

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

Form 13F

Form 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: September 30,
1999

Check here if Amendment [X]; Amendment Number: 1
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/Arvind Sodhani Santa Clara, California April 24, 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: 569

Form 13F Information Table Value Total: \$4,945,966

*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

ARIBA TECHNOLOGIES, INC.	COM	04033V104	109,470	757,576	SH	SOLE	757,576
ARMSTRONG WORLD INDS INC	COM	042476101	355	7,900	SH	SOLE	7,900
ASARCO INC	COM	043413103	211	7,800	SH	SOLE	7,800
ASHLAND INC	COM	044204105	477	14,200	SH	SOLE	14,200
ASSOCIATES FIRST CAP CORP	CL A	046008108	5,160	143,322	SH	SOLE	143,322
AT HOME CORPORATION	COM SER A	045919107	11,603	280,000	SH	SOLE	280,000
AT&T CORP	COM	001957109	27,353	628,814	SH	SOLE	628,814

FAIR MARKET VALUE TOTAL: 289,861

ATLANTIC RICHFIELD CO	COM	048825103	5,619	63,400	SH	SOLE	63,400
AUDIBLE, INC.	COM	05069A104	9,647	918,750	SH	SOLE	918,750
AUTODESK INC	COM	052769106	4,910	224,450	SH	SOLE	224,450
AUTOMATIC DATA PROCESSING INC	COM	053015103	5,435	121,800	SH	SOLE	121,800
AUTOZONE INC	COM	053332102	822	29,300	SH	SOLE	29,300
AVERY DENNISON CORP	COM	053611109	1,182	22,400	SH	SOLE	22,400
AVID TECHNOLOGY, INC.	COM	05367P100	10,535	802,632	SH	SOLE	802,632
AVON PRODS INC	COM	054303102	1,273	51,300	SH	SOLE	51,300
BACKWEB TECHNOLOGIES, LTD.	ORD	M15633106	8,623	507,247	SH	SOLE	507,247
BAKER HUGHES INC	COM	057224107	1,875	64,670	SH	SOLE	64,670
BALL CORP	COM	058498106	264	6,000	SH	SOLE	6,000
BAMBOO.COM, INC.	COM	05942K105	21,397	1,205,440	SH	SOLE	1,205,440
BANK NEW YORK INC	COM	064057102	4,837	144,664	SH	SOLE	144,664
BANK OF AMERICA CORP	COM	060505104	18,928	339,896	SH	SOLE	339,896
BANK ONE CORP	COM	06423A103	8,036	230,826	SH	SOLE	230,826
BANKBOSTON CORP	COM	06605R106	2,537	58,500	SH	SOLE	58,500
BARD C R INC	COM	067383109	475	10,100	SH	SOLE	10,100
BARRICK GOLD CORP	COM	067901108	1,668	76,700	SH	SOLE	76,700
BAUSCH & LOMB INC	COM	071707103	745	11,300	SH	SOLE	11,300
BAXTER INTL INC	COM	071813109	3,452	57,300	SH	SOLE	57,300
BB&T CORP	COM	054937107	2,036	62,900	SH	SOLE	62,900
BE, INC.	COM	073309106	10,865	1,538,462	SH	SOLE	1,538,462
BEAR STEARNS COS INC	COM	073902108	882	22,940	SH	SOLE	22,940
BECTON DICKINSON & CO	COM	075887109	1,383	49,300	SH	SOLE	49,300
BELL ATLANTIC CORP	COM	077853109	20,565	305,512	SH	SOLE	305,512
BELLSOUTH CORP	COM	079860102	16,696	371,012	SH	SOLE	371,012
BEMIS INC	COM	081437105	349	10,300	SH	SOLE	10,300
BEST BUY INC	COM	086516101	2,486	40,100	SH	SOLE	40,100
BESTFOODS	COM	08658U101	2,666	54,900	SH	SOLE	54,900
BETHLEHEM STL CORP	COM	087509105	190	25,700	SH	SOLE	25,700
BIOMET INC	COM	090613100	582	22,100	SH	SOLE	22,100
BLACK & DECKER CORP	COM	091797100	781	17,100	SH	SOLE	17,100
BLOCK H & R INC	COM	093671105	834	19,200	SH	SOLE	19,200
BMC SOFTWARE INC	COM	055921100	3,371	47,100	SH	SOLE	47,100

FAIR MARKET VALUE TOTAL: 175,946

BOEING CO	COM	097023105	8,058	189,046	SH	SOLE	189,046
BOISE CASCADE CORP	COM	097383103	410	11,255	SH	SOLE	11,255
BOSTON SCIENTIFIC CORP	COM	101137107	2,015	81,412	SH	SOLE	81,412
BRIGGS & STRATTON CORP	COM	109043109	269	4,600	SH	SOLE	4,600
BRISTOL MYERS SQUIBB CO	COM	110122108	26,378	390,788	SH	SOLE	390,788
BROWN FORMAN CORP	CL B	115637209	842	13,500	SH	SOLE	13,500
BRUNSWICK CORP	COM	117043109	450	18,100	SH	SOLE	18,100
BURLINGTON NORTH SANTA FE CORP	COM	12189T104	2,516	91,506	SH	SOLE	91,506
BURLINGTON RES INC	COM	122014103	1,283	34,908	SH	SOLE	34,908
CABLETRON SYS INC	COM	126920107	538	34,300	SH	SOLE	34,300
CAMPBELL SOUP CO	COM	134429109	3,341	85,400	SH	SOLE	85,400
CAPITAL ONE FINL CORP	COM	14040H105	1,517	38,900	SH	SOLE	38,900
CARDINAL HEALTH INC	COM	14149Y108	2,921	53,600	SH	SOLE	53,600
CARNIVAL CORP	COM	143658102	5,250	120,700	SH	SOLE	120,700
CAROLINA PWR & LT CO	COM	144141108	1,110	31,376	SH	SOLE	31,376
CASE CORP	COM	14743R103	762	15,300	SH	SOLE	15,300
CATERPILLAR INC	COM	149123101	3,834	69,954	SH	SOLE	69,954
CBS CORP	COM	12490K107	6,414	138,678	SH	SOLE	138,678
CENDANT CORP	COM	151313103	2,515	141,705	SH	SOLE	141,705
CENTEX CORP	COM	152312104	346	11,700	SH	SOLE	11,700
CENTRAL & SOUTH WEST CORP	COM	152357109	884	41,834	SH	SOLE	41,834
CENTURYTEL INC	COM	156700106	1,115	27,450	SH	SOLE	27,450
CERIDIAN CORP	COM	15677T106	709	28,518	SH	SOLE	28,518
CHAMPION INTL CORP	COM	158525105	971	18,900	SH	SOLE	18,900
CHASE MANHATTAN CORP NEW	COM	16161A108	12,347	163,804	SH	SOLE	163,804
CHEVRON CORP	COM	166751107	11,458	129,100	SH	SOLE	129,100
CHUBB CORP	COM	171232101	1,721	34,677	SH	SOLE	34,677
CIGNA CORP	COM	125509109	3,048	39,200	SH	SOLE	39,200
CINCINNATI FINL CORP	COM	172062101	1,220	32,500	SH	SOLE	32,500
CINERGY CORP	COM	172474108	886	31,300	SH	SOLE	31,300
CIRCUIT CITY GROUP	COM	172737108	1,666	39,500	SH	SOLE	39,500
CISCO SYS INC	COM	17275R102	43,858	639,680	SH	SOLE	639,680
CITIGROUP INC	COM	172967101	29,244	664,646	SH	SOLE	664,646
CLARENT CORPORATION	COM	180461105	77,413	1,519,756	SH	SOLE	1,519,756

FAIR MARKET VALUE TOTAL: 257,309

CLEAR CHANNEL COMMUNICATIONS	COM	184502102	5,304	66,400	SH	SOLE	66,400
CLOROX CO	COM	189054109	1,775	46,400	SH	SOLE	46,400
CMGI, INC.	COM	125750109	413,033	4,029,588	SH	SOLE	4,029,588
CMS ENERGY CORP	COM	125896100	787	23,200	SH	SOLE	23,200
COASTAL CORP	COM	190441105	1,719	42,000	SH	SOLE	42,000
COCA COLA CO	COM	191216100	23,444	485,896	SH	SOLE	485,896
COCA COLA ENTERPRISES INC	COM	191219104	1,886	83,600	SH	SOLE	83,600
COLGATE PALMOLIVE CO	COM	194162103	5,248	114,700	SH	SOLE	114,700
COLUMBIA ENERGY GROUP	COM	197648108	893	16,128	SH	SOLE	16,128
COLUMBIA/HCA HEALTHCARE CORP	COM	197677107	2,353	111,050	SH	SOLE	111,050
COMCAST CORP	CL A SPL	200300200	5,882	147,500	SH	SOLE	147,500
COMERICA INC	COM	200340107	1,558	30,767	SH	SOLE	30,767
COMPAQ COMPUTER CORP	COM	204493100	7,652	334,510	SH	SOLE	334,510
COMPUTER ASSOC INTL INC	COM	204912109	6,465	105,775	SH	SOLE	105,775
COMPUTER SCIENCES CORP	COM	205363104	2,215	31,500	SH	SOLE	31,500
COMPUWARE CORP	COM	205638109	1,832	70,300	SH	SOLE	70,300
CONAGRA INC	COM	205887102	2,169	96,114	SH	SOLE	96,114
CONOCO INC	CL B	208251405	3,378	123,400	SH	SOLE	123,400
CONSECO INC	COM	208464107	1,223	64,367	SH	SOLE	64,367
CONSOLIDATED EDISON INC	COM	209115104	1,805	43,500	SH	SOLE	43,500
CONSOLIDATED NAT GAS CO	COM	209615103	1,179	18,900	SH	SOLE	18,900
CONSOLIDATED STORES CORP	COM	210149100	479	21,700	SH	SOLE	21,700
CONSTELLATION ENGY GRP INC	COM	210371100	827	29,400	SH	SOLE	29,400
COOPER INDS INC	COM	216669101	870	18,600	SH	SOLE	18,600
COOPER TIRE & RUBR CO	COM	216831107	263	14,900	SH	SOLE	14,900
COORS ADOLPH CO	CL B	217016104	390	7,200	SH	SOLE	7,200
COPPER MOUNTAIN NETWORKS, INC.	COM	217510106	62,156	709,345	SH	SOLE	709,345
CORNING INC	COM	219350105	3,305	48,200	SH	SOLE	48,200
COSTCO WHSL CORP NEW	COM	22160K105	3,132	43,500	SH	SOLE	43,500
COUNTRYWIDE CR INDS INC	COM	222372104	716	22,200	SH	SOLE	22,200
COVAD COMMUNICATIONS GROUP, INC.	COM	222814204	161,700	3,709,242	SH	SOLE	3,709,242
CRANE CO	COM	224399105	299	13,325	SH	SOLE	13,325
CROWN CORK & SEAL INC	COM	228255105	583	24,053	SH	SOLE	24,053

FAIR MARKET VALUE TOTAL:

726,520

CSX CORP	COM	126408103	1,814	42,800	SH	SOLE	42,800
CUMMINS ENGINE INC	COM	231021106	408	8,200	SH	SOLE	8,200
CVS CORP	COM	126650100	3,147	77,100	SH	SOLE	77,100
CYPRUS AMAX MINERALS CO	COM	232809103	349	17,800	SH	SOLE	17,800
DANA CORP	COM	235811106	1,210	32,591	SH	SOLE	32,591
DANAHER CORP	COM	235851102	1,475	28,000	SH	SOLE	28,000
DARDEN RESTAURANTS INC	COM	237194105	509	26,000	SH	SOLE	26,000
DATA GEN CORP	COM	237688106	211	10,000	SH	SOLE	10,000
DAYTON HUDSON CORP	COM	239753106	5,225	87,000	SH	SOLE	87,000
DEERE & CO	COM	244199105	1,780	46,000	SH	SOLE	46,000
DELL COMPUTER CORP	COM	247025109	20,906	500,000	SH	SOLE	500,000
DELPHI AUTOMOTIVE SYS CORP	COM	247126105	1,786	111,217	SH	SOLE	111,217
DELTA AIR LINES INC DEL	COM	247361108	1,339	27,600	SH	SOLE	27,600
DELUXE CORP	COM	248019101	507	14,900	SH	SOLE	14,900
DILLARDS INC	CL A	254067101	427	21,000	SH	SOLE	21,000
DISNEY WALT CO	COM	254687106	10,553	405,880	SH	SOLE	405,880
DOLLAR GEN CORP	COM	256669102	1,364	44,175	SH	SOLE	44,175
DOMINION RES INC VA	COM	257470104	1,706	37,800	SH	SOLE	37,800
DONNELLEY R R & SONS CO	COM	257867101	725	25,100	SH	SOLE	25,100
DOVER CORP	COM	260003108	1,676	41,000	SH	SOLE	41,000
DOW CHEM CO	COM	260543103	4,922	43,316	SH	SOLE	43,316
DOW JONES & CO INC	COM	260561105	955	17,900	SH	SOLE	17,900
DTE ENERGY CO	COM	233331107	1,037	28,500	SH	SOLE	28,500
DU PONT E I DE NEMOURS & CO	COM	263534109	11,597	191,694	SH	SOLE	191,694
DUKE ENERGY CORP	COM	264399106	3,959	71,824	SH	SOLE	71,824
DUN & BRADSTREET CORP DEL	COM	26483B106	947	31,700	SH	SOLE	31,700
EASTERN ENTERPRISES	COM	27637F100	244	5,250	SH	SOLE	5,250
EASTMAN CHEM CO	COM	277432100	614	15,400	SH	SOLE	15,400
EASTMAN KODAK CO	COM	277461109	4,706	62,231	SH	SOLE	62,231
EATON CORP	COM	278058102	1,226	14,200	SH	SOLE	14,200
ECHOSTAR COMMUNICATIONS CORP.	CL A	278762109	1,770	19,492	SH	SOLE	19,492
ECOLAB INC	COM	278865100	870	25,500	SH	SOLE	25,500
EDISON INTL	COM	281020107	1,661	68,300	SH	SOLE	68,300
EG & G INC	COM	268457108	358	9,000	SH	SOLE	9,000

FAIR MARKET VALUE TOTAL:

91,983

ELECTRONIC DATA SYS CORP NEW	COM	285661104	5,135	97,000	SH	SOLE	97,000
EMC CORP MASS	COM	268648102	14,236	199,452	SH	SOLE	199,452
EMERSON ELEC CO	COM	291011104	5,403	85,500	SH	SOLE	85,500
ENGAGE TECHNOLOGIES, INC.	COM	292827102	589	15,616	SH	SOLE	15,616
ENGELHARD CORP	COM	292845104	453	24,800	SH	SOLE	24,800
ENRON CORP	COM	293561106	5,768	140,480	SH	SOLE	140,480
ENTERGY CORP NEW	COM	29364G103	1,406	48,600	SH	SOLE	48,600
EQUIFAX INC	COM	294429105	796	28,300	SH	SOLE	28,300

ETOYS, INC.	COM	297862104	539,789	8,109,502	SH	SOLE	8,109,502
EVANS & SUTHERLAND COMPUTER CORP.	COM	299096107	28	2,258	SH	SOLE	2,258
EXXON CORP	COM	302290101	36,313	477,798	SH	SOLE	477,798
FANNIE MAE	COM	313586109	12,644	201,700	SH	SOLE	201,700
FDX CORP	COM	31304N107	2,276	58,540	SH	SOLE	58,540
FEDERATED DEPT STORES INC	DEL	31410H101	1,793	41,043	SH	SOLE	41,043
FIFTH THIRD BANCORP	COM	316773100	3,251	53,437	SH	SOLE	53,437
FIRST DATA CORP	COM	319963104	3,703	84,400	SH	SOLE	84,400
FIRST UN CORP	COM	337358105	6,705	188,215	SH	SOLE	188,215
FIRSTAR CORP	COM	33763V109	4,965	193,739	SH	SOLE	193,739
FIRSTENERGY CORP	COM	337932107	1,164	46,000	SH	SOLE	46,000
FLEET FINL GROUP INC NEW	COM	338915101	4,105	112,092	SH	SOLE	112,092
FLEETWOOD ENTERPRISES INC	COM	339099103	133	6,600	SH	SOLE	6,600
FLORIDA PROGRESS CORP	COM	341109106	893	19,300	SH	SOLE	19,300
FLUOR CORP	COM	343861100	600	14,900	SH	SOLE	14,900
FMC CORP	COM NEW	302491303	304	6,300	SH	SOLE	6,300
FORD MTR CO DEL	COM	345370100	11,963	238,078	SH	SOLE	238,078
FORT JAMES CORP	COM	347471104	1,161	43,500	SH	SOLE	43,500
FORTUNE BRANDS INC	COM	349631101	1,057	32,790	SH	SOLE	32,790
FOSTER WHEELER CORP	COM	350244109	97	8,000	SH	SOLE	8,000
FPL GROUP INC	COM	302571104	1,775	35,235	SH	SOLE	35,235
FRANKLIN RES INC	COM	354613101	1,516	49,600	SH	SOLE	49,600
FREDDIE MAC CORP	COM	313400301	7,114	136,800	SH	SOLE	136,800
FREPORT MCMORAN COPPER	CL B	35671D857	500	32,119	SH	SOLE	32,119

FAIR MARKET VALUE TOTAL:

677,635

FRUIT OF THE LOOM LTD	ORD CL A	G3682L105	49	14,200	SH	SOLE	14,200
GANNETT INC	COM	364730101	3,805	55,000	SH	SOLE	55,000
GAP INC	COM	364760108	5,398	168,699	SH	SOLE	168,699
GATEWAY INC	COM	367626108	2,710	61,600	SH	SOLE	61,600
GENERAL DYNAMICS CORP	COM	369550108	2,448	39,200	SH	SOLE	39,200
GENERAL ELEC CO	COM	369604103	76,536	645,532	SH	SOLE	645,532
GENERAL INSTR CORP DEL	COM	370120107	1,639	34,152	SH	SOLE	34,152
GENERAL MLS INC	COM	370334104	2,442	30,100	SH	SOLE	30,100
GENERAL MTRS CORP	COM	370442105	7,980	126,796	SH	SOLE	126,796
GENUINE PARTS CO	COM	372460105	935	35,200	SH	SOLE	35,200
GEORGIA PAC CORP	COM	373298108	1,363	33,700	SH	SOLE	33,700
GILLETTE CO	COM	375766102	7,246	213,500	SH	SOLE	213,500
GLOBAL CROSSING LTD	COM	G3921A100	1,852	69,905	SH	SOLE	69,905
GLOBESPAN, INC.	COM	379571102	53,815	852,515	SH	SOLE	852,515
GOLDEN WEST FINL CORP DEL	COM	381317106	1,062	10,800	SH	SOLE	10,800
GOODRICH B F CO	COM	382388106	626	21,600	SH	SOLE	21,600
GOODYEAR TIRE & RUBR CO	COM	382550101	1,482	30,800	SH	SOLE	30,800
GPU INC	COM	36225X100	806	24,700	SH	SOLE	24,700
GRACE WR & CO DEL NEW	COM	38388F108	229	14,000	SH	SOLE	14,000
GRAINGER W W INC	COM	384802104	884	18,400	SH	SOLE	18,400
GREAT ATLANTIC & PAC TEA INC	COM	390064103	227	7,500	SH	SOLE	7,500
GREAT LAKES CHEM CORP	COM	390568103	438	11,500	SH	SOLE	11,500
GTE CORP	COM	362320103	14,839	193,034	SH	SOLE	193,034
GUIDANT CORP	COM	401698105	3,191	59,500	SH	SOLE	59,500
HALLIBURTON CO	COM	406216101	3,561	86,850	SH	SOLE	86,850
HARCOURT GEN INC	COM	41163G101	583	14,000	SH	SOLE	14,000
HARRAHS ENTMT INC	COM	413619107	701	25,250	SH	SOLE	25,250
HARRIS CORP DEL	COM	413875105	434	15,700	SH	SOLE	15,700
HARTFORD FINL SVCS GROUP INC	COM	416515104	1,816	44,436	SH	SOLE	44,436
HASBRO INC	COM	418056107	825	38,350	SH	SOLE	38,350
HEALTHSOUTH CORP	COM	421924101	500	81,700	SH	SOLE	81,700
HEINZ H J CO	COM	423074103	3,032	70,500	SH	SOLE	70,500
HELMERICH & PAYNE INC	COM	423452101	246	9,700	SH	SOLE	9,700

FAIR MARKET VALUE TOTAL:

203,700

HERCULES INC	COM	427056106	598	20,900	SH	SOLE	20,900
HERSHEY FOODS CORP	COM	427866108	1,339	27,500	SH	SOLE	27,500
HEWLETT PACKARD CO	COM	428236103	18,093	199,370	SH	SOLE	199,370
HILTON HOTELS CORP	COM	432848109	496	50,200	SH	SOLE	50,200
HOLLYWOOD ENTERTAINMENT CORP.	COM	436141105	6,957	463,774	SH	SOLE	463,774
HOME DEPOT INC	COM	437076102	20,025	291,800	SH	SOLE	291,800
HOMESTAKE MNG CO	COM	437614100	470	51,203	SH	SOLE	51,203
HONEYWELL INC	COM	438506107	2,794	25,100	SH	SOLE	25,100
HOUSEHOLD INTL INC	COM	441815107	3,778	94,148	SH	SOLE	94,148
HUMANA INC	COM	444859102	227	33,000	SH	SOLE	33,000
HUNTINGTON BANCSHARES INC	COM	446150104	1,205	45,360	SH	SOLE	45,360
IBM CORP	COM	459200101	43,079	356,028	SH	SOLE	356,028
IKON OFFICE SOLUTIONS INC	COM	451713101	313	29,300	SH	SOLE	29,300
ILLINOIS TOOL WKS INC	COM	452308109	3,676	49,300	SH	SOLE	49,300
IMS HEALTH INC	COM	449934108	1,405	61,600	SH	SOLE	61,600
INCO LTD	COM	453258402	808	37,800	SH	SOLE	37,800
INFORMIX CORP.	COM	456779107	29	3,648	SH	SOLE	3,648
INGERSOLL RAND CO	COM	456866102	1,783	32,450	SH	SOLE	32,450
INKTOMI CORPORATION	COM	457277101	95,418	794,945	SH	SOLE	794,945

INTEL CORP	COM	458140100	15,561	209,400	SH	SOLE	209,400
INTERNATIONAL PAPER CO	COM	460146103	3,911	81,377	SH	SOLE	81,377
INTERPUBLIC GROUP COS INC	COM	460690100	2,282	55,500	SH	SOLE	55,500
INTERVU, INC.	COM	46114R106	4,263	114,829	SH	SOLE	114,829
INTL FLAVORS & FRAGRANCES INC	COM	459506101	721	20,900	SH	SOLE	20,900
ISOCOR	COM	464902105	2,953	375,000	SH	SOLE	375,000
ITT INDS INC IND	COM	450911102	550	17,285	SH	SOLE	17,285
IVILAGE, INC.	COM	46588H105	17,616	474,513	SH	SOLE	474,513
IXOS SOFTWARE AG	SP ADR BEARER	46600V108	66,417	429,000	SH	SOLE	429,000
JEFFERSON PILOT CORP	COM	475070108	1,310	20,725	SH	SOLE	20,725
JOHNSON & JOHNSON	COM	478160104	24,306	264,557	SH	SOLE	264,557
JOHNSON CTLS INC	COM	478366107	1,114	16,800	SH	SOLE	16,800
JOSTENS INC	COM	481088102	128	6,700	SH	SOLE	6,700
FAIR MARKET VALUE TOTAL:			343,625				
JUNO ONLINE SERVICES, INC.	COM	482048105	12,625	779,899	SH	SOLE	779,899
K MART CORP	COM	482584109	1,135	97,124	SH	SOLE	97,124
KANSAS CITY SOUTHN INDS INC	COM	485170104	1,009	21,700	SH	SOLE	21,700
KAUFMAN & BROAD HOME CORP	COM	486168107	195	9,474	SH	SOLE	9,474
KELLOGG CO	COM	487836108	2,984	79,698	SH	SOLE	79,698
KERR MCGEE CORP	COM	492386107	938	17,039	SH	SOLE	17,039
KEYCORP NEW	COM	493267108	2,279	88,298	SH	SOLE	88,298
KIMBERLY CLARK CORP	COM	494368103	5,528	104,800	SH	SOLE	104,800
KING WORLD PRODTNS INC	COM	495667107	525	14,000	SH	SOLE	14,000
KLA TENCOR CORP	COM	482480100	1,125	17,300	SH	SOLE	17,300
KNIGHT RIDDER INC	COM	499040103	875	15,900	SH	SOLE	15,900
KOHL'S CORP	COM	500255104	2,116	32,000	SH	SOLE	32,000
KROGER CO	COM	501044101	3,601	163,200	SH	SOLE	163,200
LADLAW INC	COM	50730K503	439	65,000	SH	SOLE	65,000
LAUNCH MEDIA, INC.	COM	518567102	10,707	892,225	SH	SOLE	892,225
LEHMAN BROS HLDGS INC	COM	524908100	1,378	23,600	SH	SOLE	23,600
LEXMARK INTL GROUP INC	CL A	529771107	2,037	25,300	SH	SOLE	25,300
LIBERATE TECHNOLOGIES, INC.	COM	530129105	17,774	421,940	SH	SOLE	421,940
LILLY ELI & CO	COM	532457108	13,805	215,070	SH	SOLE	215,070
LIMITED INC	COM	532716107	1,610	42,080	SH	SOLE	42,080
LINCOLN NATL CORP IND	COM	534187109	1,469	39,100	SH	SOLE	39,100
LIQUID AUDIO, INC.	COM	53631T102	93,081	2,515,708	SH	SOLE	2,515,708
LIZ CLAIBORNE INC	COM	539320101	375	12,100	SH	SOLE	12,100
LOCKHEED MARTIN CORP	COM	539830109	2,543	77,800	SH	SOLE	77,800
LOEWS CORP	COM	540424108	1,488	21,200	SH	SOLE	21,200
LONGS DRUG STORES CORP	COM	543162101	230	7,700	SH	SOLE	7,700
LOUISIANA PAC CORP	COM	546347105	330	21,100	SH	SOLE	21,100
LOWES COS INC	COM	548661107	3,661	75,100	SH	SOLE	75,100
LSI LOGIC CORP	COM	502161102	1,510	29,040	SH	SOLE	29,040
LUCENT TECHNOLOGIES INC	COM	549463107	39,112	602,885	SH	SOLE	602,885
MADGE NETWORKS, INC.	ORD	N5424G106	91	38,448	SH	SOLE	38,448
MAKER COMMUNICATIONS, INC.	COM	560875106	28,414	1,209,103	SH	DEFINED	1,209,103
MALLINCKRODT INC NEW	COM	561232109	423	14,000	SH	SOLE	14,000
MARRIOTT INTL INC NEW	CL A	571903202	1,600	48,934	SH	SOLE	48,934
FAIR MARKET VALUE TOTAL:			257,012				
MARSH & MCLENNAN COS INC	COM	571748102	3,562	52,000	SH	SOLE	52,000
MASCO CORP	COM	574599106	2,700	87,100	SH	SOLE	87,100
MATTEL INC	COM	577081102	1,572	82,741	SH	SOLE	82,741
MAXTOR CORPORATION	COM NEW	577729205	4,503	682,914	SH	SOLE	682,914
MAY DEPT STORES CO	COM	577778103	2,398	65,800	SH	SOLE	65,800
MAYTAG CORP	COM	578592107	572	17,173	SH	SOLE	17,173
MBIA INC	COM	55262C100	919	19,700	SH	SOLE	19,700
MBNA CORP	COM	55262L100	3,599	157,743	SH	SOLE	157,743
MCDERMOTT INTL INC	COM	580037109	237	11,700	SH	SOLE	11,700
MCDONALDS CORP	COM	580135101	11,531	266,624	SH	SOLE	266,624
MCGRAW HILL COS INC	COM	580645109	1,873	38,716	SH	SOLE	38,716
MCI WORLDCOM INC	COM	55268B106	26,490	368,554	SH	SOLE	368,554
MCKESSON HBOC INC	COM	58155Q103	1,604	55,325	SH	SOLE	55,325
MEAD CORP	COM	582834107	691	20,100	SH	SOLE	20,100
MEDIAONE GROUP INC	COM	58440J104	8,157	119,400	SH	SOLE	119,400
MEDTRONIC INC	COM	585055106	8,215	231,000	SH	SOLE	231,000
MELLON BK CORP	COM	585509102	3,402	101,160	SH	SOLE	101,160
MERCK & CO INC	COM	589331107	29,917	461,592	SH	SOLE	461,592
MEREDITH CORP	COM	589433101	370	10,200	SH	SOLE	10,200
MERRILL LYNCH & CO INC	COM	590188108	4,902	72,760	SH	SOLE	72,760
MGIC INVT CORP WIS	COM	552848103	1,027	21,500	SH	SOLE	21,500
MICRON TECHNOLOGY INC	COM	595112103	3,278	49,300	SH	SOLE	49,300
MICROSOFT CORP	COM	594918104	91,868	1,014,416	SH	SOLE	1,014,416
MICROSOFT CORP	PFD A CV EXCH	594918203	126,059	1,251,957	SH	SOLE	1,251,957
MICROTEST, INC.	COM	594941106	160	44,074	SH	SOLE	44,074

MILACRON INC	COM	598709103	130	7,300	SH	SOLE	7,300
MILLIPORE CORP	COM	601073109	334	8,900	SH	SOLE	8,900
MINNESOTA MNG & MFG CO	COM	604059105	7,618	79,300	SH	SOLE	79,300
MIRAGE RESORTS INC	COM	60462E104	547	39,100	SH	SOLE	39,100
MOBIL CORP	COM	607059102	15,526	154,100	SH	SOLE	154,100
MONSANTO CO	COM	611662107	4,452	124,743	SH	SOLE	124,743

FAIR MARKET VALUE TOTAL: 368,213

MORGAN J P & CO INC	COM	616880100	3,942	34,500	SH	SOLE	34,500
MORGAN STANLEY DEAN WITTER & CO	COM	617446448	10,011	112,251	SH	SOLE	112,251
MOTOROLA INC	COM	620076109	10,510	119,435	SH	SOLE	119,435
MPATH INTERACTIVE, INC.	COM	62473C101	13,513	1,114,461	SH	SOLE	1,114,461
MRV COMMUNICATIONS	COM	553477100	1,644	69,400	SH	SOLE	69,400
NABISCO GROUP HLDG CORP	COM	62952P102	963	64,200	SH	SOLE	64,200
NACCO INDS INC	CL A	629579103	115	1,649	SH	SOLE	1,649
NATIONAL CITY CORP	COM	635405103	3,246	121,626	SH	SOLE	121,626
NATIONAL SEMICONDUCTOR CORP	COM	637640103	1,012	33,100	SH	SOLE	33,100
NATIONAL SVC INDS INC	COM	637657107	252	8,000	SH	SOLE	8,000
NAVISTAR INTL CORP NEW	COM	63934E108	607	13,060	SH	SOLE	13,060
NETWORK APPLIANCE INC	COM	64120L104	1,039	14,500	SH	SOLE	14,500
NETWORK COMPUTING DEVICES, INC.	COM	64120N100	3,375	750,000	SH	SOLE	750,000
NEW CENTURY ENERGIES INC	COM	64352U103	759	22,700	SH	SOLE	22,700
NEW YORK TIMES CO	CL A	650111107	1,286	34,300	SH	SOLE	34,300
NEWELL RUBBERMAID INC	COM	651229106	1,585	55,482	SH	SOLE	55,482
NEWMONT MNG CORP COM	COM	651639106	853	32,952	SH	SOLE	32,952
NEXTEL COMMUNICATIONS INC	CL A	65332V103	4,421	64,200	SH	SOLE	64,200
NIAGARA MOHAWK HLDGS INC	COM	653520106	574	36,900	SH	SOLE	36,900
NICOR INC	COM	654086107	346	9,300	SH	SOLE	9,300
NIKE INC	CL B	654106103	3,145	55,300	SH	SOLE	55,300
NORDSTROM INC	COM	655664100	745	27,600	SH	SOLE	27,600
NORFOLK SOUTHN CORP	COM	655844108	1,833	74,824	SH	SOLE	74,824
NORTEL NETWORKS CORP	COM	656569100	13,320	261,168	SH	SOLE	261,168
NORTHERN STS PWR CO	COM	665772109	653	30,300	SH	SOLE	30,300
NORTHERN TR CORP	COM	665859104	1,829	21,900	SH	SOLE	21,900
NORTHPOINT COMMUNICATIONS GROUP, INC.	COM	666610100	23,595	1,275,423	SH	SOLE	1,275,423
NORTHROP GRUMMAN CORP	COM	666807102	866	13,619	SH	SOLE	13,619
NOVELL INC	COM	670006105	1,364	65,951	SH	SOLE	65,951
NUCOR CORP	COM	670346105	819	17,200	SH	SOLE	17,200
OBJECT DESIGN, INC.	COM	674416102	652	142,857	SH	SOLE	142,857
OCCIDENTAL PETE CORP	COM	674599105	1,586	68,600	SH	SOLE	68,600
OFFICE DEPOT INC	COM	676220106	775	73,800	SH	SOLE	73,800
OMNICOM GROUP INC	COM	681919106	2,764	34,900	SH	SOLE	34,900

FAIR MARKET VALUE TOTAL: 113,999

ONEOK INC NEW	COM	682680103	188	6,200	SH	SOLE	6,200
OPEN MARKET, INC.	COM	68370M100	4,408	335,852	SH	SOLE	335,852
ORACLE CORPORATION	COM	68389X105	12,888	283,250	SH	SOLE	283,250
OWENS CORNING	COM	69073F103	234	10,800	SH	SOLE	10,800
OWENS ILL INC	COM NEW	690768403	608	30,700	SH	SOLE	30,700
P P & L RESOURCES INC	COM	693499105	839	31,000	SH	SOLE	31,000
PACCAR INC	COM	693718108	783	15,400	SH	SOLE	15,400
PACIFICORP	COM	695114108	1,177	58,500	SH	SOLE	58,500
PAINE WEBBER GROUP INC	COM	695629105	1,037	28,600	SH	SOLE	28,600
PALL CORP	COM	696429307	566	24,400	SH	SOLE	24,400
PARAMETRIC TECHNOLOGY CORP	COM	699173100	716	53,000	SH	SOLE	53,000
PARKER HANNIFIN CORP	COM	701094104	959	21,400	SH	SOLE	21,400
PAYCHEX INC	COM	704326107	1,652	48,400	SH	SOLE	48,400
PE CORP COM PE BIOSYS GROUP	COM	69332S102	1,452	20,100	SH	SOLE	20,100
PECO ENERGY CO	COM	693304107	1,376	36,700	SH	SOLE	36,700
PENNEY J C INC	COM	708160106	1,789	51,850	SH	SOLE	51,850
PEOPLES ENERGY CORP ILL	COM	711030106	246	7,000	SH	SOLE	7,000
PEOPLESOFT INC COM	COM	712713106	811	47,900	SH	SOLE	47,900
PEP BOYS MANNY MOE & JACK	COM	713278109	155	10,400	SH	SOLE	10,400
PEPSICO INC	COM	713448108	8,778	287,802	SH	SOLE	287,802
PERSISTENCE SOFTWARE, INC.	COM	715329108	18,596	651,048	SH	SOLE	651,048
PFIZER INC	COM	717081103	27,355	762,500	SH	SOLE	762,500
PG&E CORP	COM	69331C108	1,955	75,552	SH	SOLE	75,552
PHARMACIA & UPJOHN INC	COM	716941109	4,949	99,729	SH	SOLE	99,729
PHELPS DODGE CORP	COM	717265102	626	11,375	SH	SOLE	11,375
PHILIP MORRIS COS INC	COM	718154107	16,079	470,310	SH	SOLE	470,310
PHILLIPS PETE CO	COM	718507106	2,428	49,800	SH	SOLE	49,800
PHOENIX TECHNOLOGY LTD.	COM	719153108	10,012	894,971	SH	SOLE	894,971
PIONEER HI BRED INTL	COM	723686101	1,869	47,100	SH	SOLE	47,100
PITNEY BOWES INC	COM	724479100	3,211	52,700	SH	SOLE	52,700
PLACER DOME INC	COM	725906101	953	64,100	SH	SOLE	64,100
PNC BK CORP	COM	693475105	3,151	59,800	SH	SOLE	59,800
POLAROID CORP	COM	731095105	226	8,700	SH	SOLE	8,700

FAIR MARKET VALUE TOTAL: 132,072

POTLATCH CORP	COM	737628107	235	5,700	SH	SOLE	5,700
PPG INDS INC	COM	693506107	2,052	34,202	SH	SOLE	34,202
PRAXAIR INC	COM	74005P104	1,442	31,347	SH	SOLE	31,347
PROCTER & GAMBLE CO	COM	742718109	24,505	261,390	SH	SOLE	261,390
PROGRESSIVE CORP OHIO	COM	743315103	1,176	14,400	SH	SOLE	14,400
PROXIM, INC.	COM	744284100	14,720	320,000	SH	SOLE	320,000
PROVIDIAN FINL CORP	COM	74406A102	2,213	27,950	SH	SOLE	27,950
PUBLIC SVC ENTERPRISE GROUP	COM	744573106	1,665	43,100	SH	SOLE	43,100
PULTTE CORP	COM	745867101	185	8,500	SH	SOLE	8,500
QUAKER OATS CO	COM	747402105	1,627	26,300	SH	SOLE	26,300
QUALCOMM INC	COM	747525103	5,978	31,600	SH	SOLE	31,600
QUOKKA SPORTS, INC.	COM	749077103	29,027	4,184,093	SH	SOLE	4,184,093
RADISYS COORPORATION	COM	750459109	46,557	1,186,167	SH	SOLE	1,186,167
RALSTON PURINA CO-RALSTON	COM	751277302	1,773	63,600	SH	SOLE	63,600
RAVISENT TECHNOLOGIES, INC.	COM	754440105	7,901	549,650	SH	SOLE	549,650
RAYTHEON CO	CL B	755111408	3,298	66,456	SH	SOLE	66,456
RED HAT SOFTWARE, INC.	COM	756577102	288,486	3,005,058	SH	SOLE	3,005,058
REEBOK INTL LTD	COM	758110100	118	11,000	SH	SOLE	11,000
REGIONS FINL CORP	COM	758940100	1,323	44,100	SH	SOLE	44,100
RELIANT ENERGY INC	COM	75952J108	1,576	58,222	SH	SOLE	58,222
REPUBLIC N Y CORP	COM	760719104	1,266	20,600	SH	SOLE	20,600
RESEARCH IN MOTION LIMITED	COM	760975102	28,669	926,667	SH	SOLE	926,667
REYNOLDS METALS CO	COM	761763101	749	12,400	SH	SOLE	12,400
RITE AID CORP	COM	767754104	703	50,900	SH	SOLE	50,900
ROCKWELL INTL CORP	COM	773903109	1,974	37,600	SH	SOLE	37,600
ROHM & HAAS CO NEW	COM	775371107	1,547	42,813	SH	SOLE	42,813
ROWAN COS INC	COM	779382100	267	16,400	SH	SOLE	16,400
ROYAL DUTCH PETE CO N Y	COM	780257804	24,921	421,940	SH	SOLE	421,940
RUSSELL CORP	COM	782352108	94	6,600	SH	SOLE	6,600
RYDER SYS INC	COM	783549108	279	13,700	SH	SOLE	13,700
SAFECO CORP	COM	786429100	725	25,900	SH	SOLE	25,900
SAFEWAY INC	COM NEW	786514208	3,821	100,400	SH	SOLE	100,400
SARA LEE CORP	COM	803111103	4,156	177,800	SH	SOLE	177,800

FAIR MARKET VALUE TOTAL: 505,028

SBC COMMUNICATIONS INC	COM	78387G103	19,767	387,112	SH	SOLE	387,112
SCHERING PLOUGH CORP	COM	806605101	12,605	288,940	SH	SOLE	288,940
SCHLUMBERGER LTD	COM	806857108	6,717	107,800	SH	SOLE	107,800
SCHWAB CHARLES CORP NEW	COM	808513105	5,380	160,900	SH	SOLE	160,900
SCIENTIFIC ATLANTA INC	COM	808655104	743	15,000	SH	SOLE	15,000
SCM MICROSYSTEMS, INC.	COM	784018103	7,936	174,650	SH	SOLE	174,650
SEAGATE TECHNOLOGY	COM	811804103	1,341	43,800	SH	SOLE	43,800
SEAGRAM LTD	COM	811850106	3,872	85,100	SH	SOLE	85,100
SEALED AIR CORP New	COM	81211K100	845	16,476	SH	SOLE	16,476
SEARS ROEBUCK & CO	COM	812387108	2,350	74,900	SH	SOLE	74,900
SEMPRA ENERGY	COM	816851109	985	47,312	SH	SOLE	47,312
SERVICE CORP INTL	COM	817565104	565	53,500	SH	SOLE	53,500
SHARED MED SYS CORP	COM	819486101	248	5,300	SH	SOLE	5,300
SHERWIN WILLIAMS CO	COM	824348106	697	33,300	SH	SOLE	33,300
SIGMA ALDRICH CORP	COM	826552101	629	19,800	SH	SOLE	19,800
SILICON GRAPHICS INC	COM	827056102	406	37,100	SH	SOLE	37,100
SILICON VALLEY GROUP, INC.	COM	827066101	5,884	498,100	SH	SOLE	498,100
SILKNET SOFTWARE, INC.	COM	827094103	26,371	571,736	SH	SOLE	571,736

SILVERSTREAM SOFTWARE, INC.	COM	827907106	745	23,944	SH	OTHER**	1	23,944
SILVERSTREAM SOFTWARE, INC.	COM	827907106	281	9,035	SH	OTHER**	2	9,035
SILVERSTREAM SOFTWARE, INC.	COM	827907106	2,250	72,284	SH	OTHER**		72,284

SILVERSTREAM SOFTWARE, INC.	COM	827907106	11,860	381,054	SH	SOLE		381,054
SLM HLDG CORP	COM	78442A109	1,363	31,700	SH	SOLE		31,700
SNAP ON INC	COM	833034101	419	12,900	SH	SOLE		12,900
SOLETRON CORP	COM	834182107	3,813	53,100	SH	SOLE		53,100
SONAT INC	COM	835415100	861	21,700	SH	SOLE		21,700
SOUTHERN CO	COM	842587107	3,461	134,400	SH	SOLE		134,400
SOUTHTRUST CORP	COM	844730101	1,184	33,000	SH	SOLE		33,000
SOUTHWEST AIRLS CO	COM	844741108	1,506	99,193	SH	SOLE		99,193
SPRINGS INDS INC	CL A	851783100	120	3,550	SH	SOLE		3,550
SPRINT CORP	COM FON GROUP	852061100	9,259	170,680	SH	SOLE		170,680

**See last page of report

FAIR MARKET VALUE TOTAL: 134,463

SPRINT CORP	PCS COM SER 1	852061506	6,453	86,545	SH	SOLE		86,545
ST JUDE MED INC	COM	790849103	524	16,632	SH	SOLE		16,632
ST PAUL COS INC	COM	792860108	1,226	44,574	SH	SOLE		44,574
STAMPS.COM, INC.	COM	852857101	28,484	819,673	SH	SOLE		819,673
STANDARD MICROSYSTEMS CORP.	COM	853626109	14,268	1,542,506	SH	SOLE		1,542,506

STANLEY WKS	COM	854616109	442	17,540	SH	SOLE	17,540
STAPLES INC	COM	855030102	1,995	91,450	SH	SOLE	91,450
STARMEDIA NETWORK, INC.	COM	855546107	71,908	1,958,333	SH	SOLE	1,958,333
STATE STREET CORP	COM	857477103	2,049	31,700	SH	SOLE	31,700
STREAMLINE, INC.	COM	863239109	2,312	285,714	SH	SOLE	285,714
STYLECLICK.COM, INC.	COM	864221106	3,130	455,218	SH	SOLE	455,218
SUMMIT BANCORP	COM	866005101	1,129	34,800	SH	SOLE	34,800
SUN MICROSYSTEMS INC	COM	866810104	14,549	156,443	SH	SOLE	156,443
SUNOCO INC	COM	86764F109	489	17,845	SH	SOLE	17,845
SUNTRUST BKS INC	COM	867914103	4,165	63,350	SH	SOLE	63,350
SUPERVALU INC	COM	868536103	602	27,300	SH	SOLE	27,300
SYNOVUS FINL CORP	COM	87161C105	997	53,350	SH	SOLE	53,350
SYSCO CORP	COM	871829107	2,283	65,100	SH	SOLE	65,100
SYSTEMSOFT CORP.	COM	871926101	361	2,004,292	SH	SOLE	2,004,292
TALK CITY, INC.	COM	874263106	6,375	750,000	SH	SOLE	750,000
TANDY CORP	COM	875382103	1,964	38,000	SH	SOLE	38,000
TEKTRONIX INC	COM	879131100	310	9,267	SH	SOLE	9,267
TELLABS INC	COM	879664100	4,384	77,000	SH	SOLE	77,000
TEMPLE INLAND INC	COM	879868107	671	11,000	SH	SOLE	11,000
TENET HEALTHCARE CORP	COM	88033G100	1,073	61,074	SH	SOLE	61,074
TENNECO INC NEW	COM	88037E101	570	33,500	SH	SOLE	33,500
TEXACO INC	COM	881694103	6,868	108,800	SH	SOLE	108,800
TEXAS INSTRS INC	COM	882508104	12,716	154,600	SH	SOLE	154,600
TEXAS UTILS CO	COM	882848104	2,028	54,365	SH	SOLE	54,365
TEXTRON INC	COM	883203101	2,290	29,600	SH	SOLE	29,600
THERMO ELECTRON CORP	COM	883556102	418	31,100	SH	SOLE	31,100
THOMAS & BETTS CORP	COM	884315102	571	11,200	SH	SOLE	11,200

FAIR MARKET VALUE TOTAL: 197,604

TIME WARNER INC	COM	887315109	15,457	254,434	SH	SOLE	254,434
TIMES MIRROR CO NEW	COM SER A	887364107	933	14,171	SH	SOLE	14,171
TIMKEN CO	COM	887389104	197	12,200	SH	SOLE	12,200
TJX COS INC NEW	COM	872540109	1,754	62,500	SH	SOLE	62,500
TORCHMARK CORP	COM	891027104	678	26,200	SH	SOLE	26,200
TOSCO CORP	COM	891490302	752	29,800	SH	SOLE	29,800
TOYS R US INC	COM	892335100	731	48,700	SH	SOLE	48,700
TRIBUNE CO NEW	COM	896047107	2,318	46,600	SH	SOLE	46,600
TRICON GLOBAL RESTAURANTS INC	COM	895953107	1,238	30,240	SH	SOLE	30,240
TRW INC	COM	872649108	1,189	23,900	SH	SOLE	23,900
TUPPERWARE CORP	COM	899896104	230	11,350	SH	SOLE	11,350
TUT SYSTEMS, INC.	COM	901103101	2,151	83,334	SH	SOLE	83,334
TYCO INTL LTD NEW	COM	902124106	17,001	164,658	SH	SOLE	164,658
U S BANCORP DEL	COM	902973106	4,345	143,921	SH	SOLE	143,921
U S WEST INC NEW	COM	91273H101	5,665	99,283	SH	SOLE	99,283
U.S. INTERACTIVE, INC.	COM	90334M109	5,516	250,000	SH	SOLE	250,000
UNICOM CORP	COM	904911104	1,581	42,800	SH	SOLE	42,800
UNILEVER N V	NY SHS	904784709	7,662	112,475	SH	SOLE	112,475
UNION CARBIDE CORP	COM	905581104	1,486	26,165	SH	SOLE	26,165
UNION PAC CORP	COM	907818108	2,345	48,800	SH	SOLE	48,800
UNION PAC RES GROUP INC	COM	907834105	806	49,578	SH	SOLE	49,578
UNION PLANTERS CORP TENN	COM	908068109	1,145	28,100	SH	SOLE	28,100
UNISYS CORP	COM	909214108	2,717	60,200	SH	SOLE	60,200
UNITED HEALTHCARE CORP	COM	910581107	1,660	34,085	SH	SOLE	34,085
UNITED TECHNOLOGIES CORP	COM	913017109	5,623	94,800	SH	SOLE	94,800
UNOCAL CORP	COM	915289102	1,768	47,700	SH	SOLE	47,700
UNUMPROVIDENT CORP	COM	91529Y106	1,383	46,991	SH	SOLE	46,991
US AIRWAYS GROUP INC	COM	911905107	370	14,100	SH	SOLE	14,100
UST INC	COM	902911106	1,033	34,219	SH	SOLE	34,219
USX MARATHON GROUP	COM NEW	902905827	1,778	60,800	SH	SOLE	60,800
USX U S STL GROUP	COM	90337T101	448	17,400	SH	SOLE	17,400

FAIR MARKET VALUE TOTAL: 91,960

V F CORP	COM	918204108	725	23,400	SH	SOLE	23,400
VIACOM INC	CL B	925524308	5,792	137,100	SH	SOLE	137,100
VOXWARE, INC.	COM	92906L105	500	500,000	SH	SOLE	500,000
VTEL CORP.	COM	918333105	6,169	1,672,846	SH	SOLE	1,672,846
VULCAN MATLS CO	COM	929160109	722	19,700	SH	SOLE	19,700
WACHOVIA CORP	COM	929771103	3,129	39,800	SH	SOLE	39,800
WAL MART STORES INC	COM	931142103	41,651	875,714	SH	SOLE	875,714
WALGREEN CO	COM	931422109	5,012	197,500	SH	SOLE	197,500
WARNER LAMBERT CO	COM	934488107	11,164	168,200	SH	SOLE	168,200
WASHINGTON MUTUAL INC	COM	939322103	3,333	113,941	SH	SOLE	113,941
WASTE MGMT INC DEL	COM	94106L109	2,346	121,858	SH	SOLE	121,858
WATSON PHARMACEUTICALS INC	COM	942683103	578	18,900	SH	SOLE	18,900
WAVO CORP.	COM	944027101	2,219	500,000	SH	SOLE	500,000
WELLPOINT HEALTH NETWORK INC	COM	94973H108	735	12,900	SH	SOLE	12,900
WELLS FARGO & CO NEW	COM	949746101	12,860	324,550	SH	SOLE	324,550
WENDYS INTL INC	COM	950590109	633	23,885	SH	SOLE	23,885
WESTVACO CORP	COM	961548104	506	19,750	SH	SOLE	19,750
WEYERHAEUSER CO	COM	962166104	2,279	39,553	SH	SOLE	39,553

WHIRLPOOL CORP	COM	963320106	967	14,800	SH	SOLE	14,800
WILLAMETTE INDS INC	COM	969133107	949	22,000	SH	SOLE	22,000
WILLIAMS COS INC	COM	969457100	3,217	85,492	SH	SOLE	85,492
WINN DIXIE STORES INC	COM	974280109	867	29,200	SH	SOLE	29,200
WORTHINGTON INDS INC	COM	981811102	308	18,100	SH	SOLE	18,100
WRIGLEY WM JR CO	COM	982526105	1,576	22,900	SH	SOLE	22,900
XEROX CORP	COM	984121103	5,473	130,500	SH	SOLE	130,500
XIRCOM, INC.	COM	983922105	107,419	2,516,405	SH	SOLE	2,516,405
YAHOO! INC.	COM	984332106	98,189	547,016	SH	SOLE	547,016

FAIR MARKET VALUE TOTAL: 319,318

FAIR MARKET VALUE GRAND TOTAL: 4,945,966

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

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