

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).)

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

AT HOME CORP	COM	SER A 045919107	26,055	280,000	SH	SOLE	280,000
AT&T CORP	COM	001957109	36,730	722,867	SH	SOLE	722,867
ATLANTIC RICHFIELD CO	COM	048825103	6,306	72,900	SH	SOLE	72,900
AUDIBLE INC	COM	05069A104	14,456	918,750	SH	SOLE	918,750
AUTODESK INC	COM	052769106	7,633	226,150	SH	SOLE	226,150
AUTOMATIC DATA PROCESSING INC	COM	053015103	7,537	139,902	SH	SOLE	139,902
AUTOZONE INC	COM	053332102	1,089	33,700	SH	SOLE	33,700

FAIR MARKET VALUE TOTAL: 558,212

AVERY DENNISON CORP	COM	053611109	1,873	25,700	SH	SOLE	25,700
AVID TECHNOLOGY INC	COM	05367P100	10,484	802,632	SH	SOLE	802,632
AVON PRODS INC	COM	054303102	1,947	59,014	SH	SOLE	59,014
BACKWEB TECHNOLOGIES LTD	ORD	M15633106	21,368	507,247	SH	SOLE	507,247
BAKER HUGHES INC	COM	057224107	1,566	74,330	SH	SOLE	74,330
BALL CORP	COM	058498106	271	6,900	SH	SOLE	6,900
BAMBOO.COM INC	COM	05942K105	19,965	1,205,440	SH	SOLE	1,205,440
BANK NEW YORK INC	COM	064057102	6,653	166,304	SH	SOLE	166,304
BANK OF AMERICA CORPORATION	COM	060505104	19,606	390,663	SH	SOLE	390,663
BANK ONE CORP	COM	06423A103	8,488	265,238	SH	SOLE	265,238
BARD C R INC	COM	067383109	615	11,600	SH	SOLE	11,600
BARRICK GOLD CORP	COM	067901108	1,560	88,200	SH	SOLE	88,200
BAUSCH & LOMB INC	COM	071707103	890	13,000	SH	SOLE	13,000
BAXTER INTL INC	COM	071813109	4,131	65,770	SH	SOLE	65,770
BB&T CORP	COM	054937107	1,976	72,200	SH	SOLE	72,200
BE INC	COM	073309106	65,192	1,538,462	SH	SOLE	1,538,462
BEAR STEARNS COS INC	COM	073902108	1,178	27,561	SH	SOLE	27,561
BECTON DICKINSON & CO	COM	075887109	1,528	56,700	SH	SOLE	56,700
BED BATH & BEYOND INC	COM	075896100	1,098	31,600	SH	SOLE	31,600
BELL ATLANTIC CORP	COM	077853109	21,621	351,208	SH	SOLE	351,208
BELLSOUTH CORP	COM	079860102	19,963	426,444	SH	SOLE	426,444
BEMIS INC	COM	081437105	411	11,800	SH	SOLE	11,800
BEST BUY INC	COM	086516101	2,317	46,100	SH	SOLE	46,100
BESTFOODS	COM	08658U101	3,317	63,100	SH	SOLE	63,100
BETHLEHEM STL CORP	COM	087509105	248	29,643	SH	SOLE	29,643
BIOMET INC	COM	090613100	1,016	25,400	SH	SOLE	25,400
BLACK & DECKER CORP	COM	091797100	1,030	19,700	SH	SOLE	19,700
BLOCK H & R INC	COM	093671105	967	22,100	SH	SOLE	22,100
BMC SOFTWARE INC	COM	055921100	4,325	54,100	SH	SOLE	54,100
BOEING CO	COM	097023105	9,003	217,261	SH	SOLE	217,261
BOISE CASCADE CORP	COM	097383103	521	12,855	SH	SOLE	12,855
BOSTON SCIENTIFIC CORP	COM	101137107	2,048	93,604	SH	SOLE	93,604
BREAKAWAY SOLUTIONS INC	COM	106372105	56,175	769,514	SH	SOLE	769,514
BRIGGS & STRATTON CORP	COM	109043109	284	5,300	SH	SOLE	5,300

FAIR MARKET VALUE TOTAL: 293,634

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

CITY GRP

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

FAIR MARKET VALUE TOTAL:

429,416

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

FAIR MARKET VALUE TOTAL:

1,219,130

CROWN CORK & SEAL INC	COM	228255105	619	27,653	SH	SOLE	27,653
CSX CORP	COM	126408103	1,544	49,200	SH	SOLE	49,200
CUMMINS ENGINE INC	COM	231021106	459	9,500	SH	SOLE	9,500
CVS CORP	COM	126650100	3,533	88,600	SH	SOLE	88,600
CYBERGOLD INC	COM	23246N105	10,139	408,666	SH	SOLE	408,666
DANA CORP	COM	235811106	1,123	37,510	SH	SOLE	37,510
DANAHER CORP DEL	COM	235851102	1,554	32,200	SH	SOLE	32,200
DARDEN RESTAURANTS INC	COM	237194105	542	29,900	SH	SOLE	29,900
DAYTON HUDSON CORP	COM	239753106	7,344	100,000	SH	SOLE	100,000
DEERE & CO	COM	244199105	2,286	52,700	SH	SOLE	52,700
DELL COMPUTER CORP	COM	247025109	29,315	574,800	SH	SOLE	574,800
DELPHI AUTOMOTIVE SYS CORP	COM	247126105	2,013	127,775	SH	SOLE	127,775
DELTA AIR LINES INC DEL	COM	247361108	1,579	31,700	SH	SOLE	31,700
DELUXE CORP	COM	248019101	470	17,100	SH	SOLE	17,100
DILLARDS INC	CL A	254067101	489	24,200	SH	SOLE	24,200
DISNEY WALT CO	COM	254687106	13,644	466,442	SH	SOLE	466,442
	DISNEY						
DOLLAR GEN CORP	COM	256669102	1,155	50,750	SH	SOLE	50,750
DOMINION RES INC VA	COM	257470104	1,703	43,384	SH	SOLE	43,384
DONNELLEY R R & SONS CO	COM	257867101	720	29,000	SH	SOLE	29,000
DOVER CORP	COM	260003108	2,142	47,200	SH	SOLE	47,200
DOW CHEM CO	COM	260543103	6,660	49,843	SH	SOLE	49,843
DOW JONES & CO INC	COM	260561105	1,394	20,500	SH	SOLE	20,500
DTE ENERGY CO	COM	233331107	1,038	32,800	SH	SOLE	32,800
DU PONT E I DE NEMOURS & CO	COM	263534109	15,539	235,894	SH	SOLE	235,894
DUKE ENERGY CORP	COM	264399106	4,135	82,497	SH	SOLE	82,497
DUN & BRADSTREET CORP DEL	COM	26483B106	1,073	36,400	SH	SOLE	36,400
EASTERN ENTERPRISES	COM	27637F100	348	6,050	SH	SOLE	6,050
EASTMAN CHEM CO	COM	277432100	846	17,746	SH	SOLE	17,746
EASTMAN KODAK CO	COM	277461109	4,739	71,531	SH	SOLE	71,531
EATON CORP	COM	278058102	1,183	16,300	SH	SOLE	16,300
ECHOSTAR COMMUNICATIONS NEW	CL A	278762109	3,801	38,984	SH	SOLE	38,984
ECOLAB INC	COM	278865100	1,146	29,300	SH	SOLE	29,300
EDISON INTL	COM	281020107	2,058	78,600	SH	SOLE	78,600
EL PASO ENERGY CORP DEL	COM	283905107	1,999	51,500	SH	SOLE	51,500

FAIR MARKET VALUE TOTAL:

128,330

ELECTRONIC DATA SYS NEW	COM	285661104	7,463	111,500	SH	SOLE	111,500
EMC CORP MASS	COM	268648102	25,052	229,303	SH	SOLE	229,303
EMERSON ELEC CO	COM	291011104	5,634	98,200	SH	SOLE	98,200
ENGAGE TECHNOLOGIES, INC.	COM	292827102	937	15,616	SH	SOLE	15,616
ENGELHARD CORP	COM	292845104	538	28,500	SH	SOLE	28,500

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

FAIR MARKET VALUE TOTAL: 434,382

GANNETT INC	COM	364730101	5,154	63,200	SH	SOLE	63,200
GAP INC DEL	COM	364760108	8,919	193,874	SH	SOLE	193,874
GATEWAY INC	COM	367626108	5,102	70,800	SH	SOLE	70,800
GENERAL DYNAMICS CORP	COM	369550108	2,379	45,100	SH	SOLE	45,100
GENERAL ELEC CO	COM	369604103	114,834	742,060	SH	SOLE	742,060
GENERAL INSTR CORP DEL	COM	370120107	3,326	39,132	SH	SOLE	39,132
GENERAL MLS INC	COM	370334104	2,470	69,100	SH	SOLE	69,100
GENERAL MTRS CORP	COM	370442105	10,588	145,670	SH	SOLE	145,670
GENUINE PARTS CO	COM	372460105	1,004	40,450	SH	SOLE	40,450
GEORGIA PAC CORP	COM GA PAC GRP	373298108	1,969	38,800	SH	SOLE	38,800

GILLETTE CO	COM	375766102	10,108	245,400	SH	SOLE	245,400
GLOBAL CROSSING LTD	COM	G3921A100	8,690	173,795	SH	SOLE	173,795
GLOBESPAN INC	COM	379571102	62,195	852,515	SH	SOLE	852,515
GOLDEN WEST FINL CORP DEL	COM	381317106	1,246	37,200	SH	SOLE	37,200
GOODRICH B F CO	COM	382388106	685	24,900	SH	SOLE	24,900
GOODYEAR TIRE & RUBR CO	COM	382550101	993	35,400	SH	SOLE	35,400
GPU INC	COM	36225X100	842	28,300	SH	SOLE	28,300
GRACE WR & CO DEL NEW	COM	38388F108	228	16,100	SH	SOLE	16,100
GRAINGER W W INC	COM	384802104	1,009	21,100	SH	SOLE	21,100
GREAT ATLANTIC & PAC TEA INC	COM	390064103	242	8,700	SH	SOLE	8,700
GREAT LAKES CHEM CORP	COM	390568103	505	13,200	SH	SOLE	13,200
GTE CORP	COM	362320103	15,660	221,934	SH	SOLE	221,934
GUIDANT CORP	COM	401698105	3,215	68,400	SH	SOLE	68,400
HALLIBURTON CO	COM	406216101	4,015	99,750	SH	SOLE	99,750
HARCOURT GEN INC	COM	41163G101	648	16,100	SH	SOLE	16,100
HARRAHS ENTMT INC	COM	413619107	765	28,950	SH	SOLE	28,950
HARTFORD FINL SVCS GROUP INC	COM	416515104	2,427	51,236	SH	SOLE	51,236
HASBRO INC	COM	418056107	832	43,950	SH	SOLE	43,950
HEALTHCON WEBMD CORP	COM	422209106	18,028	480,753	SH	SOLE	480,753
HEALTHSOUTH CORP	COM	421924101	505	93,900	SH	SOLE	93,900
HEINZ H J CO	COM	423074103	3,225	81,000	SH	SOLE	81,000
HELMERICH & PAYNE INC	COM	423452101	244	11,200	SH	SOLE	11,200
HERCULES INC	COM	427056106	669	24,004	SH	SOLE	24,004
HERSHEY FOODS CORP	COM	427866108	1,499	31,600	SH	SOLE	31,600

FAIR MARKET VALUE TOTAL: 294,220

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

INKTOMI CORP	COM	457277101	70,551	1,589,890	SH	SOLE	1,589,890
INTEL CORP	COM	458140100	33,558	407,686	SH	SOLE	407,686
INTERACTIVE INTELLIGENCE, INC.	COM	45839M103	15,975	600,000	SH	SOLE	600,000
INTL PAPER CO	COM	460146103	5,283	93,601	SH	SOLE	93,601
INTERPUBLIC GROUP COS INC	COM	460690100	3,680	63,800	SH	SOLE	63,800
INTERVU INC	COM	46114R106	12,057	114,829	SH	SOLE	114,829
INTERNATIONAL FLAVORS & FRAGRANC	COM	459506101	904	24,043	SH	SOLE	24,043
IONA TECHNOLOGIES PLC	SPONSORED	46206P109	2,479	45,494	SH	OTHER**	45,494
	ADR						
IONA TECHNOLOGIES PLC	SPONSORED	46206P109	8,421	154,506	SH	OTHER**	154,506
	ADR						
ISOCOR	COM	464902105	16,313	375,000	SH	SOLE	375,000
ITT INDS INC IND	COM	450911102	665	19,885	SH	SOLE	19,885
ITXC CORP	COM	45069F109	111,468	3,315,034	SH	SOLE	3,315,034
IVILLAGE INC	COM	46588H105	2,700	133,333	SH	SOLE	133,333
IXOS SOFTWARE AG	SP ADR	46600V108	4,307	134,000	SH	SOLE	134,000
	BEARER						
JEFFERSON PILOT CORP	COM	475070108	1,629	23,875	SH	SOLE	23,875
FAIR MARKET VALUE TOTAL:			458,787				

JOHNSON & JOHNSON	COM	478160104	28,356	304,088	SH	SOLE	304,088
JOHNSON CTLS INC	COM	478366107	1,097	19,300	SH	SOLE	19,300
JUNO ONLINE SVCS INC	COM	482048105	27,686	779,899	SH	SOLE	779,899
K MART CORP	COM	482584109	1,125	111,773	SH	SOLE	111,773
KANSAS CITY SOUTHN INDS INC	COM	485170104	1,859	24,900	SH	SOLE	24,900
KAUFMAN & BROAD HOME CORP	COM	486168107	263	10,874	SH	SOLE	10,874
KELLOGG CO	COM	487836108	2,825	91,678	SH	SOLE	91,678
KERR MCGEE CORP	COM	492386107	1,220	19,667	SH	SOLE	19,667
KEYCORP NEW	COM	493267108	2,245	101,482	SH	SOLE	101,482
KIMBERLY CLARK CORP	COM	494368103	7,886	120,500	SH	SOLE	120,500
KLA TENCOR CORP	COM	482480100	2,216	19,900	SH	SOLE	19,900
KNIGHT RIDDER INC	COM	499040103	1,096	18,400	SH	SOLE	18,400
KOHL'S CORP	COM	500255104	2,657	36,800	SH	SOLE	36,800
KROGER CO	COM	501044101	3,541	187,600	SH	SOLE	187,600
LAUNCH MEDIA INC	COM	518567102	16,897	892,225	SH	SOLE	892,225
LEGGETT & PLATT INC	COM	524660107	954	44,500	SH	SOLE	44,500
LEHMAN BROS HLDGS INC	COM	524908100	2,304	27,200	SH	SOLE	27,200
LEXMARK INTL GROUP INC	CL A	529771107	2,642	29,200	SH	SOLE	29,200
LIBERATE TECHNOLOGIES	COM	530129105	108,439	421,940	SH	SOLE	421,940
LILLY ELI & CO	COM	532457108	16,437	247,170	SH	SOLE	247,170
LIMITED INC	COM	532716107	2,097	48,433	SH	SOLE	48,433
LINCOLN NATL CORP IND	COM	534187109	1,800	45,000	SH	SOLE	45,000
LIQUID AUDIO INC	COM	53631T102	66,037	2,515,708	SH	SOLE	2,515,708
LIZ CLAIBORNE INC	COM	539320101	523	13,900	SH	SOLE	13,900
LOCKHEED MARTIN CORP	COM	539830109	1,954	89,344	SH	SOLE	89,344
LOEWS CORP	COM	540424108	1,480	24,400	SH	SOLE	24,400
LONGS DRUG STORES CORP	COM	543162101	230	8,900	SH	SOLE	8,900
LOUISIANA PAC CORP	COM	546347105	342	24,300	SH	SOLE	24,300
LOWES COS INC	COM	548661107	5,157	86,300	SH	SOLE	86,300
LSI LOGIC CORP	COM	502161102	8,341	147,290	SH	SOLE	147,290
LUCENT TECHNOLOGIES INC	COM	549463107	51,986	693,146	SH	SOLE	693,146
MADGE NETWORKS N V	ORD SHS	N5424G106	281	38,448	SH	SOLE	38,448
MAKER COMMUNICATIONS INC	COM	560875106	51,689	1,209,103	SH	SOLE	1,209,103
FAIR MARKET VALUE TOTAL:			423,662				

MALLINCKRODT INC NEW	COM	561232109	509	16,000	SH	SOLE	16,000
MANOR CARE INC NEW	COM	564055101	387	24,200	SH	SOLE	24,200
MARRIOTT INTL INC NEW	CL A	571903202	1,778	56,334	SH	SOLE	56,334
MARSH & MCLENNAN COS INC	COM	571748102	5,710	59,679	SH	SOLE	59,679
MASCO CORP	COM	574599106	2,542	100,200	SH	SOLE	100,200
MATTEL INC	COM	577081102	1,248	95,116	SH	SOLE	95,116
MAXTOR CORP	COM NEW	577729205	4,972	682,914	SH	SOLE	682,914
MAY DEPT STORES CO	COM	577778103	2,432	75,400	SH	SOLE	75,400
MAYTAG CORP	COM	578592107	949	19,773	SH	SOLE	19,773
MBIA INC	COM	55262C100	1,193	22,600	SH	SOLE	22,600
MBNA CORP	COM	55262L100	4,944	181,430	SH	SOLE	181,430
MCDERMOTT INTL INC	COM	580037109	122	13,500	SH	SOLE	13,500
MCDONALDS CORP	COM	580135101	12,353	306,428	SH	SOLE	306,428
MCGRAW HILL COS INC	COM	580645109	2,744	44,516	SH	SOLE	44,516
MCI WORLDCOM INC	COM	55268B106	33,714	635,369	SH	SOLE	635,369
MCKESSON HBOC INC	COM	58155Q103	1,432	63,638	SH	SOLE	63,638
MEAD CORP	COM	582834107	1,008	23,200	SH	SOLE	23,200
MEDIAONE GROUP INC	COM	58440J104	10,538	137,200	SH	SOLE	137,200
MEDTRONIC INC	COM	585055106	9,671	265,412	SH	SOLE	265,412
MELLON FINL CORP	COM	58551A108	3,960	116,260	SH	SOLE	116,260
MERCK & CO INC	COM	589331107	35,647	530,558	SH	SOLE	530,558
MEREDITH CORP	COM	589433101	488	11,700	SH	SOLE	11,700
MERRILL LYNCH & CO INC	COM	590188108	6,960	83,544	SH	SOLE	83,544
MGIC INVT CORP WIS	COM	552848103	1,487	24,700	SH	SOLE	24,700
MICRON TECHNOLOGY INC	COM	595112103	4,408	56,700	SH	SOLE	56,700
MICROSOFT CORP	COM	594918104	136,039	1,165,212	SH	SOLE	1,165,212

MICROTEST INC	COM	594941106	397	44,074	SH	SOLE	44,074
MILLIPORE CORP	COM	601073109	394	10,200	SH	SOLE	10,200
MINNESOTA MNG & MFG CO	COM	604059105	8,917	91,100	SH	SOLE	91,100
MIRAGE RESORTS INC	COM	60462E104	681	45,000	SH	SOLE	45,000
MOLEX INC	COM	608554101	2,001	35,300	SH	SOLE	35,300
MONSANTO CO	COM	611662107	5,078	143,296	SH	SOLE	143,296
MORGAN J P & CO INC	COM	616880100	5,021	39,650	SH	SOLE	39,650

FAIR MARKET VALUE TOTAL: 309,726

MORGAN STANLEY DEAN WITTER & CO	COM NEW	617446448	18,405	128,929	SH	SOLE	128,929
MOTOROLA INC	COM	620076109	20,223	137,335	SH	SOLE	137,335
MPATH INTERACTIVE INC	COM	62473C101	29,673	1,114,461	SH	SOLE	1,114,461
NABISCO GROUP HLDG CORP	COM	62952F102	784	73,800	SH	SOLE	73,800
NATIONAL CITY CORP	COM	635405103	3,312	139,826	SH	SOLE	139,826
NATIONAL SEMICONDUCTOR CORP	COM	637640103	1,622	37,900	SH	SOLE	37,900
NATIONAL SVC INDS INC	COM	637657107	268	9,100	SH	SOLE	9,100
NAVISTAR INTL CORP NEW	COM	63934E108	703	14,960	SH	SOLE	14,960
NETWORK APPLIANCE INC	COM	64120L104	2,758	33,200	SH	SOLE	33,200
NETWORK COMPUTING DEVICES INC	COM	64120N100	5,906	750,000	SH	SOLE	750,000
NEW CENTURY ENERGIES INC	COM	64352U103	792	26,100	SH	SOLE	26,100
NEW YORK TIMES CO	CL A	650111107	1,931	39,300	SH	SOLE	39,300
NEWELL RUBBERMAID INC	COM	651229106	1,850	63,806	SH	SOLE	63,806
NEWMONT MINING CORP	COM	651639106	927	37,814	SH	SOLE	37,814
NEXTEL COMMUNICATIONS INC	CL A	65332V103	8,435	81,800	SH	SOLE	81,800
NIAGARA MOHAWK HLDGS INC	COM	653520106	504,623	42,400	SH	SOLE	42,400
NICOR INC	COM	654086107	348	10,700	SH	SOLE	10,700
NIKE INC	CL B	654106103	3,152	63,600	SH	SOLE	63,600
NORDSTROM INC	COM	655664100	834	31,700	SH	SOLE	31,700
NORFOLK SOUTHERN CORP	COM	655844108	1,765	86,124	SH	SOLE	86,124
NORTEL NETWORKS CORP	COM	656569100	30,317	300,168	SH	SOLE	300,168
NORTHERN STS PWR CO MINN	COM	665772109	680	34,900	SH	SOLE	34,900
NORTHERN TR CORP	COM	665859104	2,671	50,400	SH	SOLE	50,400
NORTHPOINT COMMUNICATIONS HLDG	COM	666610100	35,378	1,275,423	SH	SOLE	1,275,423
NORTHROP GRUMMAN CORP	COM	666807102	849	15,709	SH	SOLE	15,709
NOVELL INC	COM	670006105	3,027	75,795	SH	SOLE	75,795
NUCOR CORP	COM	670346105	1,085	19,800	SH	SOLE	19,800
OBJECT DESIGN INC	COM	674416102	2,071	142,857	SH	SOLE	142,857
OCCIDENTAL PETE CORP DEL	COM	674599105	1,704	78,800	SH	SOLE	78,800
OFFICE DEPOT INC	COM	676220106	932	84,800	SH	SOLE	84,800
OLD KENT FINL CORP	COM	679833103	955	27,000	SH	SOLE	27,000
OMNICOM GROUP INC	COM	681919106	4,020	40,200	SH	SOLE	40,200

FAIR MARKET VALUE TOTAL: 692,003

OPEN MKT INC	COM	68370M100	15,155	335,852	SH	SOLE	335,852
ORACLE CORP	COM	68389X105	36,482	325,546	SH	SOLE	325,546
OWENS CORNING	COM	69073F103	240	12,400	SH	SOLE	12,400
OWENS ILL INC	COM NEW	690768403	882	35,200	SH	SOLE	35,200
P P & L RES INC	COM	693499105	817	35,700	SH	SOLE	35,700
PACCAR INC	COM	693718108	784	17,700	SH	SOLE	17,700
PACTIV CORP	COM	695257105	410	38,530	SH	SOLE	38,530
PAIN WEBBER GROUP INC	COM	695629105	1,277	32,900	SH	SOLE	32,900
PALL CORP	COM	696429307	606	28,100	SH	SOLE	28,100
PANJA INC	COM	698493103	6,983	423,212	SH	SOLE	423,212
PARAMETRIC TECHNOLOGY CORP	COM	699173100	1,648	60,900	SH	SOLE	60,900
PARKER HANNIFIN CORP	COM	701094104	1,260	24,550	SH	SOLE	24,550
PAYCHEX INC	COM	704326107	2,218	55,450	SH	SOLE	55,450
PE CORP	COM PE	69332S102	2,779	23,100	SH	SOLE	23,100
	BIO GRP						
PECO ENERGY CO	COM	693304107	1,466	42,200	SH	SOLE	42,200
PENNEY J C INC	COM	708160106	1,188	59,578	SH	SOLE	59,578
PEOPLES ENERGY CORP	COM	711030106	273	8,149	SH	SOLE	8,149
PEOPLESOFT INC	COM	712713106	1,173	55,000	SH	SOLE	55,000
PEP BOYS MANNY MOE & JACK	COM	713278109	106	11,900	SH	SOLE	11,900
PEPSICO INC	COM	713448108	11,661	330,822	SH	SOLE	330,822
PERKLINELMER INC	COM	714046109	436	10,448	SH	SOLE	10,448
PERSISTENCE SOFTWARE INC	COM	715329108	14,649	651,048	SH	SOLE	651,048
PFIZER INC	COM	717081103	28,431	876,500	SH	SOLE	876,500
PG&E CORP	COM	69331C108	1,781	86,898	SH	SOLE	86,898
PHARMACIA & UPJOHN INC	COM	716941109	5,159	114,631	SH	SOLE	114,631
PHELPS DODGE CORP	COM	717265102	1,194	17,718	SH	SOLE	17,718
PHILIP MORRIS COS INC	COM	718154107	12,436	540,709	SH	SOLE	540,709
PHILLIPS PETE CO	COM	718507106	2,693	57,300	SH	SOLE	57,300
PHOENIX TECHNOLOGY LTD	COM	719153108	16,715	894,971	SH	SOLE	894,971
PINNACLE WEST CAP CORP	COM	723484101	587	19,200	SH	SOLE	19,200
PITNEY BOWES INC	COM	724479100	2,923	60,500	SH	SOLE	60,500
PLACER DOME INC	COM	725906101	791	73,600	SH	SOLE	73,600
PNC BK CORP	COM	693475105	3,057	68,700	SH	SOLE	68,700

FAIR MARKET VALUE TOTAL: 178,259

POLAROID CORP	COM	731095105	190	10,100	SH	SOLE	10,100
POTLATCH CORP	COM	737628107	295	6,600	SH	SOLE	6,600
PPG INDS INC	COM	693506107	2,444	39,072	SH	SOLE	39,072
PRAXAIR INC	COM	74005P104	1,820	36,178	SH	SOLE	36,178
PREVIEW SYS INC	COM	741379101	27,798	308,031	SH	SOLE	308,031
PRICE T ROWE & ASSOCIATES	COM	741477103	1,012	27,400	SH	SOLE	27,400
PROCTER & GAMBLE CO	COM	742718109	32,923	300,490	SH	SOLE	300,490
PROGRESSIVE CORP OHIO	COM	743315103	1,207	16,500	SH	SOLE	16,500
PROVIDIAN FINL CORP	COM	74406A102	2,914	32,000	SH	SOLE	32,000
PROXICOM INC	COM	744282104	12,431	100,000	SH	SOLE	100,000
PROXIM INC	COM	744284100	35,200	320,000	SH	SOLE	320,000
PUBLIC SVC ENTERPRISE GROUP	COM	744573106	1,728	49,644	SH	SOLE	49,644
PULTE CORP	COM	745867101	221	9,800	SH	SOLE	9,800
QUAKER OATS CO	COM	747402105	1,982	30,200	SH	SOLE	30,200
QUALCOMM INC	COM	747525103	25,574	145,200	SH	SOLE	145,200
QUINTILES TRANSNATIONAL CORP	COM	748767100	486	26,000	SH	SOLE	26,000
QUOKKA SPORTS INC	COM	749077103	54,916	4,184,093	SH	SOLE	4,184,093
RADISYS CORP	COM	750459109	90,742	1,779,251	SH	SOLE	1,779,251
RALSTON PURINA CO	COM RAL- PUR GP	751277302	2,040	73,200	SH	SOLE	73,200
RAVISENT TECHNOLOGIES INC	CL B	754440105	21,127	549,650	SH	SOLE	549,650
RAYTHEON CO	CL B	755111408	2,026	76,256	SH	SOLE	76,256
RED HAT INC	COM	756577102	634,819	3,005,058	SH	SOLE	3,005,058
REEBOK INTL LTD	COM	758110100	104	12,700	SH	SOLE	12,700
REGIONS FINL CORP	COM	758940100	1,274	50,700	SH	SOLE	50,700
RELIANT ENERGY INC	COM	75952J108	1,532	66,945	SH	SOLE	66,945
REPUBLIC N Y CORP	COM	760719104	1,706	23,700	SH	SOLE	23,700
RESEARCH IN MOTION LTD	COM	760975102	48,797	926,667	SH	SOLE	926,667
REYNOLDS METALS CO	COM	761763101	1,088	14,200	SH	SOLE	14,200
RITE AID CORP	COM	767754104	652	58,600	SH	SOLE	58,600
ROCKWELL INTL CORP NEW	COM	773903109	2,073	43,300	SH	SOLE	43,300
ROHM & HAAS CO	COM	775371107	2,006	49,305	SH	SOLE	49,305
ROWAN COS INC	COM	779382100	408	18,800	SH	SOLE	18,800

FAIR MARKET VALUE TOTAL: 1,013,535

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

FAIR MARKET VALUE TOTAL: 380,598

SOUTHERN CO	COM	842587107	3,633	154,600	SH	SOLE	154,600
SOUTHTRUST CORP	COM	844730101	1,433	37,900	SH	SOLE	37,900
SOUTHWEST AIRLS CO	COM	844741108	1,837	113,943	SH	SOLE	113,943
SPRINT CORP	COM FON GROUP	852061100	13,206	196,196	SH	SOLE	196,196
SPRINT CORP	PCS COM SER 1	852061506	10,206	99,574	SH	SOLE	99,574
ST JUDE MED INC	COM	790849103	589	19,188	SH	SOLE	19,188
ST PAUL COS INC	COM	792860108	1,727	51,246	SH	SOLE	51,246
STAMPS.COM INC	COM	852857101	34,119	819,673	SH	SOLE	819,673
STANDARD MICROSYSTEMS CORP	COM	853626109	17,315	1,542,506	SH	SOLE	1,542,506
STANLEY WKS	COM	854616109	609	20,240	SH	SOLE	20,240

STAPLES INC	COM	855030102	2,179	105,050	SH	SOLE	105,050
STARMEDIA NETWORK INC	COM	855546107	78,456	1,958,333	SH	SOLE	1,958,333
STATE STR CORP	COM	857477103	2,659	36,400	SH	SOLE	36,400
STREAMLINE COM INC	COM	863239109	2,713	285,714	SH	SOLE	285,714
STYLECLICK.COM INC	COM	864221106	5,434	455,218	SH	SOLE	455,218
SUMMIT BANCORP	COM	866005101	1,225	40,000	SH	SOLE	40,000
SUN MICROSYSTEMS INC	COM	866810104	27,756	358,418	SH	SOLE	358,418
SUNOCO INC	COM	86764P109	483	20,545	SH	SOLE	20,545
SUNTRUST BKS INC	COM	867914103	4,999	72,650	SH	SOLE	72,650
SUPERVALU INC	COM	868536103	628	31,400	SH	SOLE	31,400
SYNOVUS FINL CORP	COM	87161C105	1,218	61,300	SH	SOLE	61,300
SYSCO CORP	COM	871829107	2,959	74,800	SH	SOLE	74,800
TALK CITY INC	COM	874263106	19,594	750,000	SH	SOLE	750,000
TANDY CORP	COM	875382103	2,150	43,700	SH	SOLE	43,700
TEKTRONIX INC	COM	879131100	408	10,517	SH	SOLE	10,517
TELLABS INC	COM	879664100	5,681	88,500	SH	SOLE	88,500
TEMPLE INLAND INC	COM	879868107	831	12,600	SH	SOLE	12,600
TENET HEALTHCARE CORP	COM	88033G100	1,651	70,257	SH	SOLE	70,257
TERADYNE INC	COM	880770102	2,561	38,800	SH	SOLE	38,800
TEXACO INC	COM	881694103	6,789	125,000	SH	SOLE	125,000
TEXAS INSTRS INC	COM	882508104	17,171	177,700	SH	SOLE	177,700

FAIR MARKET VALUE TOTAL: 272,220

TEXAS UTILS CO	COM	882848104	2,220	62,417	SH	SOLE	62,417
TEXTRON INC	COM	883203101	2,607	34,000	SH	SOLE	34,000
THERMO ELECTRON CORP	COM	883556102	538	35,800	SH	SOLE	35,800
THOMAS & BETTS CORP	COM	884315102	412	12,900	SH	SOLE	12,900
TICKETS.COM INC	COM	88633M101	11,406	796,956	SH	SOLE	796,956
TIME WARNER INC	COM	887315109	21,163	292,664	SH	SOLE	292,664
TIMES MIRROR CO NEW	COM SER A	887364107	906	13,515	SH	SOLE	13,515
TIMKEN CO	COM	887389104	288	14,100	SH	SOLE	14,100
TJX COS INC NEW	COM	872540109	1,470	71,900	SH	SOLE	71,900
TORCHMARK CORP	COM	891027104	875	30,100	SH	SOLE	30,100
TOSCO CORP	COM NEW	891490302	935	34,400	SH	SOLE	34,400
TOYS R US INC	COM	892335100	801	56,000	SH	SOLE	56,000
TRIBUNE CO NEW	COM	896047107	2,951	53,600	SH	SOLE	53,600
TRICON GLOBAL RESTAURANTS	COM	895953107	1,346	34,832	SH	SOLE	34,832
TRW INC	COM	872649108	1,423	27,400	SH	SOLE	27,400
TUPPERWARE CORP	COM	899896104	219	12,950	SH	SOLE	12,950
TUT SYSTEMS	COM	901103101	4,469	83,334	SH	SOLE	83,334
TYCO INTL LTD NEW	COM	902124106	14,758	378,432	SH	SOLE	378,432
U S BANCORP DEL	COM	902973106	3,942	165,570	SH	SOLE	165,570
U S WEST INC NEW	COM	91273H101	8,221	114,176	SH	SOLE	114,176
U.S. INTERACTIVE INC	COM	90334M109	10,750	250,000	SH	SOLE	250,000
UNICOM CORP	COM	904911104	1,648	49,200	SH	SOLE	49,200
UNILEVER N V	NY SHS	904784709	7,036	129,239	SH	SOLE	129,239
	NEW						
UNION CARBIDE CORP	COM	905581104	2,006	30,056	SH	SOLE	30,056
UNION PAC CORP	COM	907818108	2,451	56,100	SH	SOLE	56,100
UNION PAC RES GROUP INC	COM	907834105	728	57,096	SH	SOLE	57,096
UNION PLANTERS CORP	COM	908068109	1,273	32,300	SH	SOLE	32,300
UNISYS CORP	COM	909214108	2,207	69,100	SH	SOLE	69,100
UNITED HEALTHCARE CORP	COM	910581107	2,080	39,148	SH	SOLE	39,148
UNITED TECHNOLOGIES CORP	COM	913017109	7,079	108,900	SH	SOLE	108,900

FAIR MARKET VALUE TOTAL: 118,207

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

WHIRLPOOL CORP	COM	963320106	1,113	17,100	SH	SOLE	17,100
WILLAMETTE INDS INC	COM	969133107	1,170	25,200	SH	SOLE	25,200
WILLIAMS COMMUNICATIONS GROUP	CL A	969455104	266,951	9,225,093	SH	SOLE	9,225,093
WILLIAMS COS INC DEL		969457100	3,001	98,192	SH	SOLE	98,192
WINN DIXIE STORES INC	COM	974280109	804	33,600	SH	SOLE	33,600
WORTHINGTON INDS INC	COM	981811102	343	20,700	SH	SOLE	20,700
WRIGLEY WM JR CO	COM	982526105	2,173	26,200	SH	SOLE	26,200

FAIR MARKET VALUE TOTAL: 1,157,365

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

FAIR MARKET VALUE TOTAL: 221,342

FAIR MARKET VALUE GRAND TOTAL: 8,728,618

* 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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