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INTEL CORP
Form 13F-HR/A
May 24, 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: December 31,
1999.

Check here if Amendment [X]; Amendment Number: 2
This Amendment (Check only one): [X] 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

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

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/Douglas M. Lusk Santa Clara, California May 23, 2002
(for Arvind Sodhani)

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: -2-

Form 13F Information Table Entry Total: 579

Form 13F Information Table Value Total: \$8,728,618

*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

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 SH/ AMOUNT PRN | ITEM 6: INVESTMENT DISCRETION | ITEM 7: MANAGER |
|----------------------------|------------------------------|----------------------------|---|--|-------------------------------------|--------------------|
| 3COM CORP | COM | 885535104 | 3,803 | 80,900 SH | SOLE | |
| 3DLABS INC, LTD | ORD | G8846W103 | 8,782 | 218,163 SH | SOLE | |
| ABBOTT LABS | COM | 002824100 | 12,497 | 344,134 SH | SOLE | |
| ACTIVE SOFTWARE INC | COM | 00504E100 | 70,879 | 735,294 SH | SOLE | |
| ADAPTEC INC | COM | 00651F108 | 1,168 | 23,400 SH | SOLE | |
| ADC TELECOMMUNICATIONS INC | COM | 000886101 | 2,445 | 33,700 SH | SOLE | |
| ADOBE SYS INC | COM | 00724F101 | 1,856 | 27,600 SH | SOLE | |
| ADVANCED MICRO DEVICES INC | COM | 007903107 | 963 | 33,279 SH | SOLE | |
| AES CORP | COM | 00130H105 | 3,483 | 46,600 SH | SOLE | |
| AETNA INC | COM | 008117103 | 1,889 | 33,845 SH | SOLE | |
| AFLAC INC | COM | 001055102 | 2,840 | 60,200 SH | SOLE | |
| AGENCY.COM LTD | COM | 008447104 | 7,650 | 150,000 SH | SOLE | |

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|----------------------------|-----------|-----------|-------|---------|----|------|
| AIR PRODS & CHEMS INC | COM | 009158106 | 1,744 | 51,900 | SH | SOLE |
| ALBERTO CULVER CO | CL B CONV | 013068101 | 325 | 12,600 | SH | SOLE |
| ALBERTSONS INC | COM | 013104104 | 3,068 | 95,141 | SH | SOLE |
| ALCAN ALUMINIUM LTD NEW | COM | 013716105 | 2,120 | 51,249 | SH | SOLE |
| ALCOA INC | COM | 013817101 | 6,880 | 82,900 | SH | SOLE |
| ALLEGHENY TECHNOLOGIES INC | COM | 01741R102 | 482 | 21,464 | SH | SOLE |
| ALLERGAN INC | COM | 018490102 | 1,483 | 29,800 | SH | SOLE |
| ALLIED WASTE INDS INC | COM | 019589308 | 377 | 42,700 | SH | SOLE |
| | PAR\$.01 | | | | | |
| | NEW | | | | | |
| ALLSTATE CORP | COM | 020002101 | 4,345 | 180,560 | SH | SOLE |
| ALLTEL CORP | COM | 020039103 | 5,714 | 69,100 | SH | SOLE |
| ALZA CORP DEL | COM | 022615108 | 797 | 23,000 | SH | SOLE |
| FAIR MARKET VALUE TOTAL: | | | | 145,590 | | |

* Confidential Treatment Requested

| | | | | | | |
|-------------------------------|-----------|-----------|---------|-----------|----|------|
| AMERADA HESS CORP | COM | 023551104 | 1,163 | 20,500 | SH | SOLE |
| AMEREN CORP | COM | 023608102 | 1,013 | 30,950 | SH | SOLE |
| AMERICA ONLINE INC DEL | COM | 02364J104 | 39,034 | 514,448 | SH | SOLE |
| AMERICAN ELEC PWR INC | COM | 025537101 | 1,407 | 43,800 | SH | SOLE |
| AMERICAN EXPRESS CO | COM | 025816109 | 16,896 | 101,628 | SH | SOLE |
| AMERICAN GENERAL CORP | COM | 026351106 | 4,267 | 56,238 | SH | SOLE |
| AMERICAN GREETINGS CORP | CL A | 026375105 | 360 | 15,245 | SH | SOLE |
| AMERICAN HOME PRODS CORP | COM | 026609107 | 11,596 | 295,436 | SH | SOLE |
| AMERICAN INTL GROUP INC | COM | 026874107 | 37,867 | 350,213 | SH | SOLE |
| AMGEN INC | COM | 031162100 | 13,856 | 230,700 | SH | SOLE |
| AMR CORP | COM | 001765106 | 2,285 | 34,100 | SH | SOLE |
| AMSOUTH BANCORPORATION | COM | 032165102 | 1,719 | 89,000 | SH | SOLE |
| ANADARKO PETE CORP | COM | 032511107 | 982 | 28,800 | SH | SOLE |
| ANALOG DEVICES INC | COM | 032654105 | 3,636 | 39,100 | SH | SOLE |
| ANCOR COMMUNICATIONS INC | COM | 03332K108 | 19,005 | 280,000 | SH | SOLE |
| ANDREW CORP | COM | 034425108 | 351 | 18,525 | SH | SOLE |
| ANHEUSER BUSCH COS INC | COM | 035229103 | 7,491 | 105,700 | SH | SOLE |
| AON CORP | COM | 037389103 | 2,319 | 57,990 | SH | SOLE |
| APACHE CORP | COM | 037411105 | 953 | 25,800 | SH | SOLE |
| APPLE COMPUTER INC | COM | 037833100 | 3,742 | 36,400 | SH | SOLE |
| APPLIED MATLS INC | COM | 038222105 | 12,665 | 99,972 | SH | SOLE |
| ARCHER DANIELS MIDLAND CO | COM | 039483102 | 1,694 | 139,740 | SH | SOLE |
| ARIBA INC | COM | 04033V104 | 268,750 | 1,515,152 | SH | SOLE |
| ARMSTRONG WORLD INDS INC | COM | 042476101 | 300 | 9,000 | SH | SOLE |
| ASHLAND INC | COM | 044204105 | 537 | 16,300 | SH | SOLE |
| ASSOCIATES FIRST CAP CORP | CL A | 046008108 | 4,517 | 164,646 | SH | SOLE |
| AT HOME CORP | COM SER A | 045919107 | 26,055 | 280,000 | SH | SOLE |
| AT&T CORP | COM | 001957109 | 36,730 | 722,867 | SH | SOLE |
| ATLANTIC RICHFIELD CO | COM | 048825103 | 6,306 | 72,900 | SH | SOLE |
| AUDIBLE INC | COM | 05069A104 | 14,456 | 918,750 | SH | SOLE |
| AUTODESK INC | COM | 052769106 | 7,633 | 226,150 | SH | SOLE |
| AUTOMATIC DATA PROCESSING INC | COM | 053015103 | 7,537 | 139,902 | SH | SOLE |
| AUTOZONE INC | COM | 053332102 | 1,089 | 33,700 | SH | SOLE |
| FAIR MARKET VALUE TOTAL: | | | | 558,212 | | |

| | | | | | | |
|--------------------------|-----|-----------|--------|---------|----|------|
| AVERY DENNISON CORP | COM | 053611109 | 1,873 | 25,700 | SH | SOLE |
| AVID TECHNOLOGY INC | COM | 05367P100 | 10,484 | 802,632 | SH | SOLE |
| AVON PRODS INC | COM | 054303102 | 1,947 | 59,014 | SH | SOLE |
| BACKWEB TECHNOLOGIES LTD | ORD | M15633106 | 21,368 | 507,247 | SH | SOLE |

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|-----------------------------|-----|-----------|--------|-----------|----|------|
| BAKER HUGHES INC | COM | 057224107 | 1,566 | 74,330 | SH | SOLE |
| BALL CORP | COM | 058498106 | 271 | 6,900 | SH | SOLE |
| BAMBOO.COM INC | COM | 05942K105 | 19,965 | 1,205,440 | SH | SOLE |
| BANK NEW YORK INC | COM | 064057102 | 6,653 | 166,304 | SH | SOLE |
| BANK OF AMERICA CORPORATION | COM | 060505104 | 19,606 | 390,663 | SH | SOLE |
| BANK ONE CORP | COM | 06423A103 | 8,488 | 265,238 | SH | SOLE |
| BARD C R INC | COM | 067383109 | 615 | 11,600 | SH | SOLE |
| BARRICK GOLD CORP | COM | 067901108 | 1,560 | 88,200 | SH | SOLE |
| BAUSCH & LOMB INC | COM | 071707103 | 890 | 13,000 | SH | SOLE |
| BAXTER INTL INC | COM | 071813109 | 4,131 | 65,770 | SH | SOLE |
| BB&T CORP | COM | 054937107 | 1,976 | 72,200 | SH | SOLE |
| BE INC | COM | 073309106 | 65,192 | 1,538,462 | SH | SOLE |
| BEAR STEARNS COS INC | COM | 073902108 | 1,178 | 27,561 | SH | SOLE |
| BECTON DICKINSON & CO | COM | 075887109 | 1,528 | 56,700 | SH | SOLE |
| BED BATH & BEYOND INC | COM | 075896100 | 1,098 | 31,600 | SH | SOLE |
| BELL ATLANTIC CORP | COM | 077853109 | 21,621 | 351,208 | SH | SOLE |
| BELLSOUTH CORP | COM | 079860102 | 19,963 | 426,444 | SH | SOLE |
| BEMIS INC | COM | 081437105 | 411 | 11,800 | SH | SOLE |
| BEST BUY INC | COM | 086516101 | 2,317 | 46,100 | SH | SOLE |
| BESTFOODS | COM | 08658U101 | 3,317 | 63,100 | SH | SOLE |
| BETHLEHEM STL CORP | COM | 087509105 | 248 | 29,643 | SH | SOLE |
| BIOMET INC | COM | 090613100 | 1,016 | 25,400 | SH | SOLE |
| BLACK & DECKER CORP | COM | 091797100 | 1,030 | 19,700 | SH | SOLE |
| BLOCK H & R INC | COM | 093671105 | 967 | 22,100 | SH | SOLE |
| BMC SOFTWARE INC | COM | 055921100 | 4,325 | 54,100 | SH | SOLE |
| BOEING CO | COM | 097023105 | 9,003 | 217,261 | SH | SOLE |
| BOISE CASCADE CORP | COM | 097383103 | 521 | 12,855 | SH | SOLE |
| BOSTON SCIENTIFIC CORP | COM | 101137107 | 2,048 | 93,604 | SH | SOLE |
| BREAKAWAY SOLUTIONS INC | COM | 106372105 | 56,175 | 769,514 | SH | SOLE |
| BRIGGS & STRATTON CORP | COM | 109043109 | 284 | 5,300 | SH | SOLE |

FAIR MARKET VALUE TOTAL:

293,634

| | | | | | | |
|----------------------------|-------|-----------|--------|---------|----|------|
| BRISTOL MYERS SQUIBB CO | COM | 110122108 | 28,832 | 449,184 | SH | SOLE |
| BROADBASE SOFTWARE | COM | 11130R100 | 40,614 | 361,011 | SH | SOLE |
| BROWN FORMAN CORP | CL B | 115637209 | 888 | 15,500 | SH | SOLE |
| BRUNSWICK CORP | COM | 117043109 | 463 | 20,800 | SH | SOLE |
| BURLINGTON NORTHN SANTA FE | COM | 12189T104 | 2,548 | 105,073 | SH | SOLE |
| BURLINGTON RES INC | COM | 122014103 | 1,629 | 49,280 | SH | SOLE |
| CABLETRON SYS INC | COM | 126920107 | 1,022 | 39,300 | SH | SOLE |
| CAMPBELL SOUP CO | COM | 134429109 | 3,799 | 98,200 | SH | SOLE |
| CAPITAL ONE FINL CORP | COM | 14040H105 | 2,144 | 44,500 | SH | SOLE |
| CARDINAL HEALTH INC | COM | 14149Y108 | 2,949 | 61,600 | SH | SOLE |
| CARNIVAL CORP | COM | 143658102 | 6,637 | 138,800 | SH | SOLE |
| CAROLINA PWR & LT CO | COM | 144141108 | 1,098 | 36,076 | SH | SOLE |
| CATERPILLAR INC DEL | COM | 149123101 | 3,781 | 80,344 | SH | SOLE |
| CBS CORP | COM | 12490K107 | 11,033 | 172,562 | SH | SOLE |
| CENDANT CORP | COM | 151313103 | 4,328 | 162,936 | SH | SOLE |
| CENTEX CORP | COM | 152312104 | 333 | 13,500 | SH | SOLE |
| CENTRAL & SOUTH WEST CORP | COM | 152357109 | 963 | 48,121 | SH | SOLE |
| CENTURYTEL INC | COM | 156700106 | 1,488 | 31,400 | SH | SOLE |
| CERIDIAN CORP | COM | 15677T106 | 708 | 32,852 | SH | SOLE |
| CHAMPION INTL CORP | COM | 158525105 | 1,344 | 21,700 | SH | SOLE |
| CHASE MANHATTAN CORP NEW | COM | 16161A108 | 14,630 | 188,328 | SH | SOLE |
| CHEVRON CORPORATION | COM | 166751107 | 12,855 | 148,400 | SH | SOLE |
| CHUBB CORP | COM | 171232101 | 2,234 | 39,677 | SH | SOLE |
| CIGNA CORP | COM | 125509109 | 3,383 | 42,000 | SH | SOLE |
| CINCINNATI FINL CORP | COM | 172062101 | 1,163 | 37,300 | SH | SOLE |
| CINERGY CORP | COM | 172474108 | 859 | 35,900 | SH | SOLE |
| CIRCUIT CITY STORE INC | CIRCT | 172737108 | 2,045 | 45,400 | SH | SOLE |

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| | CITY GRP | | | | | |
|------------------------------|----------|-----------|---------|-----------|----|---------|
| CISCO SYS INC | COM | 17275R102 | 91,866 | 857,556 | SH | SOLE |
| CISCO SYS INC | COM | 17275R102 | 3,136 | 29,276 | SH | OTHER** |
| CISCO SYS INC | COM | 17275R102 | 10,651 | 99,430 | SH | OTHER** |
| CITIGROUP INC | COM | 172967101 | 42,550 | 764,090 | SH | SOLE |
| CITRIX SYS INC | COM | 177376100 | 2,472 | 20,100 | SH | SOLE |
| CLARENT CORP DEL | COM | 180461105 | 118,161 | 1,519,756 | SH | SOLE |
| CLEAR CHANNEL COMMUNICATIONS | COM | 184502102 | 6,810 | 76,300 | SH | SOLE |

FAIR MARKET VALUE TOTAL: 429,416

| | | | | | | |
|--------------------------------|----------|-----------|---------|-----------|----|------|
| CLOROX CO DEL | COM | 189054109 | 2,690 | 53,400 | SH | SOLE |
| CMGI INC | COM | 125750109 | 707,716 | 5,112,168 | SH | SOLE |
| CMS ENERGY CORP | COM | 125896100 | 833 | 26,700 | SH | SOLE |
| COASTAL CORP | COM | 190441105 | 1,708 | 48,200 | SH | SOLE |
| COCA COLA CO | COM | 191216100 | 32,539 | 558,604 | SH | SOLE |
| COCA COLA ENTERPRISES INC | COM | 191219104 | 1,934 | 96,100 | SH | SOLE |
| COLGATE PALMOLIVE CO | COM | 194162103 | 8,567 | 131,800 | SH | SOLE |
| COLUMBIA ENERGY GROUP | COM | 197648108 | 1,172 | 18,524 | SH | SOLE |
| COLUMBIA/HCA HEALTHCARE CORP | COM | 197677107 | 3,739 | 127,550 | SH | SOLE |
| COMCAST CORP | CL A SPL | 200300200 | 8,570 | 169,500 | SH | SOLE |
| COMERICA INC | COM | 200340107 | 1,651 | 35,367 | SH | SOLE |
| COMPAQ COMPUTER CORP | COM | 204493100 | 10,406 | 384,500 | SH | SOLE |
| COMPUTER ASSOC INTL INC | COM | 204912109 | 8,492 | 121,425 | SH | SOLE |
| COMPUTER SCIENCES CORP | COM | 205363104 | 3,426 | 36,200 | SH | SOLE |
| COMPUWARE CORP | COM | 205638109 | 3,010 | 80,800 | SH | SOLE |
| COMVERSE TECHNOLOGY INC | COM PAR | 205862402 | 2,287 | 15,800 | SH | SOLE |
| | | \$.10 | | | | |
| CONAGRA INC | COM | 205887102 | 2,505 | 110,414 | SH | SOLE |
| CONOCO INC | CL B | 208251405 | 3,527 | 141,800 | SH | SOLE |
| CONSECO INC | COM | 208464107 | 1,317 | 73,945 | SH | SOLE |
| CONSOLIDATED EDISON INC | COM | 209115104 | 1,725 | 50,000 | SH | SOLE |
| CONSOLIDATED NAT GAS CO | COM | 209615103 | 1,409 | 21,700 | SH | SOLE |
| CONSOLIDATED STORES CORP | COM | 210149100 | 405 | 24,900 | SH | SOLE |
| CONSTELLATION ENERGY CORP | COM | 210371100 | 980 | 33,800 | SH | SOLE |
| COOPER INDS INC | COM | 216669101 | 865 | 21,400 | SH | SOLE |
| COOPER TIRE & RUBR CO | COM | 216831107 | 271 | 17,200 | SH | SOLE |
| COORS ADOLPH CO | CL B | 217016104 | 436 | 8,300 | SH | SOLE |
| COPPER MTN NETWORKS INC | COM | 217510106 | 62,072 | 1,018,690 | SH | SOLE |
| CORNING INC | COM | 219350105 | 7,143 | 55,400 | SH | SOLE |
| COSTCO WHSL CORP NEW | COM | 22160K105 | 4,562 | 50,000 | SH | SOLE |
| COUNTRYWIDE CR INDS INC DEL | COM | 222372104 | 646 | 25,600 | SH | SOLE |
| COVAD COMMUNICATIONS GROUP INC | COM | 222814204 | 207,486 | 3,709,242 | SH | SOLE |
| CRANE CO | COM | 224399105 | 306 | 15,400 | SH | SOLE |
| CROSSROADS SYS INC | COM | 22765D100 | 124,734 | 1,476,147 | SH | SOLE |

FAIR MARKET VALUE TOTAL: 1,219,130

| | | | | | | |
|------------------------|-----|-----------|--------|---------|----|------|
| CROWN CORK & SEAL INC | COM | 228255105 | 619 | 27,653 | SH | SOLE |
| CSX CORP | COM | 126408103 | 1,544 | 49,200 | SH | SOLE |
| CUMMINS ENGINE INC | COM | 231021106 | 459 | 9,500 | SH | SOLE |
| CVS CORP | COM | 126650100 | 3,533 | 88,600 | SH | SOLE |
| CYBERGOLD INC | COM | 23246N105 | 10,139 | 408,666 | SH | SOLE |
| DANA CORP | COM | 235811106 | 1,123 | 37,510 | SH | SOLE |
| DANAHER CORP DEL | COM | 235851102 | 1,554 | 32,200 | SH | SOLE |
| DARDEN RESTAURANTS INC | COM | 237194105 | 542 | 29,900 | SH | SOLE |
| DAYTON HUDSON CORP | COM | 239753106 | 7,344 | 100,000 | SH | SOLE |
| DEERE & CO | COM | 244199105 | 2,286 | 52,700 | SH | SOLE |

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|-----------------------------|--------|-----------|--------|---------|----|------|
| DELL COMPUTER CORP | COM | 247025109 | 29,315 | 574,800 | SH | SOLE |
| DELPHI AUTOMOTIVE SYS CORP | COM | 247126105 | 2,013 | 127,775 | SH | SOLE |
| DELTA AIR LINES INC DEL | COM | 247361108 | 1,579 | 31,700 | SH | SOLE |
| DELUXE CORP | COM | 248019101 | 470 | 17,100 | SH | SOLE |
| DILLARDS INC | CL A | 254067101 | 489 | 24,200 | SH | SOLE |
| DISNEY WALT CO | COM | 254687106 | 13,644 | 466,442 | SH | SOLE |
| | DISNEY | | | | | |
| DOLLAR GEN CORP | COM | 256669102 | 1,155 | 50,750 | SH | SOLE |
| DOMINION RES INC VA | COM | 257470104 | 1,703 | 43,384 | SH | SOLE |
| DONNELLEY R R & SONS CO | COM | 257867101 | 720 | 29,000 | SH | SOLE |
| DOVER CORP | COM | 260003108 | 2,142 | 47,200 | SH | SOLE |
| DOW CHEM CO | COM | 260543103 | 6,660 | 49,843 | SH | SOLE |
| DOW JONES & CO INC | COM | 260561105 | 1,394 | 20,500 | SH | SOLE |
| DTE ENERGY CO | COM | 233331107 | 1,038 | 32,800 | SH | SOLE |
| DU PONT E I DE NEMOURS & CO | COM | 263534109 | 15,539 | 235,894 | SH | SOLE |
| DUKE ENERGY CORP | COM | 264399106 | 4,135 | 82,497 | SH | SOLE |
| DUN & BRADSTREET CORP DEL | COM | 26483B106 | 1,073 | 36,400 | SH | SOLE |
| EASTERN ENTERPRISES | COM | 27637F100 | 348 | 6,050 | SH | SOLE |
| EASTMAN CHEM CO | COM | 277432100 | 846 | 17,746 | SH | SOLE |
| EASTMAN KODAK CO | COM | 277461109 | 4,739 | 71,531 | SH | SOLE |
| EATON CORP | COM | 278058102 | 1,183 | 16,300 | SH | SOLE |
| ECHOSTAR COMMUNICATIONS NEW | CL A | 278762109 | 3,801 | 38,984 | SH | SOLE |
| ECOLAB INC | COM | 278865100 | 1,146 | 29,300 | SH | SOLE |
| EDISON INTL | COM | 281020107 | 2,058 | 78,600 | SH | SOLE |
| EL PASO ENERGY CORP DEL | COM | 283905107 | 1,999 | 51,500 | SH | SOLE |

FAIR MARKET VALUE TOTAL:

128,330

| | | | | | | |
|---------------------------------|---------|-----------|---------|-----------|----|------|
| ELECTRONIC DATA SYS NEW | COM | 285661104 | 7,463 | 111,500 | SH | SOLE |
| EMC CORP MASS | COM | 268648102 | 25,052 | 229,303 | SH | SOLE |
| EMERSON ELEC CO | COM | 291011104 | 5,634 | 98,200 | SH | SOLE |
| ENGAGE TECHNOLOGIES, INC. | COM | 292827102 | 937 | 15,616 | SH | SOLE |
| ENGELHARD CORP | COM | 292845104 | 538 | 28,500 | SH | SOLE |
| ENRON CORP | COM | 293561106 | 7,165 | 161,472 | SH | SOLE |
| ENTERGY CORP NEW | COM | 29364G103 | 1,437 | 55,800 | SH | SOLE |
| EQUIFAX INC | COM | 294429105 | 766 | 32,500 | SH | SOLE |
| ESOFT INC | COM | 296904105 | 19,417 | 666,666 | SH | SOLE |
| ETOYS INC | COM | 297862104 | 212,874 | 8,109,502 | SH | SOLE |
| EXXON MOBIL CORP | COM | 30231G102 | 63,085 | 783,059 | SH | SOLE |
| FEDERAL NATL MTG ASSN | COM | 313586109 | 14,473 | 231,800 | SH | SOLE |
| FDX CORP | COM | 31304N107 | 2,757 | 67,340 | SH | SOLE |
| FEDERATED DEPT STORES INC DEL | COM | 31410H101 | 2,382 | 47,102 | SH | SOLE |
| FIFTH THIRD BANCORP | COM | 316773100 | 5,017 | 68,377 | SH | SOLE |
| FIRST DATA CORP | COM | 319963104 | 4,788 | 97,100 | SH | SOLE |
| FIRST UN CORP | COM | 337358105 | 7,128 | 216,406 | SH | SOLE |
| FIRSTAR CORP NEW WIS | COM | 33763V109 | 4,705 | 222,721 | SH | SOLE |
| FIRSTENERGY CORP | COM | 337932107 | 1,200 | 52,900 | SH | SOLE |
| FLEET BOSTON FINL CORP | COM | 339030108 | 7,254 | 208,375 | SH | SOLE |
| FLORIDA PROGRESS CORP | COM | 341109106 | 939 | 22,200 | SH | SOLE |
| FLUOR CORP | COM | 343861100 | 785 | 17,100 | SH | SOLE |
| FMC CORP | COM NEW | 302491303 | 413 | 7,200 | SH | SOLE |
| FOGDOG INC | COM | 344167101 | 9,229 | 971,440 | SH | SOLE |
| FORD MTR CO DEL | COM | 345370100 | 14,583 | 273,543 | SH | SOLE |
| FORT JAMES CORP | COM | 347471104 | 1,369 | 50,000 | SH | SOLE |
| FORTUNE BRANDS INC | COM | 349631101 | 1,242 | 37,576 | SH | SOLE |
| FPL GROUP INC | COM | 302571104 | 1,736 | 40,535 | SH | SOLE |
| FRANKLIN RES INC | COM | 354613101 | 1,827 | 57,000 | SH | SOLE |
| FEDERAL HOME LN MTG CORP | COM | 313400301 | 7,404 | 157,332 | SH | SOLE |
| FREEMPORT MCMORAN COPPER & GOLD | CL B | 35671D857 | 783 | 37,080 | SH | SOLE |

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FAIR MARKET VALUE TOTAL: 434,382

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|------------------------------|---------|-----------|---------|---------|----|------|
| GANNETT INC | COM | 364730101 | 5,154 | 63,200 | SH | SOLE |
| GAP INC DEL | COM | 364760108 | 8,919 | 193,874 | SH | SOLE |
| GATEWAY INC | COM | 367626108 | 5,102 | 70,800 | SH | SOLE |
| GENERAL DYNAMICS CORP | COM | 369550108 | 2,379 | 45,100 | SH | SOLE |
| GENERAL ELEC CO | COM | 369604103 | 114,834 | 742,060 | SH | SOLE |
| GENERAL INSTR CORP DEL | COM | 370120107 | 3,326 | 39,132 | SH | SOLE |
| GENERAL MLS INC | COM | 370334104 | 2,470 | 69,100 | SH | SOLE |
| GENERAL MTRS CORP | COM | 370442105 | 10,588 | 145,670 | SH | SOLE |
| GENUINE PARTS CO | COM | 372460105 | 1,004 | 40,450 | SH | SOLE |
| GEORGIA PAC CORP | COM GA | 373298108 | 1,969 | 38,800 | SH | SOLE |
| | PAC GRP | | | | | |
| GILLETTE CO | COM | 375766102 | 10,108 | 245,400 | SH | SOLE |
| GLOBAL CROSSING LTD | COM | G3921A100 | 8,690 | 173,795 | SH | SOLE |
| GLOBESPAN INC | COM | 379571102 | 62,195 | 852,515 | SH | SOLE |
| GOLDEN WEST FINL CORP DEL | COM | 381317106 | 1,246 | 37,200 | SH | SOLE |
| GOODRICH B F CO | COM | 382388106 | 685 | 24,900 | SH | SOLE |
| GOODYEAR TIRE & RUBR CO | COM | 382550101 | 993 | 35,400 | SH | SOLE |
| GPU INC | COM | 36225X100 | 842 | 28,300 | SH | SOLE |
| GRACE WR & CO DEL NEW | COM | 38388F108 | 228 | 16,100 | SH | SOLE |
| GRAINGER W W INC | COM | 384802104 | 1,009 | 21,100 | SH | SOLE |
| GREAT ATLANTIC & PAC TEA INC | COM | 390064103 | 242 | 8,700 | SH | SOLE |
| GREAT LAKES CHEM CORP | COM | 390568103 | 505 | 13,200 | SH | SOLE |
| GTE CORP | COM | 362320103 | 15,660 | 221,934 | SH | SOLE |
| GUIDANT CORP | COM | 401698105 | 3,215 | 68,400 | SH | SOLE |
| HALLIBURTON CO | COM | 406216101 | 4,015 | 99,750 | SH | SOLE |
| HARCOURT GEN INC | COM | 41163G101 | 648 | 16,100 | SH | SOLE |
| HARRAHS ENTMT INC | COM | 413619107 | 765 | 28,950 | SH | SOLE |
| HARTFORD FINL SVCS GROUP INC | COM | 416515104 | 2,427 | 51,236 | SH | SOLE |
| HASBRO INC | COM | 418056107 | 832 | 43,950 | SH | SOLE |
| HEALTHON WEBMD CORP | COM | 422209106 | 18,028 | 480,753 | SH | SOLE |
| HEALTHSOUTH CORP | COM | 421924101 | 505 | 93,900 | SH | SOLE |
| HEINZ H J CO | COM | 423074103 | 3,225 | 81,000 | SH | SOLE |
| HELMERICH & PAYNE INC | COM | 423452101 | 244 | 11,200 | SH | SOLE |
| HERCULES INC | COM | 427056106 | 669 | 24,004 | SH | SOLE |
| HERSHEY FOODS CORP | COM | 427866108 | 1,499 | 31,600 | SH | SOLE |

FAIR MARKET VALUE TOTAL: 294,220

| | | | | | | |
|------------------------------|-----|-----------|--------|-----------|----|------|
| HEWLETT PACKARD CO | COM | 428236103 | 26,058 | 229,088 | SH | SOLE |
| HILTON HOTELS CORP | COM | 432848109 | 800 | 83,600 | SH | SOLE |
| HOLLYWOOD ENTMT CORP | COM | 436141105 | 6,725 | 463,774 | SH | SOLE |
| HOME DEPOT INC | COM | 437076102 | 34,598 | 503,250 | SH | SOLE |
| HOMESTAKE MNG CO | COM | 437614100 | 460 | 58,904 | SH | SOLE |
| HONEYWELL INTL INC | COM | 438516106 | 10,300 | 178,545 | SH | SOLE |
| HOUSEHOLD INTL INC | COM | 441815107 | 4,036 | 108,348 | SH | SOLE |
| HUMANA INC | COM | 444859102 | 311 | 38,000 | SH | SOLE |
| HUNTINGTON BANCSHARES INC | COM | 446150104 | 1,243 | 52,093 | SH | SOLE |
| INTERNATIONAL BUSINESS MACHS | COM | 459200101 | 44,142 | 409,196 | SH | SOLE |
| IKON OFFICE SOLUTIONS INC | COM | 451713101 | 230 | 33,808 | SH | SOLE |
| ILLINOIS TOOL WKS INC | COM | 452308109 | 4,595 | 68,000 | SH | SOLE |
| IMMERSON CORP | COM | 452521107 | 30,298 | 698,387 | SH | SOLE |
| IMS HEALTH INC | COM | 449934108 | 1,922 | 70,700 | SH | SOLE |
| INCO LTD | COM | 453258402 | 1,021 | 43,442 | SH | SOLE |
| INGERSOLL RAND CO | COM | 456866102 | 2,057 | 37,350 | SH | SOLE |
| INKTOMI CORP | COM | 457277101 | 70,551 | 1,589,890 | SH | SOLE |
| INTEL CORP | COM | 458140100 | 33,558 | 407,686 | SH | SOLE |

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|----------------------------------|------------------|-----------|---------|-----------|----|---------|
| INTERACTIVE INTELLIGENCE, INC. | COM | 45839M103 | 15,975 | 600,000 | SH | SOLE |
| INTL PAPER CO | COM | 460146103 | 5,283 | 93,601 | SH | SOLE |
| INTERPUBLIC GROUP COS INC | COM | 460690100 | 3,680 | 63,800 | SH | SOLE |
| INTERVU INC | COM | 46114R106 | 12,057 | 114,829 | SH | SOLE |
| INTERNATIONAL FLAVORS & FRAGRANC | COM | 459506101 | 904 | 24,043 | SH | SOLE |
| IONA TECHNOLOGIES PLC | SPONSORED ADR | 46206P109 | 2,479 | 45,494 | SH | OTHER** |
| IONA TECHNOLOGIES PLC | SPONSORED ADR | 46206P109 | 8,421 | 154,506 | SH | OTHER** |
| ISOCOR | COM | 464902105 | 16,313 | 375,000 | SH | SOLE |
| ITT INDS INC IND | COM | 450911102 | 665 | 19,885 | SH | SOLE |
| ITXC CORP | COM | 45069F109 | 111,468 | 3,315,034 | SH | SOLE |
| IVILLAGE INC | COM | 46588H105 | 2,700 | 133,333 | SH | SOLE |
| IXOS SOFTWARE AG | SP ADR BEARER | 46600V108 | 4,307 | 134,000 | SH | SOLE |
| JEFFERSON PILOT CORP | COM | 475070108 | 1,629 | 23,875 | SH | SOLE |

FAIR MARKET VALUE TOTAL: 458,787

| | | | | | | |
|-----------------------------|---------|-----------|---------|-----------|----|------|
| JOHNSON & JOHNSON | COM | 478160104 | 28,356 | 304,088 | SH | SOLE |
| JOHNSON CTLS INC | COM | 478366107 | 1,097 | 19,300 | SH | SOLE |
| JUNO ONLINE SVCS INC | COM | 482048105 | 27,686 | 779,899 | SH | SOLE |
| K MART CORP | COM | 482584109 | 1,125 | 111,773 | SH | SOLE |
| KANSAS CITY SOUTHN INDS INC | COM | 485170104 | 1,859 | 24,900 | SH | SOLE |
| KAUFMAN & BROAD HOME CORP | COM | 486168107 | 263 | 10,874 | SH | SOLE |
| KELLOGG CO | COM | 487836108 | 2,825 | 91,678 | SH | SOLE |
| KERR MCGEE CORP | COM | 492386107 | 1,220 | 19,667 | SH | SOLE |
| KEYCORP NEW | COM | 493267108 | 2,245 | 101,482 | SH | SOLE |
| KIMBERLY CLARK CORP | COM | 494368103 | 7,886 | 120,500 | SH | SOLE |
| KLA TENCOR CORP | COM | 482480100 | 2,216 | 19,900 | SH | SOLE |
| KNIGHT RIDDER INC | COM | 499040103 | 1,096 | 18,400 | SH | SOLE |
| KOHL'S CORP | COM | 500255104 | 2,657 | 36,800 | SH | SOLE |
| KROGER CO | COM | 501044101 | 3,541 | 187,600 | SH | SOLE |
| LAUNCH MEDIA INC | COM | 518567102 | 16,897 | 892,225 | SH | SOLE |
| LEGGETT & PLATT INC | COM | 524660107 | 954 | 44,500 | SH | SOLE |
| LEHMAN BROS HLDGS INC | COM | 524908100 | 2,304 | 27,200 | SH | SOLE |
| LEXMARK INTL GROUP INC | CL A | 529771107 | 2,642 | 29,200 | SH | SOLE |
| LIBERATE TECHNOLOGIES | COM | 530129105 | 108,439 | 421,940 | SH | SOLE |
| LILLY ELI & CO | COM | 532457108 | 16,437 | 247,170 | SH | SOLE |
| LIMITED INC | COM | 532716107 | 2,097 | 48,433 | SH | SOLE |
| LINCOLN NATL CORP IND | COM | 534187109 | 1,800 | 45,000 | SH | SOLE |
| LIQUID AUDIO INC | COM | 53631T102 | 66,037 | 2,515,708 | SH | SOLE |
| LIZ CLAIBORNE INC | COM | 539320101 | 523 | 13,900 | SH | SOLE |
| LOCKHEED MARTIN CORP | COM | 539830109 | 1,954 | 89,344 | SH | SOLE |
| LOEWS CORP | COM | 540424108 | 1,480 | 24,400 | SH | SOLE |
| LONGS DRUG STORES CORP | COM | 543162101 | 230 | 8,900 | SH | SOLE |
| LOUISIANA PAC CORP | COM | 546347105 | 342 | 24,300 | SH | SOLE |
| LOWES COS INC | COM | 548661107 | 5,157 | 86,300 | SH | SOLE |
| LSI LOGIC CORP | COM | 502161102 | 8,341 | 147,290 | SH | SOLE |
| LUCENT TECHNOLOGIES INC | COM | 549463107 | 51,986 | 693,146 | SH | SOLE |
| MADGE NETWORKS N V | ORD SHS | N5424G106 | 281 | 38,448 | SH | SOLE |
| MAKER COMMUNICATIONS INC | COM | 560875106 | 51,689 | 1,209,103 | SH | SOLE |

FAIR MARKET VALUE TOTAL: 423,662

| | | | | | | |
|-----------------------|------|-----------|-------|--------|----|------|
| MALLINCKRODT INC NEW | COM | 561232109 | 509 | 16,000 | SH | SOLE |
| MANOR CARE INC NEW | COM | 564055101 | 387 | 24,200 | SH | SOLE |
| MARRIOTT INTL INC NEW | CL A | 571903202 | 1,778 | 56,334 | SH | SOLE |

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|--------------------------|---------|-----------|---------|-----------|----|------|
| MARSH & MCLENNAN COS INC | COM | 571748102 | 5,710 | 59,679 | SH | SOLE |
| MASCO CORP | COM | 574599106 | 2,542 | 100,200 | SH | SOLE |
| MATTEL INC | COM | 577081102 | 1,248 | 95,116 | SH | SOLE |
| MAXTOR CORP | COM NEW | 577729205 | 4,972 | 682,914 | SH | SOLE |
| MAY DEPT STORES CO | COM | 577778103 | 2,432 | 75,400 | SH | SOLE |
| MAYTAG CORP | COM | 578592107 | 949 | 19,773 | SH | SOLE |
| MBIA INC | COM | 55262C100 | 1,193 | 22,600 | SH | SOLE |
| MBNA CORP | COM | 55262L100 | 4,944 | 181,430 | SH | SOLE |
| MCDERMOTT INTL INC | COM | 580037109 | 122 | 13,500 | SH | SOLE |
| MCDONALDS CORP | COM | 580135101 | 12,353 | 306,428 | SH | SOLE |
| MCGRAW HILL COS INC | COM | 580645109 | 2,744 | 44,516 | SH | SOLE |
| MCI WORLDCOM INC | COM | 55268B106 | 33,714 | 635,369 | SH | SOLE |
| MCKESSON HBOC INC | COM | 58155Q103 | 1,432 | 63,638 | SH | SOLE |
| MEAD CORP | COM | 582834107 | 1,008 | 23,200 | SH | SOLE |
| MEDIAONE GROUP INC | COM | 58440J104 | 10,538 | 137,200 | SH | SOLE |
| MEDTRONIC INC | COM | 585055106 | 9,671 | 265,412 | SH | SOLE |
| MELLON FINL CORP | COM | 58551A108 | 3,960 | 116,260 | SH | SOLE |
| MERCK & CO INC | COM | 589331107 | 35,647 | 530,558 | SH | SOLE |
| MEREDITH CORP | COM | 589433101 | 488 | 11,700 | SH | SOLE |
| MERRILL LYNCH & CO INC | COM | 590188108 | 6,960 | 83,544 | SH | SOLE |
| MGIC INVT CORP WIS | COM | 552848103 | 1,487 | 24,700 | SH | SOLE |
| MICRON TECHNOLOGY INC | COM | 595112103 | 4,408 | 56,700 | SH | SOLE |
| MICROSOFT CORP | COM | 594918104 | 136,039 | 1,165,212 | SH | SOLE |
| MICROTEST INC | COM | 594941106 | 397 | 44,074 | SH | SOLE |
| MILLIPORE CORP | COM | 601073109 | 394 | 10,200 | SH | SOLE |
| MINNESOTA MNG & MFG CO | COM | 604059105 | 8,917 | 91,100 | SH | SOLE |
| MIRAGE RESORTS INC | COM | 60462E104 | 681 | 45,000 | SH | SOLE |
| MOLEX INC | COM | 608554101 | 2,001 | 35,300 | SH | SOLE |
| MONSANTO CO | COM | 611662107 | 5,078 | 143,296 | SH | SOLE |
| MORGAN J P & CO INC | COM | 616880100 | 5,021 | 39,650 | SH | SOLE |

FAIR MARKET VALUE TOTAL: 309,726

| | | | | | | |
|---------------------------------|---------|-----------|---------|-----------|----|------|
| MORGAN STANLEY DEAN WITTER & CO | COM NEW | 617446448 | 18,405 | 128,929 | SH | SOLE |
| MOTOROLA INC | COM | 620076109 | 20,223 | 137,335 | SH | SOLE |
| MPATH INTERACTIVE INC | COM | 62473C101 | 29,673 | 1,114,461 | SH | SOLE |
| NABISCO GROUP HLDG CORP | COM | 62952P102 | 784 | 73,800 | SH | SOLE |
| NATIONAL CITY CORP | COM | 635405103 | 3,312 | 139,826 | SH | SOLE |
| NATIONAL SEMICONDUCTOR CORP | COM | 637640103 | 1,622 | 37,900 | SH | SOLE |
| NATIONAL SVC INDS INC | COM | 637657107 | 268 | 9,100 | SH | SOLE |
| NAVISTAR INTL CORP NEW | COM | 63934E108 | 703 | 14,960 | SH | SOLE |
| NETWORK APPLIANCE INC | COM | 64120L104 | 2,758 | 33,200 | SH | SOLE |
| NETWORK COMPUTING DEVICES INC | COM | 64120N100 | 5,906 | 750,000 | SH | SOLE |
| NEW CENTURY ENERGIES INC | COM | 64352U103 | 792 | 26,100 | SH | SOLE |
| NEW YORK TIMES CO | CL A | 650111107 | 1,931 | 39,300 | SH | SOLE |
| NEWELL RUBBERMAID INC | COM | 651229106 | 1,850 | 63,806 | SH | SOLE |
| NEWMONT MINING CORP | COM | 651639106 | 927 | 37,814 | SH | SOLE |
| NEXTEL COMMUNICATIONS INC | CL A | 65332V103 | 8,435 | 81,800 | SH | SOLE |
| NIAGARA MOHAWK HLDGS INC | COM | 653520106 | 504,623 | 42,400 | SH | SOLE |
| NICOR INC | COM | 654086107 | 348 | 10,700 | SH | SOLE |
| NIKE INC | CL B | 654106103 | 3,152 | 63,600 | SH | SOLE |
| NORDSTROM INC | COM | 655664100 | 834 | 31,700 | SH | SOLE |
| NORFOLK SOUTHERN CORP | COM | 655844108 | 1,765 | 86,124 | SH | SOLE |
| NORTEL NETWORKS CORP | COM | 656569100 | 30,317 | 300,168 | SH | SOLE |
| NORTHERN STS PWR CO MINN | COM | 665772109 | 680 | 34,900 | SH | SOLE |
| NORTHERN TR CORP | COM | 665859104 | 2,671 | 50,400 | SH | SOLE |
| NORTHPOINT COMMUNICATIONS HLDG | COM | 666610100 | 35,378 | 1,275,423 | SH | SOLE |
| NORTHROP GRUMMAN CORP | COM | 666807102 | 849 | 15,709 | SH | SOLE |
| NOVELL INC | COM | 670006105 | 3,027 | 75,795 | SH | SOLE |
| NUCOR CORP | COM | 670346105 | 1,085 | 19,800 | SH | SOLE |

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|--------------------------|-----|-----------|-------|---------|----|------|
| OBJECT DESIGN INC | COM | 674416102 | 2,071 | 142,857 | SH | SOLE |
| OCCIDENTAL PETE CORP DEL | COM | 674599105 | 1,704 | 78,800 | SH | SOLE |
| OFFICE DEPOT INC | COM | 676220106 | 932 | 84,800 | SH | SOLE |
| OLD KENT FINL CORP | COM | 679833103 | 955 | 27,000 | SH | SOLE |
| OMNICOM GROUP INC | COM | 681919106 | 4,020 | 40,200 | SH | SOLE |

FAIR MARKET VALUE TOTAL: 692,003

| | | | | | | |
|----------------------------|---------|-----------|--------|---------|----|------|
| OPEN MKT INC | COM | 68370M100 | 15,155 | 335,852 | SH | SOLE |
| ORACLE CORP | COM | 68389X105 | 36,482 | 325,546 | SH | SOLE |
| OWENS CORNING | COM | 69073F103 | 240 | 12,400 | SH | SOLE |
| OWENS ILL INC | COM NEW | 690768403 | 882 | 35,200 | SH | SOLE |
| P P & L RES INC | COM | 693499105 | 817 | 35,700 | SH | SOLE |
| PACCAR INC | COM | 693718108 | 784 | 17,700 | SH | SOLE |
| PACTIV CORP | COM | 695257105 | 410 | 38,530 | SH | SOLE |
| PAINE WEBBER GROUP INC | COM | 695629105 | 1,277 | 32,900 | SH | SOLE |
| PALL CORP | COM | 696429307 | 606 | 28,100 | SH | SOLE |
| PANJA INC | COM | 698493103 | 6,983 | 423,212 | SH | SOLE |
| PARAMETRIC TECHNOLOGY CORP | COM | 699173100 | 1,648 | 60,900 | SH | SOLE |
| PARKER HANNIFIN CORP | COM | 701094104 | 1,260 | 24,550 | SH | SOLE |
| PAYCHEX INC | COM | 704326107 | 2,218 | 55,450 | SH | SOLE |
| PE CORP | COM PE | 69332S102 | 2,779 | 23,100 | SH | SOLE |

BIO GRP

| | | | | | | |
|---------------------------|-----|-----------|--------|---------|----|------|
| PECO ENERGY CO | COM | 693304107 | 1,466 | 42,200 | SH | SOLE |
| PENNEY J C INC | COM | 708160106 | 1,188 | 59,578 | SH | SOLE |
| PEOPLES ENERGY CORP | COM | 711030106 | 273 | 8,149 | SH | SOLE |
| PEOPLESOFT INC | COM | 712713106 | 1,173 | 55,000 | SH | SOLE |
| PEP BOYS MANNY MOE & JACK | COM | 713278109 | 106 | 11,900 | SH | SOLE |
| PEPSICO INC | COM | 713448108 | 11,661 | 330,822 | SH | SOLE |
| PERKLINELMER INC | COM | 714046109 | 436 | 10,448 | SH | SOLE |
| PERSISTENCE SOFTWARE INC | COM | 715329108 | 14,649 | 651,048 | SH | SOLE |
| PFIZER INC | COM | 717081103 | 28,431 | 876,500 | SH | SOLE |
| PG&E CORP | COM | 69331C108 | 1,781 | 86,898 | SH | SOLE |
| PHARMACIA & UPJOHN INC | COM | 716941109 | 5,159 | 114,631 | SH | SOLE |
| PHELPS DODGE CORP | COM | 717265102 | 1,194 | 17,718 | SH | SOLE |
| PHILIP MORRIS COS INC | COM | 718154107 | 12,436 | 540,709 | SH | SOLE |
| PHILLIPS PETE CO | COM | 718507106 | 2,693 | 57,300 | SH | SOLE |
| PHOENIX TECHNOLOGY LTD | COM | 719153108 | 16,715 | 894,971 | SH | SOLE |
| PINNACLE WEST CAP CORP | COM | 723484101 | 587 | 19,200 | SH | SOLE |
| PITNEY BOWES INC | COM | 724479100 | 2,923 | 60,500 | SH | SOLE |
| PLACER DOME INC | COM | 725906101 | 791 | 73,600 | SH | SOLE |
| PNC BK CORP | COM | 693475105 | 3,057 | 68,700 | SH | SOLE |

FAIR MARKET VALUE TOTAL: 178,259

| | | | | | | |
|-----------------------------|-----|-----------|--------|---------|----|------|
| POLAROID CORP | COM | 731095105 | 190 | 10,100 | SH | SOLE |
| POTLATCH CORP | COM | 737628107 | 295 | 6,600 | SH | SOLE |
| PPG INDS INC | COM | 693506107 | 2,444 | 39,072 | SH | SOLE |
| PRAXAIR INC | COM | 74005P104 | 1,820 | 36,178 | SH | SOLE |
| PREVIEW SYS INC | COM | 741379101 | 27,798 | 308,031 | SH | SOLE |
| PRICE T ROWE & ASSOCIATES | COM | 741477103 | 1,012 | 27,400 | SH | SOLE |
| PROCTER & GAMBLE CO | COM | 742718109 | 32,923 | 300,490 | SH | SOLE |
| PROGRESSIVE CORP OHIO | COM | 743315103 | 1,207 | 16,500 | SH | SOLE |
| PROVIDIAN FINL CORP | COM | 74406A102 | 2,914 | 32,000 | SH | SOLE |
| PROXICOM INC | COM | 744282104 | 12,431 | 100,000 | SH | SOLE |
| PROXIM INC | COM | 744284100 | 35,200 | 320,000 | SH | SOLE |
| PUBLIC SVC ENTERPRISE GROUP | COM | 744573106 | 1,728 | 49,644 | SH | SOLE |
| PULTE CORP | COM | 745867101 | 221 | 9,800 | SH | SOLE |

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|------------------------------|--------------------|-----------|---------|-----------|----|------|
| QUAKER OATS CO | COM | 747402105 | 1,982 | 30,200 | SH | SOLE |
| QUALCOMM INC | COM | 747525103 | 25,574 | 145,200 | SH | SOLE |
| QUINTILES TRANSNATIONAL CORP | COM | 748767100 | 486 | 26,000 | SH | SOLE |
| QUOKKA SPORTS INC | COM | 749077103 | 54,916 | 4,184,093 | SH | SOLE |
| RADISYS CORP | COM | 750459109 | 90,742 | 1,779,251 | SH | SOLE |
| RALSTON PURINA CO | COM RAL- PUR GP | 751277302 | 2,040 | 73,200 | SH | SOLE |
| RAVISENT TECHNOLOGIES INC | CL B | 754440105 | 21,127 | 549,650 | SH | SOLE |
| RAYTHEON CO | CL B | 755111408 | 2,026 | 76,256 | SH | SOLE |
| RED HAT INC | COM | 756577102 | 634,819 | 3,005,058 | SH | SOLE |
| REEBOK INTL LTD | COM | 758110100 | 104 | 12,700 | SH | SOLE |
| REGIONS FINL CORP | COM | 758940100 | 1,274 | 50,700 | SH | SOLE |
| RELIANT ENERGY INC | COM | 75952J108 | 1,532 | 66,945 | SH | SOLE |
| REPUBLIC N Y CORP | COM | 760719104 | 1,706 | 23,700 | SH | SOLE |
| RESEARCH IN MOTION LTD | COM | 760975102 | 48,797 | 926,667 | SH | SOLE |
| REYNOLDS METALS CO | COM | 761763101 | 1,088 | 14,200 | SH | SOLE |
| RITE AID CORP | COM | 767754104 | 652 | 58,600 | SH | SOLE |
| ROCKWELL INTL CORP NEW | COM | 773903109 | 2,073 | 43,300 | SH | SOLE |
| ROHM & HAAS CO | COM | 775371107 | 2,006 | 49,305 | SH | SOLE |
| ROWAN COS INC | COM | 779382100 | 408 | 18,800 | SH | SOLE |

FAIR MARKET VALUE TOTAL: 1,013,535

| | | | | | | |
|---------------------------|-------------------|-----------|--------|-----------|----|---------|
| ROYAL DUTCH PETE CO | NY REG GLD1.25 | 780257804 | 29,374 | 485,020 | SH | SOLE |
| RYDER SYS INC | COM | 783549108 | 354 | 14,500 | SH | SOLE |
| SAFECO CORP | COM | 786429100 | 741 | 29,800 | SH | SOLE |
| SAFWAY INC | COM NEW | 786514208 | 4,126 | 115,400 | SH | SOLE |
| SARA LEE CORP | COM | 803111103 | 4,507 | 204,300 | SH | SOLE |
| SBC COMMUNICATIONS INC | COM | 78387G103 | 37,648 | 772,256 | SH | SOLE |
| SCHERING PLOUGH CORP | COM | 806605101 | 14,074 | 332,140 | SH | SOLE |
| SCHLUMBERGER LTD | COM | 806857108 | 6,954 | 123,900 | SH | SOLE |
| SCHWAB CHARLES CORP NEW | COM | 808513105 | 7,077 | 185,000 | SH | SOLE |
| SCIENTIFIC ATLANTA INC | COM | 808655104 | 967 | 17,300 | SH | SOLE |
| SCM MICROSYSTEMS INC | COM | 784018103 | 3,111 | 48,650 | SH | SOLE |
| SEAGATE TECHNOLOGY | COM | 811804103 | 2,193 | 47,100 | SH | SOLE |
| SEAGRAM LTD | COM | 811850106 | 4,377 | 97,800 | SH | SOLE |
| SEALED AIR CORP NEW | COM | 81211K100 | 982 | 18,962 | SH | SOLE |
| SEARS ROEBUCK & CO | COM | 812387108 | 2,616 | 86,100 | SH | SOLE |
| SEMPRA ENERGY | COM | 816851109 | 943 | 54,272 | SH | SOLE |
| SERVICE CORP INTL | COM | 817565104 | 427 | 61,600 | SH | SOLE |
| SHARED MED SYS CORP | COM | 819486101 | 311 | 6,100 | SH | SOLE |
| SHERWIN WILLIAMS CO | COM | 824348106 | 805 | 38,300 | SH | SOLE |
| SIGMA ALDRICH CORP | COM | 826552101 | 685 | 22,800 | SH | SOLE |
| SILICON GRAPHICS INC | COM | 827056102 | 414 | 42,654 | SH | SOLE |
| SILICON IMAGE INC | COM | 82705T102 | 79,521 | 857,143 | SH | SOLE |
| SILICON VY GROUP INC | COM | 827066101 | 8,841 | 498,100 | SH | SOLE |
| SILKNET SOFTWARE INC | COM | 827094103 | 94,765 | 571,736 | SH | SOLE |
| SILVERSTREAM SOFTWARE INC | COM | 827907106 | 2,849 | 23,944 | SH | OTHER** |
| SILVERSTREAM SOFTWARE INC | COM | 827907106 | 9,677 | 81,319 | SH | OTHER** |
| SILVERSTREAM SOFTWARE INC | COM | 827907106 | 45,345 | 381,054 | SH | SOLE |
| SLM HLDG CORP | COM | 78442A109 | 1,538 | 36,400 | SH | SOLE |
| SMARTERKIDS.COM INC | COM | 83169C106 | 8,674 | 1,196,363 | SH | SOLE |
| SNAP ON INC | COM | 833034101 | 395 | 14,900 | SH | SOLE |
| SOLETRON CORP | COM | 834182107 | 6,307 | 66,300 | SH | SOLE |

FAIR MARKET VALUE TOTAL: 380,598

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| | | | | | | |
|----------------------------|---------|-----------|--------|-----------|----|------|
| SOUTHERN CO | COM | 842587107 | 3,633 | 154,600 | SH | SOLE |
| SOUTHTRUST CORP | COM | 844730101 | 1,433 | 37,900 | SH | SOLE |
| SOUTHWEST AIRLS CO | COM | 844741108 | 1,837 | 113,943 | SH | SOLE |
| SPRINT CORP | COM FON | 852061100 | 13,206 | 196,196 | SH | SOLE |
| | GROUP | | | | | |
| SPRINT CORP | PCS COM | 852061506 | 10,206 | 99,574 | SH | SOLE |
| | SER 1 | | | | | |
| ST JUDE MED INC | COM | 790849103 | 589 | 19,188 | SH | SOLE |
| ST PAUL COS INC | COM | 792860108 | 1,727 | 51,246 | SH | SOLE |
| STAMPS.COM INC | COM | 852857101 | 34,119 | 819,673 | SH | SOLE |
| STANDARD MICROSYSTEMS CORP | COM | 853626109 | 17,315 | 1,542,506 | SH | SOLE |
| STANLEY WKS | COM | 854616109 | 609 | 20,240 | SH | SOLE |
| STAPLES INC | COM | 855030102 | 2,179 | 105,050 | SH | SOLE |
| STARMEDIA NETWORK INC | COM | 855546107 | 78,456 | 1,958,333 | SH | SOLE |
| STATE STR CORP | COM | 857477103 | 2,659 | 36,400 | SH | SOLE |
| STREAMLINE.COM INC | COM | 863239109 | 2,713 | 285,714 | SH | SOLE |
| STYLECLICK.COM INC | COM | 864221106 | 5,434 | 455,218 | SH | SOLE |
| SUMMIT BANCORP | COM | 866005101 | 1,225 | 40,000 | SH | SOLE |
| SUN MICROSYSTEMS INC | COM | 866810104 | 27,756 | 358,418 | SH | SOLE |
| SUNOCO INC | COM | 86764P109 | 483 | 20,545 | SH | SOLE |
| SUNTRUST BKS INC | COM | 867914103 | 4,999 | 72,650 | SH | SOLE |
| SUPERVALU INC | COM | 868536103 | 628 | 31,400 | SH | SOLE |
| SYNOVUS FINL CORP | COM | 87161C105 | 1,218 | 61,300 | SH | SOLE |
| SYSCO CORP | COM | 871829107 | 2,959 | 74,800 | SH | SOLE |
| TALK CITY INC | COM | 874263106 | 19,594 | 750,000 | SH | SOLE |
| TANDY CORP | COM | 875382103 | 2,150 | 43,700 | SH | SOLE |
| TEKTRONIX INC | COM | 879131100 | 408 | 10,517 | SH | SOLE |
| TELLABS INC | COM | 879664100 | 5,681 | 88,500 | SH | SOLE |
| TEMPLE INLAND INC | COM | 879868107 | 831 | 12,600 | SH | SOLE |
| TENET HEALTHCARE CORP | COM | 88033G100 | 1,651 | 70,257 | SH | SOLE |
| TERADYNE INC | COM | 880770102 | 2,561 | 38,800 | SH | SOLE |
| TEXACO INC | COM | 881694103 | 6,789 | 125,000 | SH | SOLE |
| TEXAS INSTRS INC | COM | 882508104 | 17,171 | 177,700 | SH | SOLE |

FAIR MARKET VALUE TOTAL: 272,220

| | | | | | | |
|---------------------------|-----------|-----------|--------|---------|----|------|
| TEXAS UTILS CO | COM | 882848104 | 2,220 | 62,417 | SH | SOLE |
| TEXTRON INC | COM | 883203101 | 2,607 | 34,000 | SH | SOLE |
| THERMO ELECTRON CORP | COM | 883556102 | 538 | 35,800 | SH | SOLE |
| THOMAS & BETTS CORP | COM | 884315102 | 412 | 12,900 | SH | SOLE |
| TICKETS.COM INC | COM | 88633M101 | 11,406 | 796,956 | SH | SOLE |
| TIME WARNER INC | COM | 887315109 | 21,163 | 292,664 | SH | SOLE |
| TIMES MIRROR CO NEW | COM SER A | 887364107 | 906 | 13,515 | SH | SOLE |
| TIMKEN CO | COM | 887389104 | 288 | 14,100 | SH | SOLE |
| TJX COS INC NEW | COM | 872540109 | 1,470 | 71,900 | SH | SOLE |
| TORCHMARK CORP | COM | 891027104 | 875 | 30,100 | SH | SOLE |
| TOSCO CORP | COM NEW | 891490302 | 935 | 34,400 | SH | SOLE |
| TOYS R US INC | COM | 892335100 | 801 | 56,000 | SH | SOLE |
| TRIBUNE CO NEW | COM | 896047107 | 2,951 | 53,600 | SH | SOLE |
| TRICON GLOBAL RESTAURANTS | COM | 895953107 | 1,346 | 34,832 | SH | SOLE |
| TRW INC | COM | 872649108 | 1,423 | 27,400 | SH | SOLE |
| TUPPERWARE CORP | COM | 899896104 | 219 | 12,950 | SH | SOLE |
| TUT SYSTEMS | COM | 901103101 | 4,469 | 83,334 | SH | SOLE |
| TYCO INTL LTD NEW | COM | 902124106 | 14,758 | 378,432 | SH | SOLE |
| U S BANCORP DEL | COM | 902973106 | 3,942 | 165,570 | SH | SOLE |
| U S WEST INC NEW | COM | 91273H101 | 8,221 | 114,176 | SH | SOLE |
| U.S. INTERACTIVE INC | COM | 90334M109 | 10,750 | 250,000 | SH | SOLE |
| UNICOM CORP | COM | 904911104 | 1,648 | 49,200 | SH | SOLE |
| UNILEVER N V | NY SHS | 904784709 | 7,036 | 129,239 | SH | SOLE |
| | NEW | | | | | |

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|--------------------------|-----|-----------|-------|---------|----|------|
| UNION CARBIDE CORP | COM | 905581104 | 2,006 | 30,056 | SH | SOLE |
| UNION PAC CORP | COM | 907818108 | 2,451 | 56,100 | SH | SOLE |
| UNION PAC RES GROUP INC | COM | 907834105 | 728 | 57,096 | SH | SOLE |
| UNION PLANTERS CORP | COM | 908068109 | 1,273 | 32,300 | SH | SOLE |
| UNISYS CORP | COM | 909214108 | 2,207 | 69,100 | SH | SOLE |
| UNITED HEALTHCARE CORP | COM | 910581107 | 2,080 | 39,148 | SH | SOLE |
| UNITED TECHNOLOGIES CORP | COM | 913017109 | 7,079 | 108,900 | SH | SOLE |

FAIR MARKET VALUE TOTAL: 118,207

| | | | | | | |
|-------------------------------|---------|-----------|---------|-----------|----|------|
| UNOCAL CORP | COM | 915289102 | 1,840 | 54,800 | SH | SOLE |
| UNUMPROVIDENT CORP | COM | 91529Y106 | 1,731 | 53,976 | SH | SOLE |
| US AIRWAYS GROUP INC | COM | 911905107 | 519 | 16,200 | SH | SOLE |
| UST INC | COM | 902911106 | 990 | 39,293 | SH | SOLE |
| USX MARATHON GROUP | COM NEW | 902905827 | 1,723 | 69,800 | SH | SOLE |
| USX U S STL | COM | 90337T101 | 660 | 20,000 | SH | SOLE |
| V F CORP | COM | 918204108 | 807 | 26,900 | SH | SOLE |
| VA LINUX SYSTEMS INC | COM | 91819B105 | 732,225 | 3,543,741 | SH | SOLE |
| VIACOM INC | CL B | 925524308 | 9,526 | 157,622 | SH | SOLE |
| VOXWARE INC | COM | 92906L105 | 516 | 500,000 | SH | SOLE |
| VTEL CORP | COM | 918333105 | 5,489 | 1,672,846 | SH | SOLE |
| VULCAN MATLS CO | COM | 929160109 | 903 | 22,600 | SH | SOLE |
| WACHOVIA CORP | COM | 929771103 | 3,115 | 45,800 | SH | SOLE |
| WAL MART STORES INC | COM | 931142103 | 69,579 | 1,006,566 | SH | SOLE |
| WALGREEN CO | COM | 931422109 | 6,637 | 226,900 | SH | SOLE |
| WARNER LAMBERT CO | COM | 934488107 | 15,837 | 193,280 | SH | SOLE |
| WASHINGTON MUT INC | COM | 939322103 | 3,391 | 131,090 | SH | SOLE |
| WASTE MGMT INC DEL | COM | 94106L109 | 2,406 | 139,971 | SH | SOLE |
| WATSON PHARMACEUTICALS INC | COM | 942683103 | 778 | 21,700 | SH | SOLE |
| WAVO CORP | COM | 944027101 | 1,938 | 500,000 | SH | SOLE |
| WELLPOINT HEALTH NETWORK NEW | COM | 94973H108 | 982 | 14,900 | SH | SOLE |
| WELLS FARGO & CO NEW | COM | 949746101 | 15,082 | 372,974 | SH | SOLE |
| WENDYS INTL INC | COM | 950590109 | 572 | 27,485 | SH | SOLE |
| WESTVACO CORP | COM | 961548104 | 739 | 22,650 | SH | SOLE |
| WEYERHAEUSER CO | COM | 962166104 | 3,825 | 53,270 | SH | SOLE |
| WHIRLPOOL CORP | COM | 963320106 | 1,113 | 17,100 | SH | SOLE |
| WILLAMETTE INDS INC | COM | 969133107 | 1,170 | 25,200 | SH | SOLE |
| WILLIAMS COMMUNICATIONS GROUP | CL A | 969455104 | 266,951 | 9,225,093 | SH | SOLE |
| WILLIAMS COS INC DEL | | 969457100 | 3,001 | 98,192 | SH | SOLE |
| WINN DIXIE STORES INC | COM | 974280109 | 804 | 33,600 | SH | SOLE |
| WORTHINGTON INDS INC | COM | 981811102 | 343 | 20,700 | SH | SOLE |
| WRIGLEY WM JR CO | COM | 982526105 | 2,173 | 26,200 | SH | SOLE |

FAIR MARKET VALUE TOTAL: 1,157,365

| | | | | | | |
|-------------|-----|-----------|---------|-----------|----|------|
| XEROX CORP | COM | 984121103 | 3,403 | 150,000 | SH | SOLE |
| XILINX INC | COM | 983919101 | 3,247 | 71,400 | SH | SOLE |
| XIRCOM, INC | COM | 983922105 | 188,730 | 2,516,405 | SH | SOLE |
| YAHOO INC | COM | 984332106 | 25,962 | 60,000 | SH | SOLE |

FAIR MARKET VALUE TOTAL: 221,342

FAIR MARKET VALUE GRAND TOTAL: 8,728,618

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* Confidential Treatment Requested

**Reflects shares held in the Intel 64 Fund LLC, with Manager 1's indirect pro rata interest reported separately. All fund investors participating in this investment (including Manager 1 and the Reporting Person) share investment discretion and voting authority over the combined shares shown as Shared-Other. Manager 1 has informed the Reporting Person that Manager 1 is required to file Forms 13F for a consolidated group which includes one fund investor. The remaining fund investors have informed the reporting person that they are not separately required to file reports on Form 13F.

***Number of shares reflects stock split completed after 12/31/99.