

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 [] ; 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

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/Arvind Sodhani Santa Clara, California February 11, 2000

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).)

Form 13F SUMMARY PAGE

REPORTING MANAGER: INTEL CORPORATION

Report Summary:

Number of Other Included Managers: -1-

Form 13F Information Table Entry Total: 595

Form 13F Information Table Value Total: \$8,374,429

*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.

<TABLE>
12/31/99FORM 13F INFORMATION TABLE
REPORTING MANAGER: INTEL CORPORATION

<CAPTION>

AUTHORITY	ITEM 2:	ITEM 3:	ITEM 4: FAIR MARKET	ITEM 5: SHARES OR	ITEM 6:	ITEM 7:	ITEM 8: VOTING
(C)	TITLE OF	CUSIP	VALUE	PRINCIPAL	SH/ INVESTMENT	MANAGERS	(A)
NAME OF ISSUER	CLASS	NUMBER	(000)	AMOUNT	PRN	DISCRETION	SOLE
							(B)
							SHARED
NONE							
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
<C>	<C>						
*	COM	*	7,370	297,872	SH	SOLE	297,872
*	COM	*	12,116	1,309,850	SH	SOLE	1,309,850
3COM CORP	COM	885535104	3,248	69,100	SH	SOLE	69,100
3DLABS INC, LTD	ORD	G8846W103	8,782	218,163	SH	SOLE	218,163
ABBOTT LABS	COM	002824100	10,674	293,940	SH	SOLE	293,940
ACTIVE SOFTWARE INC	COM	00504E100	70,879	735,294	SH	SOLE	735,294
ADAPTEC INC	COM	00651F108	998	20,000	SH	SOLE	20,000
ADC TELECOMMUNICATIONS INC	COM	000886101	2,097	28,900	SH	SOLE	28,900
ADOBE SYS INC DEL	COM	00724F101	1,587	23,600	SH	SOLE	23,600
ADVANCED MICRO DEVICES INC	COM	007903107	821	28,379	SH	SOLE	28,379
AES CORP	COM	00130H105	2,975	39,800	SH	SOLE	39,800
AETNA INC	COM	008117103	1,613	28,906	SH	SOLE	28,906
AFLAC INC	COM	001055102	2,425	51,400	SH	SOLE	51,400
AGENCY.COM LTD	COM	008447104	7,650	150,000	SH	SOLE	150,000
AIR PRODS & CHEMS INC	COM	009158106	1,489	44,300	SH	SOLE	44,300
ALBERTO CULVER CO	CL B CONV	013068101	279	10,800	SH	SOLE	10,800
ALBERTSONS INC	COM	013104104	2,620	81,240	SH	SOLE	81,240
ALCAN ALUM LTD	COM	013716105	1,808	43,700	SH	SOLE	43,700
ALCOA INC	COM	013817101	5,876	70,800	SH	SOLE	70,800
ALLEGHENY TECHNOLOGIES INC	COM	01741R102	413	18,398	SH	SOLE	18,398
ALLERGAN INC	COM	018490102	1,264	25,400	SH	SOLE	25,400
ALLIED WASTE INDS INC	COM	019589308	321	36,400	SH	SOLE	36,400
	PAR\$.01 NEW						
ALLSTATE CORP	COM	020002101	3,710	154,180	SH	SOLE	154,180
ALLTEL CORP	COM	020039103	4,879	59,000	SH	SOLE	59,000
	FAIR MARKET VALUE TOTAL:		155,894				
ALZA CORP	COM	022615108	679	19,600	SH	SOLE	19,600
AMERADA HESS CORP	COM	023551104	993	17,500	SH	SOLE	17,500
AMEREN CORP	COM	023608102	866	26,450	SH	SOLE	26,450
AMERICA ONLINE INC	COM	02364J104	33,480	441,248	SH	SOLE	441,248
AMERICAN ELEC PWR INC	COM	025537101	1,201	37,400	SH	SOLE	37,400
AMERICAN EXPRESS CO	COM	025816109	14,435	86,828	SH	SOLE	86,828
AMERICAN GEN CORP	COM	026351106	3,648	48,081	SH	SOLE	48,081
AMERICAN GREETINGS CORP	CL A	026375105	308	13,045	SH	SOLE	13,045
AMERICAN HOME PRODS CORP	COM	026609107	9,905	252,360	SH	SOLE	252,360
AMERICAN INTL GROUP INC	COM	026874107	32,340	299,100	SH	SOLE	299,100
AMGEN INC	COM	031162100	11,832	197,000	SH	SOLE	197,000
AMR CORP DEL	COM	001765106	1,950	29,100	SH	SOLE	29,100
AMSOUTH BANCORPORATION	COM	032165102	1,468	76,000	SH	SOLE	76,000
ANADARKO PETE CORP	COM	032511107	839	24,600	SH	SOLE	24,600
ANALOG DEVICES INC	COM	032654105	3,106	33,400	SH	SOLE	33,400
ANCOR COMMUNICATIONS INC	COM	03332K108	19,005	280,000	SH	SOLE	280,000
ANDREW CORP	COM	034425108	299	15,775	SH	SOLE	15,775
ANHEUSER BUSCH COS INC	COM	035229103	6,400	90,300	SH	SOLE	90,300
AON CORP	COM	037389103	1,981	49,534	SH	SOLE	49,534
APACHE CORP	COM	037411105	813	22,000	SH	SOLE	22,000
APPLE COMPUTER INC	COM	037833100	3,197	31,100	SH	SOLE	31,100
APPLIED MATERIALS, INC.	COM	038222105	11,094	87,572	SH	SOLE	87,572
ARCHER DANIELS MIDLAND CO	COM	039483102	1,447	119,349	SH	SOLE	119,349
ARIBA TECHNOLOGIES INC	COM	04033V104	268,750	1,515,152	SH	SOLE	1,515,152
ARMSTRONG WORLD INDS INC	COM	042476101	257	7,700	SH	SOLE	7,700
ASHLAND INC	COM	044204105	458	13,900	SH	SOLE	13,900
ASSOCIATES FIRST CAP CORP	CL A	046008108	3,858	140,622	SH	SOLE	140,622
AT HOME CORPORATION	COM SER A	045919107	26,055	280,000	SH	SOLE	280,000
AT&T CORP	COM	001957109	31,367	617,314	SH	SOLE	617,314
ATLANTIC RICHFIELD CO	COM	048825103	5,389	62,300	SH	SOLE	62,300
AUDIBLE INC	COM	05069A104	14,456	918,750	SH	SOLE	918,750
AUTODESK INC	COM	052769106	7,569	224,250	SH	SOLE	224,250
AUTOMATIC DATA PROCESSING INC	COM	053015103	6,438	119,500	SH	SOLE	119,500
	FAIR MARKET VALUE TOTAL:		525,883				

AUTOZONE INC	COM	053332102	931	28,800	SH	SOLE		28,800
AVERY DENNISON CORP	COM	053611109	1,596	21,900	SH	SOLE		21,900
AVID TECHNOLOGY INC	COM	05367P100	10,484	802,632	SH	SOLE		802,632
AVON PRODS INC	COM	054303102	1,663	50,400	SH	SOLE		50,400
BACKWEB TECHNOLOGIES LTD	ORD	M15633106	21,368	507,247	SH	SOLE		507,247
BAKER HUGHES INC	COM	057224107	1,337	63,470	SH	SOLE		63,470
BALL CORP	COM	058498106	232	5,900	SH	SOLE		5,900
BAMBOO.COM INC (INTERNET PICTURES CORP)	COM	05942K105	19,965	1,205,440	SH	SOLE		1,205,440
BANK NEW YORK INC	COM	064057102	5,679	141,964	SH	SOLE		141,964
BANK OF AMERICA CORP	COM	060505104	16,747	333,696	SH	SOLE		333,696
BANK ONE CORP	COM	06423A103	7,249	226,526	SH	SOLE		226,526
BARD C R INC	COM	067383109	525	9,900	SH	SOLE		9,900
BARRICK GOLD CORP	COM	067901108	1,332	75,300	SH	SOLE		75,300
BAUSCH & LOMB INC	COM	071707103	760	11,100	SH	SOLE		11,100
BAXTER INTL INC	COM	071813109	3,530	56,200	SH	SOLE		56,200
BB&T CORP	COM	054937107	1,689	61,700	SH	SOLE		61,700
BE INC	COM	073309106	65,192	1,538,462	SH	SOLE		1,538,462
BEAR STEARNS COS INC	COM	073902108	1,008	23,587	SH	SOLE		23,587
BECTON DICKINSON & CO	COM	075887109	1,304	48,400	SH	SOLE		48,400
BED BATH & BEYOND INC	COM	075896100	938	27,000	SH	SOLE		27,000
BELL ATLANTIC CORP	COM	077853109	18,463	299,912	SH	SOLE		299,912
BELLSOUTH CORP	COM	079860102	17,050	364,212	SH	SOLE		364,212
BEMIS INC	COM	081437105	352	10,100	SH	SOLE		10,100
BEST BUY INC	COM	086516101	1,980	39,400	SH	SOLE		39,400
BESTFOODS	COM	08658U101	2,833	53,900	SH	SOLE		53,900
BETHLEHEM STL CORP	COM	087509105	212	25,300	SH	SOLE		25,300
BIOMET INC	COM	090613100	868	21,700	SH	SOLE		21,700
BLACK & DECKER CORP	COM	091797100	878	16,800	SH	SOLE		16,800
BLOCK H & R INC	COM	093671105	827	18,900	SH	SOLE		18,900
BMC SOFTWARE INC	COM	055921100	3,693	46,200	SH	SOLE		46,200
BOEING CO	COM	097023105	7,689	185,546	SH	SOLE		185,546
BOISE CASCADE CORP	COM	097383103	444	10,955	SH	SOLE		10,955
BOSTON SCIENTIFIC CORP	COM	101137107	1,748	79,912	SH	SOLE		79,912
BREAKAWAY SOLUTIONS INC	COM	106372105	56,175	769,514	SH	SOLE		769,514

FAIR MARKET VALUE TOTAL: 276,741

BRIGGS & STRATTON CORP	COM	109043109	241	4,500	SH	SOLE		4,500
BRISTOL MYERS SQUIBB CO	COM	110122108	24,622	383,588	SH	SOLE		383,588
BROADBASE INFORMATION SYSTEMS INC	COM	11130R100	40,614	361,011	SH	SOLE		361,011
BROWN FORMAN CORP	CL B	115637209	756	13,200	SH	SOLE		13,200
BRUNSWICK CORP	COM	117043109	396	17,800	SH	SOLE		17,800
BURLINGTON NORTH SANTA FE CORP	COM	12189T104	2,178	89,806	SH	SOLE		89,806
BURLINGTON RES INC	COM	122014103	1,389	42,008	SH	SOLE		42,008
CABLETRON SYS INC	COM	126920107	874	33,600	SH	SOLE		33,600
CAMPBELL SOUP CO	COM	134429109	3,246	83,900	SH	SOLE		83,900
CAPITAL ONE FINL CORP	COM	14040H105	1,836	38,100	SH	SOLE		38,100
CARDINAL HEALTH INC	COM	14149Y108	2,518	52,600	SH	SOLE		52,600
CARNIVAL CORP	COM	143658102	5,666	118,500	SH	SOLE		118,500
CAROLINA PWR & LT CO	COM	144141108	937	30,776	SH	SOLE		30,776
CATERPILLAR INC DEL	COM	149123101	3,231	68,654	SH	SOLE		68,654
CBS CORP	COM	12490K107	9,419	147,318	SH	SOLE		147,318
CENDANT CORP	COM	151331303	3,695	139,105	SH	SOLE		139,105
CENTEX CORP	COM	152312104	284	11,500	SH	SOLE		11,500
CENTRAL & SOUTH WEST CORP	COM	152357109	823	41,134	SH	SOLE		41,134
CENTURYTEL INC	COM	156700106	1,272	26,850	SH	SOLE		26,850
CERIDIAN CORP	COM	15677T106	604	28,018	SH	SOLE		28,018
CHAMPION INTL CORP	COM	158525105	1,146	18,500	SH	SOLE		18,500
CHASE MANHATTAN CORP	COM	16161A108	12,492	160,804	SH	SOLE		160,804
CHEVRON CORP	COM	166751107	10,975	126,700	SH	SOLE		126,700
CHUBB CORP	COM	171232101	1,913	33,977	SH	SOLE		33,977
CIGNA CORP	COM	125509109	2,892	35,900	SH	SOLE		35,900
CINCINNATI FINL CORP	COM	172062101	995	31,900	SH	SOLE		31,900
CINERGY CORP	COM	172474108	735	30,700	SH	SOLE		30,700
CIRCUIT CITY GROUP	COM	172737108	1,748	38,800	SH	SOLE		38,800
CISCO SYSTEMS INC	COM	17275R102	80,362	750,172	SH	SOLE		750,172
CISCO SYSTEMS INC	COM	17275R102	3,136	29,276	SH	OTHER**	1	29,276
CISCO SYSTEMS INC	COM	17275R102	10,651	99,430	SH	OTHER**		99,430
CITIGROUP INC	COM	172967101	36,333	652,446	SH	SOLE		652,446
CITRIX SYS INC	COM	177376100	2,091	17,000	SH	SOLE		17,000
CLARENT CORPORATION	COM	180461105	118,161	1,519,756	SH	SOLE		1,519,756

FAIR MARKET VALUE TOTAL: 388,231

CLEAR CHANNEL COMMUNICATIONS	COM	184502102	5,819	65,200	SH	SOLE		65,200
CLOROX CO	COM	189054109	2,297	45,600	SH	SOLE		45,600
CMGI INC	COM	125750109	707,716	5,112,168	SH	SOLE		5,112,168
CMS ENERGY CORP	COM	125896100	711	22,800	SH	SOLE		22,800
COASTAL CORP	COM	190441105	1,460	41,200	SH	SOLE		41,200
COCA COLA CO	COM	191216100	27,785	476,996	SH	SOLE		476,996

COCA COLA ENTERPRISES INC	COM	191219104	1,652	82,100	SH	SOLE	82,100
COLGATE PALMOLIVE CO	COM	194162103	7,319	112,600	SH	SOLE	112,600
COLUMBIA ENERGY GROUP	COM	197648108	1,001	15,828	SH	SOLE	15,828
COLUMBIA/HCA HEALTHCARE CORP	COM	197677107	3,194	108,950	SH	SOLE	108,950
COMCAST CORP	CL A	200300200	7,321	144,800	SH	SOLE	144,800
COMERICA INC	COM	200340107	1,408	30,167	SH	SOLE	30,167
COMPAQ COMPUTER CORP	COM	204493100	8,888	328,410	SH	SOLE	328,410
COMPUTER ASSOC INTL INC	COM	204912109	7,258	103,775	SH	SOLE	103,775
COMPUTER SCIENCES CORP	COM	205363104	2,924	30,900	SH	SOLE	30,900
COMPUWARE CORP	COM	205638109	2,570	69,000	SH	SOLE	69,000
COMVERSE TECHNOLOGY INC	COM PAR	205862402	1,954	13,500	SH	SOLE	13,500
		\$.10					
CONAGRA INC	COM	205887102	2,140	94,314	SH	SOLE	94,314
CONOCO INC	CL B	208251405	3,012	121,100	SH	SOLE	121,100
CONSECO INC	COM	208464107	1,125	63,167	SH	SOLE	63,167
CONSOLIDATED EDISON INC	COM	209115104	1,473	42,700	SH	SOLE	42,700
CONSOLIDATED NAT GAS CO	COM	209615103	1,201	18,500	SH	SOLE	18,500
CONSOLIDATED STORES CORP	COM	210149100	346	21,300	SH	SOLE	21,300
CONSTELLATION ENGY GRP INC	COM	210371100	838	28,900	SH	SOLE	28,900
COOPER INDS INC	COM	216669101	740	18,300	SH	SOLE	18,300
COOPER TIRE & RUBR CO	COM	216831107	232	14,700	SH	SOLE	14,700
COORS ADOLPH CO	CL B	217016104	373	7,100	SH	SOLE	7,100
COPPER MOUNTAIN NETWORKS INC	COM	217510106	62,072	1,018,690	SH	SOLE	1,018,690
CORNING INC	COM	219350105	6,099	47,300	SH	SOLE	47,300
COSTCO WHSL CORP	COM	22160K105	3,896	42,700	SH	SOLE	42,700
COUNTRYWIDE CR INDS INC	COM	222372104	550	21,800	SH	SOLE	21,800
COVAD COMMUNICATIONS GROUP INC	COM	222814204	207,486	3,709,242	SH	SOLE	3,709,242
CRANE CO	COM	224399105	261	13,125	SH	SOLE	13,125

FAIR MARKET VALUE TOTAL: 1,083,121

CROSSROADS HOLDING CORPORATION	COM	22765D100	124,734	1,476,147	SH	SOLE	1,476,147
CROWN CORK & SEAL INC	COM	228255105	527	23,553	SH	SOLE	23,553
CSX CORP	COM	126408103	1,318	42,000	SH	SOLE	42,000
CUMMINS ENGINE INC	COM	231021106	391	8,100	SH	SOLE	8,100
CVS CORP	COM	126650100	3,019	75,700	SH	SOLE	75,700
CYBERGOLD INC	COM	23246N105	10,139	408,666	SH	SOLE	408,666
DANA CORP	COM	235811106	958	31,991	SH	SOLE	31,991
DANAHER CORP	COM	235851102	1,327	27,500	SH	SOLE	27,500
DARDEN RESTAURANTS INC	COM	237194105	462	25,500	SH	SOLE	25,500
DAYTON HUDSON CORP	COM	239753106	6,272	85,400	SH	SOLE	85,400
DEERE & CO	COM	244199105	1,956	45,100	SH	SOLE	45,100
DELL COMPUTER CORP	COM	247025109	25,031	490,800	SH	SOLE	490,800
DELPHI AUTOMOTIVE SYS CORP	COM	247126105	1,719	109,117	SH	SOLE	109,117
DELTA AIR LINES INC DEL	COM	247361108	1,350	27,100	SH	SOLE	27,100
DELUXE CORP	COM	248019101	401	14,600	SH	SOLE	14,600
DILLARDS INC	COM	254067101	418	20,700	SH	SOLE	20,700
DISNEY WALT CO	COM	254687106	11,653	398,380	SH	SOLE	398,380
DOLLAR GEN CORP	COM	256669102	987	43,375	SH	SOLE	43,375
DOMINION RES INC VA	COM	257470104	1,456	37,100	SH	SOLE	37,100
DONNELLEY R R & SONS CO	COM	257867101	613	24,700	SH	SOLE	24,700
DOVER CORP	COM	260003108	1,829	40,300	SH	SOLE	40,300
DOW CHEM CO	COM	260543103	5,681	42,516	SH	SOLE	42,516
DOW JONES & CO INC	COM	260561105	1,190	17,500	SH	SOLE	17,500
DTE ENERGY CO	COM	233331107	886	28,000	SH	SOLE	28,000
DU PONT E I DE NEMOURS & CO	COM	263534109	13,273	201,494	SH	SOLE	201,494
DUKE ENERGY CORP	COM	264399106	3,535	70,524	SH	SOLE	70,524
DUN & BRADSTREET CORP DEL	COM	26483B106	917	31,100	SH	SOLE	31,100
EASTERN ENTERPRISES	COM	27637F100	296	5,150	SH	SOLE	5,150
EASTMAN KODAK CO	COM	277432100	720	15,100	SH	SOLE	15,100
EASTMAN KODAK CO	COM	277461109	4,050	61,131	SH	SOLE	61,131
EATON CORP	COM	278058102	1,009	13,900	SH	SOLE	13,900
ECHOSTAR COMMUNICATIONS CORP.	CL A	278762109	3,801	38,984	SH	SOLE	38,984
ECOLAB INC	COM	278865100	978	25,000	SH	SOLE	25,000
EDISON INTL	COM	281020107	1,757	67,100	SH	SOLE	67,100

FAIR MARKET VALUE TOTAL: 234,653

EL PASO ENERGY CORP DEL	COM	283905107	1,708	44,000	SH	SOLE	44,000
ELECTRONIC DATA SYS CORP	ORD	630177102	20,417	555,556	SH	SOLE	555,556
EMC CORP MASS	COM	285661104	6,372	95,200	SH	SOLE	95,200
EMERSON ELEC CO	COM	268648102	21,389	195,776	SH	SOLE	195,776
ENGAGE TECHNOLOGIES, INC.	COM	291011104	4,814	83,900	SH	SOLE	83,900
ENGELHARD CORP	COM	292827102	937	15,616	SH	SOLE	15,616
ENRON CORP	COM	292845104	459	24,300	SH	SOLE	24,300
ENTERGY CORP	COM	293561106	6,118	137,880	SH	SOLE	137,880
EQUIFAX INC	COM	29364G103	1,228	47,700	SH	SOLE	47,700
ESOFT INC	COM	294429105	655	27,800	SH	SOLE	27,800
ETOYS INC	COM	296904105	19,417	666,666	SH	SOLE	666,666
EVANS & SUTHERLAND COMPUTER CORP.	COM	297862104	212,874	8,109,502	SH	SOLE	8,109,502
EXXON MOBIL CORP	COM	299096107	26	2,258	SH	SOLE	2,258
FANNIE MAE	COM	30231G102	53,871	668,684	SH	SOLE	668,684
FDX CORP	COM	313586109	12,363	198,000	SH	SOLE	198,000
FEDERATED DEPT STORES INC DEL	COM	31304N107	2,356	57,540	SH	SOLE	57,540

FIFTH THIRD BANCORP	COM	31410H101	2,040	40,343	SH	SOLE	40,343
FIRST DATA CORP	COM	316773100	4,280	58,337	SH	SOLE	58,337
FIRST UN CORP	COM	319963104	4,088	82,900	SH	SOLE	82,900
FIRSTAR CORP	COM	337358105	6,087	184,815	SH	SOLE	184,815
FIRSTENERGY CORP	COM	33763V109	4,019	190,239	SH	SOLE	190,239
FLEET BOSTON FINL CORP	COM	337932107	1,025	45,200	SH	SOLE	45,200
FLEETWOOD ENTERPRISES INC	COM	339030108	6,196	177,977	SH	SOLE	177,977
FLORIDA PROGRESS CORP	COM	339099103	132	6,400	SH	SOLE	6,400
FLUOR CORP	COM	341109106	804	19,000	SH	SOLE	19,000
FMC CORP	COM	343861100	670	14,600	SH	SOLE	14,600
FOGDOG INC	COM	302491303	350	6,100	SH	SOLE	6,100
FORD MTR CO DEL	COM	344167101	9,229	971,440	SH	SOLE	971,440
FORT JAMES CORP	COM	345370100	12,458	233,678	SH	SOLE	233,678
FORTUNE BRANDS INC	COM	347471104	1,169	42,700	SH	SOLE	42,700
FOSTER WHEELER CORP	COM	349631101	1,061	32,090	SH	SOLE	32,090
FPL GROUP INC	COM	350244109	70	7,900	SH	SOLE	7,900
FRANKLIN RES INC	COM	302571104	1,483	34,635	SH	SOLE	34,635
FREDDIE MAC CORP	COM	354613101	1,561	48,700	SH	SOLE	48,700

FAIR MARKET VALUE TOTAL: 421,726

FREEMPORT MCMORAN COPPER B	COM	313400301	6,320	134,300	SH	SOLE	134,300
GANNETT INC	CL B	35671D857	668	31,619	SH	SOLE	31,619
GAP INC	COM	364730101	4,404	54,000	SH	SOLE	54,000
GATEWAY INC	COM	364760108	7,618	165,599	SH	SOLE	165,599
GENERAL DYNAMICS CORP	COM	367626108	4,360	60,500	SH	SOLE	60,500
GENERAL ELEC CO	COM	369550108	2,031	38,500	SH	SOLE	38,500
GENERAL INSTR CORP DEL	COM	369604103	98,055	633,632	SH	SOLE	633,632
GENERAL MLS INC	COM	370120107	2,843	33,452	SH	SOLE	33,452
GENERAL MTRS CORP	COM	370334104	2,109	59,000	SH	SOLE	59,000
GENUINE PARTS CO	COM	370442105	9,042	124,396	SH	SOLE	124,396
GEORGIA PAC CORP	COM	372460105	859	34,600	SH	SOLE	34,600
GILLETTE CO	COM	373298108	1,680	33,100	SH	SOLE	33,100
GLOBAL CROSSING LTD	COM	375766102	8,633	209,600	SH	SOLE	209,600
GLOBESPAN INC	COM	G3921A100	7,420	148,405	SH	SOLE	148,405
GOLDEN WEST FINL CORP DEL	COM	379571102	62,195	852,515	SH	SOLE	852,515
GOODRICH B F CO	COM	381317106	1,065	31,800	SH	SOLE	31,800
GOODYEAR TIRE & RUBR CO	COM	382388106	583	21,200	SH	SOLE	21,200
GPU INC	COM	382550101	847	30,200	SH	SOLE	30,200
GRACE WR & CO DEL	COM	36225X100	720	24,200	SH	SOLE	24,200
GRAINGER W W INC	COM	38388F108	194	13,700	SH	SOLE	13,700
GREAT ATLANTIC & PAC TEA INC	COM	384802104	861	18,000	SH	SOLE	18,000
GREAT LAKES CHEM CORP	COM	390064103	206	7,400	SH	SOLE	7,400
GTE CORP	COM	390568103	432	11,300	SH	SOLE	11,300
GUIDANT CORP	COM	362320103	13,374	189,534	SH	SOLE	189,534
HALLIBURTON CO	COM	401698105	2,745	58,400	SH	SOLE	58,400
HARCOURT GEN INC	COM	406216101	3,427	85,150	SH	SOLE	85,150
HARRAHS ENTMT INC	COM	41163G101	551	13,700	SH	SOLE	13,700
HARTFORD FINL SVCS GROUP INC	COM	413619107	654	24,750	SH	SOLE	24,750
HASBRO INC	COM	416515104	2,072	43,736	SH	SOLE	43,736
HEALTHCON WEBMD CORPORATION	COM	418056107	711	37,550	SH	SOLE	37,550
HEALTHSOUTH CORP	COM	422209106	18,028	480,753	SH	SOLE	480,753
HEINZ H J CO	COM	421924101	431	80,200	SH	SOLE	80,200
HELMERICH & PAYNE INC	COM	423074103	2,755	69,200	SH	SOLE	69,200
HERCULES INC	COM	423452101	209	9,600	SH	SOLE	9,600

FAIR MARKET VALUE TOTAL: 268,102

HERSHEY FOODS CORP	COM	427056106	571	20,500	SH	SOLE	20,500
HEWLETT PACKARD CO	COM	427866108	1,281	27,000	SH	SOLE	27,000
HILTON HOTELS CORP	COM	428236103	22,257	195,670	SH	SOLE	195,670
HOLLYWOOD ENTERTAINMENT CORP	COM	432848109	681	71,200	SH	SOLE	71,200
HOME DEPOT INC	COM	436141105	6,725	463,774	SH	SOLE	463,774
HOMESTAKE MNG CO	COM	437076102	29,545	429,750	SH	SOLE	429,750
HONEYWELL INTL INC	COM	437614100	393	50,303	SH	SOLE	50,303
HOUSEHOLD INTL INC	COM	438516106	8,797	152,488	SH	SOLE	152,488
HUMANA INC	COM	441815107	3,447	92,548	SH	SOLE	92,548
HUNTINGTON BANCSHARES INC	COM	444859102	265	32,400	SH	SOLE	32,400
HUTTIG BLDG PRODS INC	COM	446150104	1,061	44,460	SH	SOLE	44,460
IBM CORP	COM	448451104	14	2,916	SH	SOLE	2,916
IKON OFFICE SOLUTIONS INC	COM	459200101	37,705	349,528	SH	SOLE	349,528
ILLINOIS TOOL WKS INC	COM	451713101	196	28,800	SH	SOLE	28,800
IMMERSION HUMAN INTERFACE CORP	COM	452308109	3,919	58,000	SH	SOLE	58,000
IMS HEALTH INC	COM	452521107	30,298	698,387	SH	SOLE	698,387
INCO LTD	COM	449934108	1,642	60,400	SH	SOLE	60,400
INFORMIX CORP	COM	453258402	872	37,100	SH	SOLE	37,100
INGERSOLL RAND CO	COM	456779107	42	3,648	SH	SOLE	3,648
INKTOMI CORPORATION	COM	456866102	1,754	31,850	SH	SOLE	31,850
INTEL CORP CALIF	COM	457277101	70,551	1,589,890	SH	SOLE	1,589,890
INTERACTIVE INTELLIGENCE, INC.	COM	458140100	33,558	407,686	SH	DEFINED	407,686
INTERNATIONAL PAPER CO	COM	45839M103	15,975	600,000	SH	SOLE	600,000
INTERPUBLIC GROUP COS INC	COM	460146103	4,508	79,877	SH	SOLE	79,877
INTERVU INC	COM	460690100	3,144	54,500	SH	SOLE	54,500
INTL FLAVORS & FRAGRANCES INC	COM	46114R106	12,057	114,829	SH	SOLE	114,829
IONA TECHNOLOGIES PLC	COM	459506101	771	20,500	SH	SOLE	20,500

IONA TECHNOLOGIES PLC	COM ADR	46206P109	2,479	45,494	SH	OTHER**	1	45,494
ISOCOR	COM ADR	46206P109	8,421	154,506	SH	OTHER**		154,506
ITT INDS INC IND	COM	464902105	16,313	375,000	SH	SOLE		375,000
ITXC CORPORATION	COM	450911102	568	16,985	SH	SOLE		16,985
IVILLAGE INC	COM	45069F109	111,468	3,315,034	SH	SOLE	3,315,034	
IXOS SOFTWARE GMBH	COM	46588H105	2,700	133,333	SH	SOLE		133,333

FAIR MARKET VALUE TOTAL: 433,978

	SP ADR							
JEFFERSON PILOT CORP	BEARER	46600V108	4,307	134,000	SH	SOLE		134,000
JOHNSON & JOHNSON	COM	475070108	1,394	20,425	SH	SOLE		20,425
JOHNSON CTLS INC	COM	478160104	24,213	259,657	SH	SOLE		259,657
JOSTENS INC	COM	478366107	938	16,500	SH	SOLE		16,500
JUNO ONLINE SERVICES INC	COM	481088102	160	6,600	SH	SOLE		6,600
K MART CORP	COM	482048105	27,686	779,899	SH	SOLE		779,899
KANSAS CITY SOUTH INDS INC	COM	482584109	960	95,424	SH	SOLE		95,424
KAUFMAN & BROAD HOME CORP	COM	485170104	1,590	21,300	SH	SOLE		21,300
KELLOGG CO	COM	486168107	224	9,274	SH	SOLE		9,274
KERR MCGEE CORP	COM	487836108	2,413	78,298	SH	SOLE		78,298
KEYCORP	COM	492386107	1,038	16,739	SH	SOLE		16,739
KIMBERLY CLARK CORP	COM	493267108	1,918	86,698	SH	SOLE		86,698
KLA TENCOR CORP	COM	494368103	6,734	102,900	SH	SOLE		102,900
KNIGHT RIDDER INC	COM	482480100	1,893	17,000	SH	SOLE		17,000
KOHL'S CORP	COM	499040103	935	15,700	SH	SOLE		15,700
KROGER CO	COM	500255104	2,267	31,400	SH	SOLE		31,400
LAUNCH MEDIA INC	COM	501044101	3,024	160,200	SH	SOLE		160,200
LEGGETT & PLATT INC	COM	518567102	16,897	892,225	SH	SOLE		892,225
LEHMAN BROS HLDGS INC	COM	524660107	815	38,000	SH	SOLE		38,000
LEXMARK INTL GROUP INC	COM	524908100	1,965	23,200	SH	SOLE		23,200
LIBERATE TECHNOLOGIES INC.***	CL A	529771107	2,253	24,900	SH	SOLE		24,900
LILLY ELI & CO	COM	530129105	108,439	843,880	SH	SOLE		843,880
LIMITED INC	COM	532457108	14,036	211,070	SH	SOLE		211,070
LINCOLN NATL CORP IND	COM	532716107	1,792	41,380	SH	SOLE		41,380
LIQUID AUDIO INC	COM	534187109	1,536	38,400	SH	SOLE		38,400
LIZ CLAIBORNE INC	COM	53631T102	66,037	2,515,708	SH	SOLE	2,515,708	
LOCKHEED MARTIN CORP	COM	539320101	448	11,900	SH	SOLE		11,900
LOEWS CORP	COM	539830109	1,669	76,300	SH	SOLE		76,300
LONGS DRUG STORES CORP	COM	540424108	1,262	20,800	SH	SOLE		20,800
LOUISIANA PAC CORP	COM	543162101	196	7,600	SH	SOLE		7,600
LOWES COS INC	COM	546347105	291	20,700	SH	SOLE		20,700
LSI LOGIC CORPORATION	COM	548661107	4,404	73,700	SH	DEFINED		73,700

FAIR MARKET VALUE TOTAL: 303,734

LUCENT TECHNOLOGIES INC	COM	502161102	8,010	142,390	SH	SOLE		142,390
MADGE NETWORKS INC	COM	549463107	44,391	591,885	SH	SOLE		591,885
MAKER COMMUNICATIONS INC	ORD	N5424G106	281	38,448	SH	DEFINED		38,448
MALLINCKRODT INC	COM	560875106	51,689	1,209,103	SH	SOLE	1,209,103	
MANOR CARE INC	COM	561232109	436	13,700	SH	SOLE		13,700
MARRIOTT INTL INC	COM	564055101	331	20,700	SH	SOLE		20,700
MARSH & MCLENNAN COS INC	CL A	571903202	1,519	48,134	SH	SOLE		48,134
MASCO CORP	COM	571748102	4,880	51,000	SH	SOLE		51,000
MATTEL INC	COM	574599106	2,172	85,600	SH	SOLE		85,600
MAXTOR CORPORATION	COM	577081102	1,066	81,241	SH	SOLE		81,241
MAY DEPT STORES CO	COM NEW	577729205	4,972	682,914	SH	SOLE		682,914
MAYTAG CORP	COM	577778103	2,080	64,500	SH	SOLE		64,500
MBIA INC	COM	578592107	810	16,873	SH	SOLE		16,873
MBNA CORP	COM	55262C100	1,019	19,300	SH	SOLE		19,300
MCDERMOTT INTL INC	COM	55262L100	4,222	154,943	SH	SOLE		154,943
MCDONALDS CORP	COM	580037109	104	11,500	SH	SOLE		11,500
MCGRAW HILL COS INC	COM	580135101	10,551	261,724	SH	SOLE		261,724
MCI WORLDCOM INC	COM	580645109	2,343	38,016	SH	SOLE		38,016
MCKESSON HBOC INC	COM	55268B106	28,793	542,631	SH	SOLE		542,631
MEAD CORP	COM	58155Q103	1,222	54,325	SH	SOLE		54,325
MEDIAONE GROUP INC	COM	582834107	860	19,800	SH	SOLE		19,800
MEDTRONIC INC	COM	58440J104	9,002	117,200	SH	SOLE		117,200
MELLON FINL CORP	COM	585055106	8,260	226,700	SH	SOLE		226,700
MERCK & CO INC	COM	58551A108	3,381	99,260	SH	SOLE		99,260
MEREDITH CORP	COM	589331107	30,442	453,092	SH	SOLE		453,092
MERRILL LYNCH & CO INC	COM	589433101	417	10,000	SH	SOLE		10,000
MGIC INVT CORP WIS	COM	590188108	5,945	71,360	SH	SOLE		71,360
MICRON TECHNOLOGY INC	COM	552848103	1,270	21,100	SH	SOLE		21,100
MICROSOFT CORP	COM	595112103	3,763	48,400	SH	SOLE		48,400
MICROTEST INC	COM	594918104	116,355	996,612	SH	SOLE		996,612
MILACRON INC	COM	594941106	397	44,074	SH	SOLE		44,074
MILLIPORE CORP	COM	598709103	111	7,200	SH	SOLE		7,200
MINNESOTA MNG & MFG CO	COM	601073109	336	8,700	SH	SOLE		8,700

FAIR MARKET VALUE TOTAL: 351,430

MIRAGE RESORTS INC	COM	604059105	7,615	77,800	SH	SOLE		77,800
MOLEX INC COM	COM	60462E104	581	38,400	SH	SOLE		38,400
MONSANTO CO	COM	608554101	1,695	29,900	SH	SOLE		29,900
MORGAN J P & CO INC	COM	611662107	4,339	122,443	SH	SOLE		122,443

MORGAN STANLEY DEAN WITTER & CO	COM	616880100	4,293	33,900	SH	SOLE	33,900
MOTOROLA INC	COM NEW	617446448	15,724	110,151	SH	SOLE	110,151
MPATH INTERACTIVE INC	COM	620076109	17,278	117,335	SH	SOLE	117,335
NABISCO GROUP HLDG CORP	COM	62473C101	29,673	1,114,461	SH	SOLE	1,114,461
NACCO INDS INC	COM	62952P102	669	63,000	SH	SOLE	63,000
NATIONAL CITY CORP	CL A	629579103	92	1,649	SH	SOLE	1,649
NATIONAL SEMICONDUCTOR CORP	COM	635405103	2,829	119,426	SH	SOLE	119,426
NATIONAL SVC INDS INC	COM	637640103	1,387	32,400	SH	SOLE	32,400
NAVISTAR INTL CORP	COM	637657107	230	7,800	SH	SOLE	7,800
NETWORK APPLIANCE INC	COM	63934E108	600	12,760	SH	SOLE	12,760
NETWORK COMPUTING DEVICES INC	COM	64120L104	2,359	28,400	SH	SOLE	28,400
NEW CENTURY ENERGIES INC	COM	64120N100	5,906	750,000	SH	SOLE	750,000
NEW YORK TIMES CO	COM	64352U103	677	22,300	SH	SOLE	22,300
NEWELL RUBBERMAID INC	CL A	650111107	1,651	33,600	SH	SOLE	33,600
NEWMONT MNG CORP	COM	651229106	1,580	54,482	SH	SOLE	54,482
NEXTEL COMMUNICATIONS INC	COM	651639106	793	32,352	SH	SOLE	32,352
NIAGARA MOHAWK HLDGS INC	CL A	65332V103	7,208	69,900	SH	SOLE	69,900
NICOR INC	COM	653520106	504,537	36,200	SH	SOLE	36,200
NIKE INC CL B	COM	654086107	296	9,100	SH	SOLE	9,100
NORDSTROM INC WASH	COM	654106103	2,691	54,300	SH	SOLE	54,300
NORFOLK SOUTHN CORP	COM	655664100	713	27,100	SH	SOLE	27,100
NORTEL NETWORKS CORP	COM	655844108	1,507	73,524	SH	SOLE	73,524
NORTHERN STS PWR CO MINN	COM	656569100	25,893	256,368	SH	SOLE	256,368
NORTHERN TR CORP	COM	665772109	581	29,800	SH	SOLE	29,800
NORTHPOINT COMMUNICATIONS GROUP INC	COM	665859104	2,279	43,000	SH	SOLE	43,000
NORTHROP GRUMMAN CORP	COM	666610100	35,378	1,275,423	SH	SOLE	1,275,423
NOVELL INC	COM	666807102	725	13,419	SH	SOLE	13,419
NUCOR CORP	COM	670006105	2,582	64,651	SH	SOLE	64,651
OBJECT DESIGN INC	COM	670346105	926	16,900	SH	SOLE	16,900

FAIR MARKET VALUE TOTAL: 685,287

OCCIDENTAL PETE CORP	COM	674416102	2,071	142,857	SH	SOLE	142,857
OFFICE DEPOT INC	COM	674599105	1,455	67,300	SH	SOLE	67,300
OLD KENT FINL CORP	COM	676220106	796	72,400	SH	SOLE	72,400
OMNICOM GROUP INC	COM	679833103	810	22,900	SH	SOLE	22,900
ONEOK INC NEW	COM	681919106	3,430	34,300	SH	SOLE	34,300
OPEN MARKET INC	COM	682680103	153	6,100	SH	SOLE	6,100
ORACLE CORPORATION	COM	68370M100	15,155	335,852	SH	SOLE	335,852
OWENS CORNING	COM	68389X105	31,159	278,050	SH	SOLE	278,050
OWENS ILL INC	COM	69073F103	205	10,600	SH	SOLE	10,600
P P & L RESOURCES INC	COM NEW	690768403	754	30,100	SH	SOLE	30,100
PACCAR INC	COM	693499105	698	30,500	SH	SOLE	30,500
PACTIV CORP	COM	693718108	669	15,100	SH	SOLE	15,100
PAINE WEBBER GROUP INC	COM	695257105	350	32,900	SH	SOLE	32,900
PALL CORP	COM	695629105	1,091	28,100	SH	SOLE	28,100
PANJA INC	COM	696429307	518	24,000	SH	SOLE	24,000
PARAMETRIC TECHNOLOGY CORP	COM	698493103	6,983	423,212	SH	SOLE	423,212
PARKER HANNIFIN CORP	COM	699173100	1,407	52,000	SH	SOLE	52,000
PAYCHEX INC	COM	701094104	1,078	21,000	SH	SOLE	21,000
PE CORP COM PE BIOSYS GROUP	COM	704326107	1,900	47,500	SH	SOLE	47,500
PECO ENERGY CO	COM PE	69332S102	2,370	19,700	SH	SOLE	19,700

BIO GRP

PENNEY J C INC	COM	693304107	1,251	36,000	SH	SOLE	36,000
PEOPLES ENERGY CORP ILL	COM	708160106	1,014	50,850	SH	SOLE	50,850
PEOPLESOFT INC	COM	711030106	231	6,900	SH	SOLE	6,900
PEP BOYS MANNY MOE & JACK	COM	712713106	1,002	47,000	SH	SOLE	47,000
PEPSICO INC	COM	713278109	91	10,200	SH	SOLE	10,200
PERKLINELMER INC	COM	713448108	9,958	282,502	SH	SOLE	282,502
PERSISTENCE SOFTWARE INC	COM	714046109	371	8,900	SH	SOLE	8,900
PFIZER INC	COM	715329108	14,649	651,048	SH	SOLE	651,048
PG&E CORP	COM	717081103	24,279	748,500	SH	SOLE	748,500
PHARMACIA & UPJOHN INC	COM	69331C108	1,520	74,152	SH	SOLE	74,152
PHELPS DODGE CORP	COM	716941109	4,407	97,929	SH	SOLE	97,929
PHILIP MORRIS COS INC	COM	717265102	1,016	15,075	SH	SOLE	15,075

FAIR MARKET VALUE TOTAL: 132,841

PHILLIPS PETE CO	COM	718154107	10,619	461,710	SH	SOLE	461,710
PHOENIX TECHNOLOGIES LTD	COM	718507106	2,298	48,900	SH	SOLE	48,900
PINNACLE WEST CAP CORP	COM	719153108	16,715	894,971	SH	SOLE	894,971
PITNEY BOWES INC	COM	723484101	501	16,400	SH	SOLE	16,400
PLACER DOME INC	COM	724479100	2,498	51,700	SH	SOLE	51,700
PNC BK CORP	COM	725906101	676	62,900	SH	SOLE	62,900
POLAROID CORP	COM	693475105	2,612	58,700	SH	SOLE	58,700
POTLATCH CORP	COM	731095105	162	8,600	SH	SOLE	8,600
PPG INDS INC	COM	737628107	250	5,600	SH	SOLE	5,600
PRAXAIR INC	COM	693506107	2,096	33,502	SH	SOLE	33,502
PREVIEW SYSTEMS INC	COM	74005P104	1,552	30,847	SH	SOLE	30,847
PRICE T ROWE & ASSOC INC	COM	741379101	27,798	308,031	SH	SOLE	308,031
PROCTER & GAMBLE CO	COM	741477103	864	23,400	SH	SOLE	23,400
PROGRESSIVE CORP OHIO	COM	742718109	28,113	256,590	SH	SOLE	256,590
PROVIDIAN FINL CORP	COM	743315103	1,031	14,100	SH	SOLE	14,100
PROXICOM INC	COM	74406A102	2,491	27,350	SH	SOLE	27,350

PROXIM INC	COM	744282104	12,431	100,000	SH	SOLE	100,000
PUBLIC SVC ENTERPRISE GROUP	COM	744284100	35,200	320,000	SH	SOLE	320,000
PULTTE CORP	COM	744573106	1,476	42,400	SH	SOLE	42,400
QUAKER OATS CO	COM	745867101	189	8,400	SH	SOLE	8,400
QUALCOMM INC	COM	747402105	1,693	25,800	SH	SOLE	25,800
QUINTILES TRANSNATIONAL CORP	COM	747525103	21,840	124,000	SH	SOLE	124,000
QUOKKA SPORTS INC	COM	748767100	415	22,200	SH	SOLE	22,200
RADISYS CORPORATION	COM	749077103	54,916	4,184,093	SH	SOLE	4,184,093
RALSTON PURINA CO	COM	750459109	90,742	1,779,251	SH	SOLE	1,779,251
RAVISENT TECHNOLOGIES INC	COM RAL- PUR GP	751277302	1,742	62,500	SH	SOLE	62,500
RAYTHEON CO CL B	COM	754440105	21,127	549,650	SH	SOLE	549,650
RED HAT SOFTWARE INC***	CL B	755111408	1,731	65,156	SH	SOLE	65,156
REEBOK INTL LTD	COM	756577102	634,819	6,010,116	SH	SOLE	6,010,116
REGIONS FINL CORP	COM	758110100	88	10,800	SH	SOLE	10,800
RELIANT ENERGY INC	COM	758940100	1,088	43,300	SH	SOLE	43,300
REPUBLIC N Y CORP	COM	75952J108	1,307	57,122	SH	SOLE	57,122

FAIR MARKET VALUE TOTAL: 981,083

RESEARCH IN MOTION LIMITED	COM	760719104	1,454	20,200	SH	SOLE	20,200
REYNOLDS METALS CO	COM	760975102	48,797	926,667	SH	SOLE	926,667
RITE AID CORP	COM	761763101	927	12,100	SH	SOLE	12,100
ROCKWELL INTL CORP	COM	767754104	556	50,000	SH	SOLE	50,000
ROHM & HAAS CO	COM	773903109	1,771	37,000	SH	SOLE	37,000
ROWAN COS INC	COM	775371107	1,713	42,113	SH	SOLE	42,113
ROYAL DUTCH PETE CO N Y	COM	779382100	349	16,100	SH	SOLE	16,100
RUSSELL CORP	NY REG GLD1.25	780257804	25,087	414,240	SH	SOLE	414,240

RYDER SYS INC	COM	782352108	107	6,400	SH	SOLE	6,400
SAFECO CORP	COM	783549108	303	12,400	SH	SOLE	12,400
SAFEWAY INC NEW C	COM	786429100	632	25,400	SH	SOLE	25,400
SARA LEE CORP	COM	786514208	3,525	98,600	SH	SOLE	98,600
SBC COMMUNICATIONS INC	COM	803111103	3,850	174,500	SH	SOLE	174,500
SCHERING PLOUGH CORP	COM	78387G103	32,149	659,462	SH	SOLE	659,462
SCHLUMBERGER LTD	COM	806605101	12,019	283,640	SH	SOLE	283,640
SCHWAB CHARLES CORP NEW	COM	806857108	5,938	105,800	SH	SOLE	105,800
SCIENTIFIC ATLANTA INC	COM	808513105	6,044	158,000	SH	SOLE	158,000
SCM MICROSYSTEMS INC	COM	808655104	827	14,800	SH	SOLE	14,800
SEAGATE TECHNOLOGY	COM	784018103	3,111	48,650	SH	SOLE	48,650
SEAGRAM LTD	COM	811804103	1,872	40,200	SH	SOLE	40,200
SEALED AIR CORP	COM	811850106	3,737	83,500	SH	SOLE	83,500
SEARS ROEBUCK & CO	COM	81211K100	838	16,176	SH	SOLE	16,176
SEMPRA ENERGY	COM	812387108	2,233	73,500	SH	SOLE	73,500
SERVICE CORP INTL	COM	816851109	806	46,412	SH	SOLE	46,412
SHARED MED SYS CORP	COM	817565104	365	52,600	SH	SOLE	52,600
SHERWIN WILLIAMS CO	COM	819486101	265	5,200	SH	SOLE	5,200
SIGMA ALDRICH CORP	COM	824348106	687	32,700	SH	SOLE	32,700
SILICON GRAPHICS INC	COM	826552101	586	19,500	SH	SOLE	19,500
SILICON IMAGE INC	COM	827056102	354	36,500	SH	SOLE	36,500
SILICON VALLEY GROUP INC	COM	82705T102	79,521	857,143	SH	SOLE	857,143
SILKNET SOFTWARE INC	COM	827066101	8,841	498,100	SH	SOLE	498,100
SILVERSTREAM SOFTWARE INC	COM	827094103	94,765	571,736	SH	SOLE	571,736
SILVERSTREAM SOFTWARE INC	COM	827907106	2,849	23,944	SH	OTHER**	1 23,944

FAIR MARKET VALUE TOTAL: 346,878

SILVERSTREAM SOFTWARE INC	COM	827907106	9,677	81,319	SH	OTHER**	81,319
SLM HLDG CORP	COM	827907106	45,345	381,054	SH	SOLE	381,054
SMARTERKIDS.COM INC	COM	78442A109	1,314	31,100	SH	SOLE	31,100
SNAP ON INC	COM	83169C106	8,674	1,196,363	SH	SOLE	1,196,363
SOFTLOCK INC	COM	833034101	337	12,700	SH	SOLE	12,700
SOLETRON CORP	COM	83402W109	870	224,514	SH	SOLE	224,514
SOUTHERN CO	COM	834182107	5,384	56,600	SH	SOLE	56,600
SOUTHTRUST CORP	COM	842587107	3,102	132,000	SH	SOLE	132,000
SOUTHWEST AIRLS CO	COM	844730101	1,225	32,400	SH	SOLE	32,400
SPRINGS INDS INC	COM	844741108	1,570	97,393	SH	SOLE	97,393
SPRINT CORP (FON GROUP)	CL A	851783100	142	3,550	SH	SOLE	3,550
SPRINT CORP	COM	852061100	11,280	167,580	SH	SOLE	167,580
ST JUDE MED INC	PCS COM SER 1	852061506	8,717	85,045	SH	SOLE	85,045
ST PAUL COS INC	COM	790849103	504	16,432	SH	SOLE	16,432
STAMPS.COM INC	COM	792860108	1,475	43,774	SH	SOLE	43,774
STANDARD MICROSYSTEMS CORP	COM	852857101	34,119	819,673	SH	SOLE	819,673
STANLEY WKS	COM	853626109	17,315	1,542,506	SH	SOLE	1,542,506
STAPLES INC	COM	854616109	519	17,240	SH	SOLE	17,240
STARMEDIA NETWORK INC	COM	855030102	1,862	89,750	SH	SOLE	89,750
STATE STREET CORP	COM	855546107	78,456	1,958,333	SH	SOLE	1,958,333
STREAMLINE INC	COM	857477103	2,272	31,100	SH	SOLE	31,100
STYLECLICK.COM INC	COM	863239109	2,713	285,714	SH	SOLE	285,714
SUMMIT BANCORP	COM	864221106	5,434	455,218	SH	SOLE	455,218
SUN MICROSYSTEMS INC	COM	866005101	1,047	34,200	SH	SOLE	34,200
SUNOCO INC	COM	866810104	23,796	307,286	SH	SOLE	307,286
SUNTRUST BKS INC	COM	86764P109	412	17,545	SH	SOLE	17,545
SUPERVALU INC	COM	867914103	4,270	62,050	SH	SOLE	62,050

SYNOVUS FINL CORP	COM	868536103	536	26,800	SH	SOLE	26,800
SYS CO CORP	COM	87161C105	1,040	52,350	SH	SOLE	52,350
SYSTEMSOFT CORP	COM	871829107	2,528	63,900	SH	SOLE	63,900
TALK CITY INC	COM	871926101	150	2,004,292	SH	SOLE	2,004,292
TANDY CORP	COM	874263106	19,594	750,000	SH	SOLE	750,000

FAIR MARKET VALUE TOTAL: 295,679

TEKTRONIX INC	COM	875382103	1,835	37,300	SH	SOLE	37,300
TELLABS INC	COM	879131100	352	9,067	SH	SOLE	9,067
TEMPLE INLAND INC	COM	879664100	4,853	75,600	SH	SOLE	75,600
TENET HEALTHCARE CORP	COM	879868107	712	10,800	SH	SOLE	10,800
TERADYNE INC	COM	88033G100	1,409	59,974	SH	SOLE	59,974
TEXACO INC	COM	880770102	2,185	33,100	SH	SOLE	33,100
TEXAS INSTRS INC	COM	881694103	5,801	106,800	SH	SOLE	106,800
TEXAS UTILS CO	COM	882508104	14,668	151,800	SH	SOLE	151,800
TEXTRON INC	COM	882848104	1,898	53,365	SH	SOLE	53,365
THERMO ELECTRON CORP	COM	883203101	2,224	29,000	SH	SOLE	29,000
THOMAS & BETTS CORP	COM	883556102	458	30,500	SH	SOLE	30,500
TICKETS.COM INC	COM	884315102	351	11,000	SH	SOLE	11,000
TIME WARNER INC	COM	88633M101	11,406	796,956	SH	SOLE	796,956
TIMES MIRROR CO	COM	887315109	18,073	249,934	SH	SOLE	249,934
TIMKEN CO	COM SER A	887364107	769	11,471	SH	SOLE	11,471
TJX COS INC NEW	COM	887389104	245	12,000	SH	SOLE	12,000
TORCHMARK CORP	COM	872540109	1,255	61,400	SH	SOLE	61,400
TOSCO CORP NEW	COM	891027104	747	25,700	SH	SOLE	25,700
TOYS R US INC	COM	891490302	799	29,400	SH	SOLE	29,400
TRANSOCEAN SEDCO FOREX INC	COM	892335100	684	47,800	SH	SOLE	47,800
TRIBUNE CO NEW	COM	G90078109	690	20,483	SH	SOLE	20,483
TRICON GLOBAL RESTAURANTS INC	COM	896047107	2,522	45,800	SH	SOLE	45,800
TRW INC	COM	895953107	1,149	29,740	SH	SOLE	29,740
TUPPERWARE CORP	COM	872649108	1,215	23,400	SH	SOLE	23,400
TUT SYSTEMS, INC.	COM	899896104	187	11,050	SH	SOLE	11,050
TYCO INTL LTD	COM	901103101	4,469	83,334	SH	SOLE	83,334
U S BANCORP DEL	COM	902124106	12,605	323,216	SH	SOLE	323,216
U S WEST INC NEW	COM	902973106	3,365	141,321	SH	SOLE	141,321
U.S. INTERACTIVE INC	COM	91273H101	7,019	97,483	SH	SOLE	97,483
UNICOM CORP	COM	90334M109	10,750	250,000	SH	SOLE	250,000
UNILEVER N V	COM	904911104	1,407	42,000	SH	SOLE	42,000

NY SHS

UNION CARBIDE CORP	NEW	904784709	6,009	110,375	SH	SOLE	110,375
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FAIR MARKET VALUE TOTAL: 122,111

UNION PAC CORP	COM	905581104	1,713	25,665	SH	SOLE	25,665
UNION PAC RES GROUP INC	COM	907818108	2,093	47,900	SH	SOLE	47,900
UNION PLANTERS CORP TENN	COM	907834105	621	48,678	SH	SOLE	48,678
UNISYS CORP	COM	908068109	1,088	27,600	SH	SOLE	27,600
UNITED HEALTHCARE CORP	COM	909214108	1,888	59,100	SH	SOLE	59,100
UNITED TECHNOLOGIES CORP	COM	910581107	1,779	33,485	SH	SOLE	33,485
UNOCAL CORP	COM	913017109	6,045	93,000	SH	SOLE	93,000
UNUMPROVIDENT CORP	COM	915289102	1,571	46,800	SH	SOLE	46,800
US AIRWAYS GROUP INC	COM	91529Y106	1,478	46,091	SH	SOLE	46,091
UST INC	COM	911905107	442	13,800	SH	SOLE	13,800
USX MARATHON GROUP NEW	COM	902911106	847	33,619	SH	SOLE	33,619
USX U S STL GROUP	COM	902905827	1,471	59,600	SH	SOLE	59,600
V F CORP	COM	90337T101	564	17,100	SH	SOLE	17,100
VA SYSTEMS INC	COM	918204108	690	23,000	SH	SOLE	23,000
VIACOM INC NON-VTG C	COM	91819B105	732,225	3,543,741	SH	SOLE	3,543,741
VOXWARE INC	COM	925524308	8,135	134,600	SH	SOLE	134,600
VTEL CORP	COM	92906L105	516	500,000	SH	SOLE	500,000
VULCAN MATLS CO	COM	918333105	5,489	1,672,846	SH	SOLE	1,672,846
WACHOVIA CORP NEW	COM	929160109	771	19,300	SH	SOLE	19,300
WAL MART STORES INC	COM	929771103	2,659	39,100	SH	SOLE	39,100
WALGREEN CO	COM	931142103	59,421	859,614	SH	SOLE	859,614
WARNER LAMBERT CO	COM	931422109	5,669	193,800	SH	SOLE	193,800
WASHINGTON MUTUAL INC	COM	934488107	13,528	165,100	SH	SOLE	165,100
WASTE MGMT INC DEL	COM	939322103	2,896	111,941	SH	SOLE	111,941
WATER PIK TECHNOLOGIES INC	COM	94106L109	2,055	119,558	SH	SOLE	119,558
WATSON PHARMACEUTICALS INC	COM	94113U100	0	1	SH	SOLE	1
WAVO CORPORATION	COM	942683103	663	18,500	SH	SOLE	18,500
WELLPOINT HEALTH NETWORK INC	COM	944027101	1,938	500,000	SH	SOLE	500,000

SB DB CV

WELLS FARGO & CO	ZRO 19	94973H108	837	12,700	SH	SOLE	12,700
WENDYS INTL INC	COM	949746101	12,881	318,550	SH	SOLE	318,550
WESTVACO CORP	COM	950590109	489	23,485	SH	SOLE	23,485
WEYERHAEUSER CO	COM	961548104	631	19,350	SH	SOLE	19,350

FAIR MARKET VALUE TOTAL: 873,093

WHIRLPOOL CORP	COM	962166104	3,264	45,453	SH	SOLE	45,453
WILLAMETTE INDS INC	COM	963320106	950	14,600	SH	SOLE	14,600
WILLIAMS COMMUNICATIONS GROUP, INC.	COM	969133107	998	21,500	SH	SOLE	21,500
WILLIAMS COS INC	CL A	969455104	266,951	9,225,093	SH	SOLE	9,225,093

WINN DIXIE STORES INC	COM	969457100	2,564	83,892	SH	SOLE	83,892
WORTHINGTON INDS INC	COM	974280109	687	28,700	SH	SOLE	28,700
WRIGLEY WM JR CO	COM	981811102	293	17,700	SH	SOLE	17,700
XEROX CORP	COM	982526105	1,866	22,500	SH	SOLE	22,500
XILINX INC	COM	984121103	2,906	128,100	SH	SOLE	128,100
XIRCOM, INC.	COM	983919101	2,774	61,000	SH	SOLE	61,000
YAHOO INC	COM	983922105	188,730	2,516,405	SH	SOLE	2,516,405
	COM	984332106	21,981	50,800	SH	SOLE	50,800

FAIR MARKET VALUE TOTAL: 493,964

FAIR MARKET VALUE GRAND TOTAL: 8,374,429

* 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.

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