	SH SOLE
STRYKER CORP	COM	863667101	3,578	59,300	SH SOLE
SUN MICROSYSTEMS INC	COM	866810104	8,612	976,364	SH SOLE
SUNOCO INC	COM	86764P109	946	23,645	SH SOLE
SUNTRUST BKS INC	COM	867914103	5,809	87,050	SH SOLE
SUPERVALU INC	COM	868536103	1,035	40,100	SH SOLE
SYMBOL TECHNOLOGIES INC	COM	871508107	51,799	3,248,001	SH SOLE
SYNOVUS FINL CORP	COM	87161C105	2,673	87,700	SH SOLE
SYSCO CORP	COM	871829107	5,985	200,700	SH SOLE
TARGET CORP	COM	87612E106	11,724	271,900	SH SOLE
TECO ENERGY INC	COM	872375100	1,202	42,000	SH SOLE
TEKTRONIX INC	COM	879131100	656	27,734	SH SOLE
TELLABS INC	COM	879664100	1,292	123,400	SH SOLE
TEMPLE INLAND INC	COM	879868107	845	14,900	SH SOLE
TENET HEALTHCARE CORP	COM	88033G100	6,572	98,057	SH SOLE
TERADYNE INC	COM	880770102	2,149	54,500	SH SOLE
TEXAS INSTRS INC	COM	882508104	20,088	620,114	SH SOLE
TEXTRON INC	COM	883203101	2,177	42,600	SH SOLE
SHARPER IMAGE CORP	COM	820013100	322	18,749	SH SOLE
THERMO ELECTRON CORP	COM	883556102	1,111	53,600	SH SOLE
THOMAS & BETTS CORP	COM	884315102	370	17,500	SH SOLE
TIFFANY & CO NEW	COM	886547108	1,564	44,000	SH SOLE
TJX COS INC NEW	COM	872540109	3,289	82,200	SH SOLE

FAIR MARKET VALUE PAGE TOTAL 179,933

TMP WORLDWIDE INC	COM	872941109	1,148	33,300	SH SOLE
TORCHMARK CORP	COM	891027104	1,507	37,400	SH SOLE
TOYS R US INC	COM	892335100	1,074	59,800	SH SOLE
TRANSOCEAN SEDCO FOREX INC	ORD	G90078109	3,193	96,086	SH SOLE
TRIBUNE CO NEW	COM	896047107	4,077	89,673	SH SOLE
TRICON GLOBAL RESTAURANTS	COM	895953107	2,582	43,932	SH SOLE
TRW INC	COM	872649108	1,956	38,000	SH SOLE
TUPPERWARE CORP	COM	899896104	399	17,550	SH SOLE
TXU CORP	COM	873168108	4,351	79,817	SH SOLE
TYCO INTL LTD NEW	COM	902124106	19,420	600,865	SH SOLE
UNILEVER N V NEW YORK	N Y SHS	904784709	9,777	172,139	SH SOLE

NEW

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UNION PAC CORP	COM	907818108	4,648	74,800	SH SOLE
UNION PLANTERS CORP	COM	908068109	1,962	41,400	SH SOLE
UNISYS CORP	COM	909214108	1,214	96,100	SH SOLE
UNITEDHEALTH GROUP INC	COM	91324P102	7,176	93,896	SH SOLE
UNITED STATES STL CORP NEW	COM	912909108	488	26,900	SH SOLE
UNITED TECHNOLOGIES CORP	COM	913017109	10,470	141,100	SH SOLE
UNIVISION COMMUNICATIONS INC	CL A	914906102	2,659	63,300	SH SOLE
UNOCAL CORP	COM	915289102	2,863	73,500	SH SOLE
UNUMPROVIDENT CORP	COM	91529Y106	2,038	72,976	SH SOLE
US AIRWAYS GROUP INC	COM	911905107	133	20,600	SH SOLE
US BANCORP DEL	COM DEL	902973304	13,262	587,579	SH SOLE
USA ED INC	COM	90390U102	4,626	47,300	SH SOLE
UST INC	COM	902911106	1,938	49,793	SH SOLE
V F CORP	COM	918204108	1,449	33,500	SH SOLE
VERITAS SOFTWARE CO	COM	923436109	5,289	120,680	SH SOLE
VERIZON MUNIICATIONS	COM	92343V104	37,356	817,503	SH SOLE
VIACOM INC	CL B	925524308	25,833	534,070	SH SOLE
VISTEON CORP	COM	92839U107	649	39,208	SH SOLE
VITESSE SEMICONDUCTOR CORP	COM	928497106	563	57,400	SH SOLE
VULCAN MATLS CO	COM	929160109	1,450	30,500	SH SOLE

FAIR MARKET VALUE PAGE TOTAL

175,550

WACHOVIA CORP 2ND NEW	COM	929903102	15,199	409,906	SH SOLE
WAL MART STORES INC	COM	931142103	82,281	1,342,466	SH SOLE
WALGREEN CO	COM	931422109	12,039	307,200	SH SOLE
WASHINGTON MUTUAL INC	COM	939322103	9,609	290,034	SH SOLE
WASTE MGMT INC DEL	COM	94106L109	5,152	189,071	SH SOLE
WATERS CORP	COM	941848103	1,102	39,400	SH SOLE
WATSON PHARMACEUTICALS INC	COM	942683103	867	32,000	SH SOLE
WELLPOINT HEALTH NETWORK NEW	COM	94973H108	2,776	43,600	SH SOLE
WELLS FARGO & CO NEW	COM	949746101	25,222	510,574	SH SOLE
WENDYS INTL INC	COM	950590109	1,101	31,485	SH SOLE
WEYERHAEUSER CO	COM	962166104	4,090	65,070	SH SOLE
WHIRLPOOL CORP	COM	963320106	1,519	20,100	SH SOLE
WILLIAMS COS INC DEL	COM	969457100	3,656	155,192	SH SOLE
WINN DIXIE STORES INC	COM	974280109	680	42,400	SH SOLE
WORLDCOM INC GA NEW	WRLDCOM	98157D106	5,987	888,268	SH SOLE
	GP COM				
WORTHINGTON INDS INC	COM	981811102	395	25,700	SH SOLE
WRIGLEY WM JR CO	COM	982526105	3,614	67,800	SH SOLE
WYETH	COM	983024100	26,079	397,236	SH SOLE
XCEL ENERGY INC	COM	98389B100	2,789	110,005	SH SOLE
XEROX CORP	COM	984121103	2,331	216,800	SH SOLE
XILINX INC	COM	983919101	6,026	149,788	SH SOLE
XL CAP LTD	CL A	G98255105	3,725	39,900	SH SOLE
YAHOO INC	COM	984332106	3,169	171,600	SH SOLE
ZIMMER HLDGS INC	COM	98956P102	1,988	58,388	SH SOLE
ZIONS BANCORPORATION	COM	989701107	1,636	27,600	SH SOLE

FAIR MARKET VALUE PAGE TOTAL

223,032

FAIR MARKET VALUE REPORT TOTAL:

3,296,603