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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

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 GROUP	852061100	13,206	196,196	SH	SOLE
SPRINT CORP	PCS COM SER 1	852061506	10,206	99,574	SH	SOLE
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 NEW	904784709	7,036	129,239	SH	SOLE

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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.