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CNA FINANCIAL CORP
Form 13F-HR/A
November 20, 2002

FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: December 31, 2000

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:

Name: CNA Financial Corporation
Address: CNA Plaza
Chicago, IL 60685

13F File Number: 28-346

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.

Person Signing this Report on Behalf of Reporting Manager:

Name: Lynne Gugenheim
Title: Senior Vice President and Deputy General Counsel
Phone: (312) 822 4921
Signature, Place, and Date of Signing:
November 12, 2002
Chicago, Illinois, 60685

I AM SIGNING THIS REPORT AS REQUIRED BY THE SECURITIES EXCHANGE ACT OF 1934

Report Type (Check only one.):

- [X] 13F HOLDINGS REPORT.
[] 13F NOTICE.
[] 13F COMBINATION REPORT.

List of Other Managers Reporting for this Manager:

Assets reported herein are described as having shared investment discretion among Loews Corporation, CNA Financial Corporation, The Continental Corporation, Continental Casualty Company and Continental Assurance Company. Each of the foregoing entities specifically disclaims ownership of any securities in this report which are not beneficially owned by that entity and states that such assets are solely under the control of its board of directors. The characterization of shared investment discretion with parent holding companies is made solely as a consequence of SEC interpretations regarding control of the subsidiary through

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share ownership. Loews Corporation owns approximately 90% of the outstanding shares of CNA Financial Corporation; CNA Financial Corporation owns 100% of the outstanding shares of Continental Casualty Company and The Continental Corporation; and Continental Casualty Company owns 100% of the outstanding shares of Continental Assurance Company. Loews Corporation will report separately on securities over which it has investment discretion which are not part of this report.

FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 4

Form 13F Information Table Entry Total: 326

Form 13F Information Table Value Total: 2,378,483 (in thousands)

List of Other Included Managers:

| No. | 13F File Number | Name |
|-----|-----------------|-------------------------------|
| 1 | 28-172 | The Continental Corporation |
| 2 | 28-217 | Loews Corporation |
| 3 | 28-386 | Continental Assurance Company |
| 4 | 28-387 | Continental Casualty Company |

| NAME OF ISSUER | CLASS TITLE | CUSIP | 13F INFORMATION TABLE | | AMOUNT | PUT/ TYPE CALL | I D |
|-----------------------------|----------------|-----------|-----------------------|---------------|---------|-------------------|--------|
| | | | VALUE (X1000) | OTHER MGRS | | | |
| ACME COMMUNICATIONS INC | COM | 004631107 | 6,156 | 4,2 | 674595 | SH | D |
| ADELPHIA COMMUNICATIONS | CL A | 006848105 | 10,325 | 4,2 | 200000 | SH | D |
| ADVANCED ENERGY INDUSTRIES | COM | 007973100 | 1,363 | 3,2 | 60570 | SH | D |
| ADVANTICA RESTAURANT GRP | COM | 00758B109 | 2,016 | 4,2 | 3225087 | SH | D |
| AFFIL COMPUTER | SB NT CV | 008190AD2 | 7,145 | 3,2 | 4720000 | PRN | D |
| AFFILIATED COMPUTER SVCS | CL A | 008190100 | 5,249 | 3,2 | 86500 | SH | D |
| AGCO CORP | COM | 001084102 | 2,152 | 4,2 | 177500 | SH | D |
| AGILENT TECHNOLOGIES INC | COM | 00846U101 | 1,095 | 3,2 | 20000 | SH | D |
| AGNICO-EAGLE MINES LTD | COM | 008474108 | 1,440 | 4,2 | 240000 | SH | D |
| ALCOA INC | COM | 013817101 | 7,571 | 3,2 | 226000 | SH | D |
| ALLERGAN INC | COM | 018490102 | 3,282 | 3,4,2 | 33900 | SH | D |
| ALLERGAN INC | LYONZR | 018490AB8 | 6,210 | 3,4,2 | 9000000 | PRN | D |
| ALLIN COMMUNICATIONS CORP | COM | 019924109 | 425 | 4,2 | 340000 | SH | D |
| ALLTEL CORP | COM | 020039103 | 6,297 | 4,2,1 | 100852 | SH | D |
| AMBAC FINANCIAL GROUP INC | COM | 023139108 | 5,248 | 4,2 | 90000 | SH | D |
| AMERADA HESS | COM | 023551104 | 9,133 | 4,2 | 125000 | SH | D |
| AMERICA ONLINE INC | COM | 02364J104 | 2,192 | 3,2 | 63000 | SH | D |
| AMERICA WEST HOLDINGS | CL B | 023657208 | 273 | 3,2 | 21278 | SH | D |
| AMERICAN BUSINESS FINL SVCS | COM | 02476B106 | 146 | 4,2 | 25042 | SH | D |
| AMERICAN CAPITAL STRATEGIES | COM | 024937104 | 4,093 | 4,2 | 162500 | SH | D |
| AMERICAN EXPRESS | COM | 025816109 | 4,670 | 3,2 | 85000 | SH | D |
| AMERICAN INTL GROUP INC | COM | 026874107 | 1,349 | 4,2 | 13690 | SH | D |
| AMERICAN TOWER | NT CV | 029912AE2 | 880 | 3,2 | 960000 | PRN | D |
| AMERICAN TOWER | NT CONV | 029912AF9 | 1,320 | 3,2 | 1440000 | PRN | D |
| AMR CORP | COM | 001765106 | 3,135 | 4,2 | 80000 | SH | D |

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| | | | | | | | |
|------------------------------|------------|-----------|---------|-------|-----------|-----|---|
| ANADARKO PETROLEUM CORP | COM | 032511107 | 8,334 | 4,2 | 117250 | SH | D |
| ANHEUSER BUSCH CO | COM | 035229103 | 1,597 | 4,2 | 35100 | SH | D |
| ANTEC CORP | COM | 03664P105 | 316 | 2 | 40000 | SH | D |
| ANTEC CORP | SB NT CV | 03664PAA3 | 1,187 | 4,2 | 2250000 | PRN | D |
| AON CORP | COM | 037389103 | 17,639 | 4,2 | 515000 | SH | D |
| APPLIED MATERIALS INC. | COM | 038222105 | 3,628 | 3,2 | 95000 | SH | D |
| ARCHER DANIELS | COM | 039483102 | 11,688 | 4,2 | 779231 | SH | D |
| ARGUSS COMMUNICATIONS INC | COM | 040282105 | 5,185 | 4,2 | 568212 | SH | D |
| AT & T CORPORATION | COM | 001957109 | 11,153 | 4,2,1 | 646565 | SH | D |
| AT HOME CORP | SB DB CV | 045919AC1 | 2,118 | 4,2 | 7000000 | PRN | D |
| AT HOME CORP | SUB NT CV | 045919AF4 | 10,378 | 3,4,2 | 20500000 | PRN | D |
| AT HOME CORP | COM SERA | 045919107 | 1,659 | 4,2 | 300000 | SH | D |
| BANK ONE CORP | COM | 06423A103 | 458 | 4,2 | 12500 | SH | D |
| BAYCORP HOLDINGS LTD | COM | 072728108 | 2,560 | 3,2 | 386442 | SH | D |
| BEAR STEARNS COMPANIES INC | COM | 073902108 | 3,548 | 4,2 | 70000 | SH | D |
| BELO CORPORATION | COM SERA | 080555105 | 3,200 | 4,2 | 200000 | SH | D |
| BEVERLY ENTERPRISES INC | COM NEW | 087851309 | 6,221 | 4,2 | 759900 | SH | D |
| BOEING COMPANY | COM | 097023105 | 6,600 | 4,2 | 100000 | SH | D |
| BOWATER INC | COM | 102183100 | 2,920 | 4,2 | 51800 | SH | D |
| BRIGGS & STRATTON CORP | COM | 109043109 | 257 | 4,2 | 5800 | SH | D |
| BUCKHEAD AMERICA CORP | COM | 11835A105 | 78 | 4,2 | 21579 | SH | D |
| BURLINGTON NORTHERN SANTA FE | COM | 12189T104 | 2,010 | 4,2 | 71000 | SH | D |
| BURLINGTON RESOURCES INC | COM | 122014103 | 10,605 | 4,2 | 210000 | SH | D |
| CABOT OIL & GAS CORP | CL A | 127097103 | 1,095 | 4,2 | 35100 | SH | D |
| CALPINE CORPORATION | COM | 131347106 | 5,855 | 3,4,2 | 126800 | SH | D |
| CANADIAN NATL RAILWAY CO | COM | 136375102 | 7 | 3,2 | 224 | SH | D |
| CAPITAL ONE FINANCIAL CORP | COM | 14040H105 | 3,291 | 4,2 | 50000 | SH | D |
| CARDINAL HEALTH INC. | COM | 14149Y108 | 5,940 | 3,2 | 59625 | SH | D |
| CATELLUS DEVELOPMENT CORP | COM | 149111106 | 1,885 | 4,2 | 107724 | SH | D |
| CELESTICA INC | SUB VTGSHS | 15101Q108 | 24,413 | 3,4,2 | 450000 | SH | D |
| CELESTICA INC | LYONZR | 15101QAA6 | 57,638 | 3,4,2 | 134380000 | PRN | D |
| CENTRAL VERMONT PUB SERV | COM | 155771108 | 991 | 4,2 | 81300 | SH | D |
| CH ENERGY GROUP INC. | COM | 12541M102 | 1,137 | 4,2 | 25400 | SH | D |
| CISCO SYSTEMS INC | COM | 17275R102 | 5,738 | 3,2 | 150000 | SH | D |
| CITIGROUP INC | COM | 172967101 | 5,515 | 3,2 | 108000 | SH | D |
| CLEAR CHANNEL COMM | COM | 184502102 | 6,828 | 3,4,2 | 140000 | SH | D |
| CLOROX CO | COM | 189054109 | 2,840 | 4,2 | 80000 | SH | D |
| CNA INCOME SHARES INC | COM | 126119106 | 937 | 4,2 | 137472.81 | SH | D |
| CNA SURETY CORPORATION | COM | 12612L108 | 390,808 | 4,2,1 | 27425147 | SH | D |
| COLT TELECOM GROUP | ADR | 196877104 | 263 | 4,2 | 3000 | SH | D |
| COMCAST CORP | CL A SPL | 200300200 | 5,010 | 3,2 | 120000 | SH | D |
| COMMUNICATION INTELLIGENCE | COM | 20338K106 | 680 | 2 | 660000 | SH | D |
| CONECTIV | COM | 206829103 | 766 | 4,2 | 38200 | SH | D |
| CONOCO INC | CL A | 208251306 | 4,008 | 4,2 | 140000 | SH | D |
| CONSOLIDATED FREIGHTWAYS | COM | 209232107 | 670 | 4,2 | 159900 | SH | D |
| CONSTELLATION ENERGY GRP | COM | 210371100 | 6,462 | 4,2 | 143400 | SH | D |
| CONVERGYS CORP | COM | 212485106 | 453 | 2 | 10000 | SH | D |
| CORN PRODUCTS INTL INC | COM | 219023108 | 3,764 | 4,2 | 129500 | SH | D |
| CORNING INC. | COM | 219350105 | 6,824 | 3,4,2 | 124600 | SH | D |
| CYANOTECH CORP | COM | 232437202 | 473 | 2,1 | 605155 | SH | D |
| CYPRESS SEMICON | SUB NT CV | 232806AE9 | 3,172 | 3,2 | 4100000 | PRN | D |
| CYPRESS SEMICONDUCTOR | COM | 232806109 | 1,309 | 3,2 | 66500 | SH | D |
| D.R. HORTON INC | COM | 23331A109 | 3,543 | 4,2 | 145000 | SH | D |
| DEAN FOODS CO | COM | 242361103 | 1,169 | 4,2 | 38100 | SH | D |
| DEERE & CO | COM | 244199105 | 3,207 | 4,2 | 70000 | SH | D |
| DEL MONTE FOODS CO | COM | 24522P103 | 1,772 | 4,2 | 244400 | SH | D |
| DELPHI AUTOMOTIVE SYSTEMS | COM | 247126105 | 1,431 | 4,2 | 127200 | SH | D |
| DELPHI FINANCIAL GROUP | CL A | 247131105 | 4,235 | 4,2 | 110000 | SH | D |
| DELTA AIR INC | COM | 247361108 | 4,050 | 4,2 | 80700 | SH | D |
| DOLLAR THRIFTY AUTOMOTIVE | COM | 256743105 | 2,156 | 2 | 115000 | SH | D |
| DOW CHEMICAL CORP | COM | 260543103 | 4,029 | 4,2 | 110000 | SH | D |
| DU PONT DE NEMOURS E.I. | COM | 263534109 | 1,449 | 4,2 | 30000 | SH | D |

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|-------------------------------|------------|-----------|-----------|-------|----------|--------|----|---|
| EAST-WEST BANCORP INC. | COM | 27579R104 | 31,922 | 4,2 | 1280100 | SH | D | |
| ECHOSTAR COMM | SUB NT CV | 278762AB5 | 975 | 3,2 | 1300000 | PRN | D | |
| ECHOSTAR COMMUNICATIONS | CL A | 278762109 | 501 | 3,2 | 22030 | SH | D | |
| EDISON INTERNATIONAL | COM | 281020107 | 531 | 4,2 | 34000 | SH | D | |
| EMC CORPORATION | COM | 268648102 | 4,416 | 3,2 | 66400 | SH | D | |
| EMERSON ELECTRIC COMPANY | COM | 291011104 | 3,862 | 3,2 | 49000 | SH | D | |
| ENCOMPASS SERVICES CORP | COM | 29255U104 | 346 | 4,2 | 68397 | SH | D | |
| ENERGY EAST CORPORATION | COM | 29266M109 | 2,370 | 4,2 | 120400 | SH | D | |
| ENGEL GENERAL DEVELOPERS | ORD | M40515104 | 465 | 4,2 | 120000 | SH | D | |
| ENRON CORP | COM | 293561106 | 9,975 | 3,2 | 120000 | SH | D | |
| EQUANT NV | NY REG SHS | 294409107 | 1,433 | 3,2 | 55000 | SH | D | |
| ERICSSON (LM) TEL | ADR CL B | 294821400 | 168 | 2 | 15000 | SH | D | |
| ESTEE LAUDER COMPANIES | CL A | 518439104 | 44 | 4,2 | 1000 | SH | D | |
| EXCITE@HOME | SB NT CV | 045919AD9 | 10,378 | 3,4,2 | 20500000 | PRN | D | |
| EXIGENT INTERNATIONAL INC | COM | 302056106 | 0 | 3,2 | 125 | SH | D | |
| EXODUS COMMUNICATIONS INC | COM | 302088109 | 40 | 4,2 | 2000 | SH | D | |
| FEDERAL HM LOAN MORTGAGE CORP | COM | 313400301 | 3,168 | 3,2 | 46000 | SH | D | |
| FEDERATED DEPART STORES INC | COM | 31410H101 | 914 | 4,2 | 26100 | SH | D | |
| FIRST DATA CORP | COM | 319963104 | 3,952 | 3,2 | 75000 | SH | D | |
| FIRST UNION CORP | COM | 337358105 | 2,781 | 4,2 | 100000 | SH | D | |
| FORD MOTOR COMPANY | COM | 345370860 | 7,302 | 4,2 | 311564 | SH | D | |
| FOX ENTERTAINMENT GRP INC | CL A | 35138T107 | 894 | 4,2 | 50000 | SH | D | |
| FPL GROUP | COM | 302571104 | 3,946 | 4,2 | 55000 | SH | D | |
| FRIEDMAN BILLINGS RAMSEY | CL A | 358433100 | 335 | 4,2 | 51000 | SH | D | |
| GEN SEMICONDUCTR | SUB NT CV | 370787AB9 | 643 | 3,2 | 1000000 | PRN | D | |
| GENENTECH INC | COM NEW | 368710406 | 2,364 | 3,2 | 29000 | SH | D | |
| GENERAL COMMUNICATION | CL A | 369385109 | 55 | 3,2 | 7913 | SH | D | |
| GENERAL ELECTRIC CO | COM | 369604103 | 6,184 | 3,2 | 129000 | SH | D | |
| GENERAL MOTORS CORP | COM | 370442105 | 3,951 | 4,2 | 77563 | SH | D | |
| GENERAL MOTORS CORP | CL H | 370442832 | 5,957 | 3,4,2 | 259000 | SH | D | |
| GENERAL SEMICONDUCTOR INC | COM | 370787103 | 268 | 3,2 | 42900 | SH | D | |
| GENZYME CORP - GENL DIVISION | COM | 372917104 | 5,594 | 3,2 | 62200 | SH | D | |
| GENZYME SURGICAL PRODUCTS | COM | 372917609 | 78 | 3,2 | 11150 | SH | D | |
| GENZYME-MOLECULAR ONCOLOGY | COM | 372917500 | 62 | 3,2 | 6700 | SH | D | |
| GEORGIA-PACIFIC CORPORATION | COM | 373298108 | 3,797 | 4,2 | 122000 | SH | D | |
| GILLETTE CO. | COM | 375766102 | 2,673 | 3,2 | 74000 | SH | D | |
| GLAMIS GOLD LTD | SV | COM | 376775102 | 1,127 | 4,2 | 721240 | SH | D |
| GLOBAL CROSSING LTD | COM | G3921A100 | 276,835 | 4,2 | 19342157 | SH | D | |
| GOLD STANDARD INC | COM | 380724302 | 78 | 4,2 | 82812.5 | SH | D | |
| GRAPHIC PACKAGING INTL | COM | 388690109 | 0 | 2,1 | 2 | SH | D | |
| GULF CANADA RES LTD | ORD | 40218L305 | 3,905 | 4,2 | 771400 | SH | D | |
| HAIN CELESTIAL GROUP INC | COM | 405217100 | 1,463 | 3,2 | 45000 | SH | D | |
| HAYES LEMMERZ INTL INC COM | COM | 420781106 | 1,902 | 2 | 284500 | SH | D | |
| HEALTH CARE PPTYS INVEST INC | COM | 421915109 | 1,912 | 4,2 | 64000 | SH | D | |
| HEALTHCARE REALTY TRUST INC | COM | 421946104 | 4,698 | 4,2 | 221100 | SH | D | |
| HEALTHSOUTH CORP | SB DB CV | 421924AF8 | 4,413 | 4,2 | 5000000 | PRN | D | |
| HEALTHSOUTH CORP. | COM | 421924101 | 8,164 | 4,2 | 500500 | SH | D | |
| HEARST-ARGYLE TELEVISION INC | COM | 422317107 | 4,903 | 4,2 | 239900 | SH | D | |
| HERCULES INC | COM | 427056106 | 1,525 | 4,2 | 80000 | SH | D | |
| HILTON HOTELS CORP | COM | 432848109 | 6,353 | 4,2 | 605000 | SH | D | |
| HOME DEPOT | COM | 437076102 | 457 | 2 | 10000 | SH | D | |
| HOMESTAKE MINING CO | COM | 437614100 | 1,256 | 4,2 | 300000 | SH | D | |
| HORIZON GROUP PROPERTIES | COM | 44041U102 | 2 | 4,2 | 630 | SH | D | |
| HOUSEHOLD INTL INC | COM | 441815107 | 15,840 | 4,2 | 288000 | SH | D | |
| IKON MBIA INC. | COM | 55262C100 | 2,965 | 4,2 | 40000 | SH | D | |
| IMC GLOBAL INC | COM | 449669100 | 1,038 | 4,2 | 66700 | SH | D | |
| INGERSOLL RAND CO | COM | 456866102 | 5,528 | 4,2 | 132000 | SH | D | |
| INSWEB CORPORATION | COM | 45809K103 | 1,198 | 4,2 | 1368967 | SH | D | |
| INTEL CORP | COM | 458140100 | 2,093 | 3,2 | 69200 | SH | D | |
| INTL BUSINESS MACHINE | COM | 459200101 | 19,414 | 3,4,2 | 228400 | SH | D | |
| INTERNATIONAL PAPER CO. | COM | 460146103 | 4,081 | 4,2 | 100000 | SH | D | |
| INTERSTATE BAKERIES | COM | 46072H108 | 2,801 | 4,2 | 199200 | SH | D | |

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|-----------------------------|-------------|-----------|--------|-------|---------|-----|---|
| INTL RECTIFIER | SUB NT CV | 460254AD7 | 3,112 | 3,2 | 4680000 | PRN | D |
| INTL RECTIFIER CORP | COM | 460254105 | 1,338 | 3,2 | 44600 | SH | D |
| IVAX CORP | COM | 465823102 | 3,658 | 3,2 | 95500 | SH | D |
| IVAX CORP | SR SUB CV | 465823AB8 | 5,380 | 3,2 | 4300000 | PRN | D |
| JOHNSON & JOHNSON | COM | 478160104 | 4,012 | 3,2 | 38184 | SH | D |
| JPS INDUSTRIES INC | COM | 46624E405 | 1,991 | 4,2 | 419243 | SH | D |
| KEYSPAN CORPORATION | COM | 49337W100 | 2,754 | 4,2 | 65000 | SH | D |
| KINROSS GOLD CORP | COM | 496902107 | 1,135 | 4,2 | 2100000 | SH | D |
| KOHL'S CORP | COM | 500255104 | 6,820 | 3,4,2 | 111800 | SH | D |
| KROGER COMPANY | COM | 501044101 | 12,968 | 3,4,2 | 479200 | SH | D |
| KULICKE & SOFFA INDUSTRIES | SUB NT CV | 501242AE1 | 2,510 | 3,2 | 3450000 | PRN | D |
| KULICKE & SOFFA INDUSTRIES | COM | 501242101 | 696 | 3,2 | 61900 | SH | D |
| L-3 COMM HLDGS | SR SB CV | 502424AA2 | 4,442 | 3,2 | 4000000 | PRN | D |
| L-3 COMMUNICATIONS CORP | COM | 502424104 | 2,526 | 3,2 | 32800 | SH | D |
| LAM RESEARCH CORP | COM | 512807108 | 1,289 | 3,2 | 88900 | SH | D |
| LAMAR ADVERTISIN | NT CV | 512815AF8 | 2,520 | 3,2 | 2450000 | PRN | D |
| LAMAR ADVERTISING CO | CL A | 512815101 | 1,567 | 3,2 | 40600 | SH | D |
| LATTICE SEMICOND | SUB NT CV | 518415AC8 | 2,824 | 3,2 | 2600000 | PRN | D |
| LIBERTY MEDIA | COM | 001957208 | 7,297 | 3,2 | 538048 | SH | D |
| LIBERTY PROPERTY TRUST | SH BEN INT | 531172104 | 19,642 | 4,2 | 687700 | SH | D |
| LIGHTSPAN INC | COM | 53226T103 | 11 | 3,2 | 7500 | SH | D |
| LILLY (ELI) & CO. | COM | 532457108 | 3,518 | 3,2 | 37800 | SH | D |
| LOCKHEED MARTIN CORP | COM | 539830109 | 4,753 | 4,2 | 140000 | SH | D |
| LORAL SPACE & COMM | COM | G56462107 | 892 | 4,2 | 279900 | SH | D |
| LSI CORP | COM | 502161102 | 2,594 | 3,2 | 151800 | SH | D |
| LSI LOGIC | SB NT CV | 502161AD4 | 3,508 | 3,2 | 2800000 | PRN | D |
| LUBRIZOL CORP | COM | 549271104 | 3,154 | 4,2 | 122500 | SH | D |
| LUCENT TECHNOLOGIES | COM | 549463107 | 2,093 | 4,2 | 155000 | SH | D |
| MASTEC INC | COM | 576323109 | 200 | 2 | 10000 | SH | D |
| MAY DEPARTMENT STORES CO | COM | 577778103 | 1,310 | 4,2 | 40000 | SH | D |
| MCCORMICK & CO | COM NON VTG | 579780206 | 1,406 | 4,2 | 39000 | SH | D |
| MCLEODUSA INC-CL A | CL A | 582266102 | 283 | 2 | 20000 | SH | D |
| MEDICALOGIC/MEDSCAPE INC | COM | 584642102 | 4,416 | 4,2 | 1910000 | SH | D |
| MEDTRONIC INC | COM | 585055106 | 6,641 | 3,2 | 110000 | SH | D |
| MELLON FINANCIAL CORP | COM | 58551A108 | 4,329 | 3,2 | 88000 | SH | D |
| MERCATOR SOFTWARE INC | COM | 587587106 | 403 | 4,2 | 75000 | SH | D |
| MERCURY INTERACT | SB NT CV | 589405AA7 | 4,347 | 3,2 | 4150000 | PRN | D |
| MERCURY INTERACT | SB NT CV | 589405AB5 | 524 | 3,2 | 500000 | PRN | D |
| MERCURY INTERACTIVE CORP | COM | 589405109 | 3,276 | 3,2 | 36300 | SH | D |
| MICRON TECHNOLOGY INC | COM | 595112103 | 355 | 3,2 | 10000 | SH | D |
| MICROSOFT CORP | COM | 594918104 | 2,088 | 3,2 | 48000 | SH | D |
| MITCHELL ENERGY & DEV | CL A | 606592202 | 1,225 | 4,2 | 20000 | SH | D |
| MOLEX - CLASS A NON-VOTING | CL A | 608554200 | 2,213 | 3,2 | 86993 | SH | D |
| MOTOROLA INC | COM | 620076109 | 2,572 | 3,2 | 127000 | SH | D |
| MSDW ASIA PACIFIC FUND | COM | 61744U106 | 2,662 | 4,2 | 306400 | SH | D |
| MSDW INDIA INVESTMENT FUND | COM | 61745C105 | 996 | 4,2 | 90000 | SH | D |
| MUNIYIELD QUALITY FUND | COM | 626302103 | 1,819 | 4,2 | 141900 | SH | D |
| NATIONWIDE HEALTH PPTYS INC | COM | 638620104 | 794 | 4,2 | 61700 | SH | D |
| NEIMAN MARCUS GROUP | CL B | 640204301 | 3,273 | 4,2 | 98800 | SH | D |
| NETOPIA INC | COM | 64114K104 | 69 | 2,1 | 15957 | SH | D |
| NEWHALL LAND & FARMING CO | DEP REC | 651426108 | 1,628 | 4,2 | 70000 | SH | D |
| NEWMONT MINING CORP | COM | 651639106 | 1,280 | 4,2 | 75000 | SH | D |
| NEWS CORP LTD | ADR | 652487703 | 4,876 | 4,2 | 151200 | SH | D |
| NEWS CORP LTD | ADR PFD | 652487802 | 15,403 | 4,2 | 530000 | SH | D |
| NEXTEL COMMNS, INC | CL A | 65332V103 | 493 | 3,2 | 19925 | SH | D |
| NIAGARA MOHAWK HOLDINGS | COM | 653520106 | 4,450 | 4,2 | 266700 | SH | D |
| NOKIA CORP | ADR | 654902204 | 2,393 | 3,2 | 55000 | SH | D |
| NORFOLK SOUTHERN CORP. | COM | 655844108 | 6,922 | 4,2 | 520000 | SH | D |
| NORTH FORK BANCORPORATION | COM | 659424105 | 4,845 | 4,2 | 197250 | SH | D |
| NORTHROP GRUMMAN CORP | COM | 666807102 | 2,490 | 4,2 | 30000 | SH | D |
| OGE ENERGY CORP | COM | 670837103 | 1,938 | 4,2 | 79300 | SH | D |
| ON COMMAND CORPORATION | COM | 682160106 | 3,084 | 4,2 | 352480 | SH | D |

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|-----------------------------|-------------|-----------|--------|---------|-----------|-----|------|---|
| ON COMMAND CORPORATION | WT B | 682160122 | 154 | 4,2 | 123130 | SH | CALL | D |
| OVERSEAS SHIPHOLDING GROUP | COM | 690368105 | 2,897 | 4,2 | 126300 | SH | | D |
| OWENS-ILL INC | PFD CONV | 690768502 | 267 | 4,2 | 20500 | SH | | D |
| P G & E CORPORATION | COM | 69331C108 | 600 | 4,2 | 30000 | SH | | D |
| PACTIV CORPORATION | COM | 695257105 | 1,052 | 4,2 | 85000 | SH | | D |
| PALL CORP | COM | 696429307 | 1,598 | 4,2 | 75000 | SH | | D |
| PATHMARK STORES INC | COM | 70322A101 | 17,604 | 4,2 | 1066932 | SH | | D |
| PENNEY (J.C.) CO. INC. | COM | 708160106 | 1,958 | 4,2 | 180000 | SH | | D |
| PEPSI BOTTLING GROUP INC | COM | 713409100 | 5,176 | 4,2 | 130000 | SH | | D |
| PEPSICO INCORPORATED | COM | 713448108 | 4,064 | 3,2 | 82000 | SH | | D |
| PFIZER INC | COM | 717081103 | 6,118 | 3,2 | 133000 | SH | | D |
| PHARMACIA CORPORATION | COM | 71713U102 | 4,880 | 3,2 | 80000 | SH | | D |
| PILGRIMS PRIDE CORP-CL B | CL B | 721467108 | 560 | 4,2 | 71700 | SH | | D |
| PITNEY-BOWES INC | COM | 724479100 | 1,656 | 2 | 50000 | SH | | D |
| PLACER DOME INC | COM | 725906101 | 6,067 | 4,2 | 630352 | SH | | D |
| PLC CAP TRUST II | INC PRIDES | 743674202 | 3,713 | 3,4,2 | 72100 | SH | | D |
| POTASH CORP OF SASKATCHEWAN | COM | 73755L107 | 4,534 | 4,2 | 57900 | SH | | D |
| POTOMAC ELECTRIC POWER | COM | 737679100 | 5,575 | 4,2 | 225600 | SH | | D |
| PRAXAIR INC | COM | 74005P104 | 2,574 | 4,2 | 58000 | SH | | D |
| PRIME HOSPITALITY CORP | COM | 741917108 | 946 | 4,2 | 81375 | SH | | D |
| PRIME RETAIL INC | COM | 741570105 | 6 | 4,2 | 12600 | SH | | D |
| PROTECTIVE LIFE CORP | COM | 743674103 | 3,135 | 3,4,2 | 97200 | SH | | D |
| QUALCOMM INC | COM | 747525103 | 1,233 | 3,2 | 15000 | SH | | D |
| QUANTA SERVICES | SUB NT CONV | 74762EAA0 | 3,929 | 3,2 | 4680000 | PRN | | D |
| QUANTA SERVICES INC | COM | 74762E102 | 2,102 | 3,2 | 65300 | SH | | D |
| QWEST COMMUNICATIONS INTL | COM | 749121109 | 429 | 2,1 | 10506 | SH | | D |
| RADIO ONE INC | CL A | 75040P108 | 90 | 2,1 | 8391 | SH | | D |
| RADIO ONE INC | CL D NON VT | 75040P405 | 185 | 2,1 | 16782 | SH | | D |
| RADIO UNICA COMMUNICATIONS | COM | 75040Q106 | 19 | 4,2 | 5000 | SH | | D |
| RADISYS CORP | COM | 750459109 | 1,273 | 3,2 | 49200 | SH | | D |
| RADISYS CORP | SUB NT CV | 750459AA7 | 1,812 | 3,2 | 2730000 | PRN | | D |
| RATIONAL SOFTWARE | SUB NT CV | 75409PAA1 | 4,613 | 3,2 | 3600000 | PRN | | D |
| RATIONAL SOFTWARE CORP | COM | 75409P202 | 3,726 | 3,2 | 95700 | SH | | D |
| RAYTHEON CO. COM | CL B | 755111408 | 3,650 | 4,2 | 117500 | SH | | D |
| REPUBLIC SERVICES INC | COM | 760759100 | 584 | 4,2 | 34000 | SH | | D |
| RGS ENERGY GROUP INC | COM | 74956K104 | 2,430 | 4,2 | 74900 | SH | | D |
| RHYTHMS NETCONNECTIONS | COM | 762430205 | 6 | 4,2 | 5000 | SH | | D |
| ROCKWELL INTL CORP | COM | 773903109 | 5,077 | 4,2 | 106600 | SH | | D |
| ROLLINS TRUCK LEASING CORP | COM | 775741101 | 346 | 2 | 43200 | SH | | D |
| SAFEWAY INC | COM | 786514208 | 5,000 | 3,2 | 80000 | SH | | D |
| SCANA CORP | COM | 80589M102 | 16,280 | 4,2 | 550700 | SH | | D |
| SCHERING PLOUGH | COM | 806605101 | 6,243 | 3,2 | 110000 | SH | | D |
| SCHLUMBERGER LIMITED | COM | 806857108 | 4,365 | 3,2 | 54600 | SH | | D |
| SCHULMAN (A.) INC | COM | 808194104 | 534 | 4,2 | 46400 | SH | | D |
| SCI SYSTEMS INC | SUB NT CONV | 783890AF3 | 3,284 | 3,2 | 4150000 | PRN | | D |
| SCI SYSTEMS INC. | COM | 783890106 | 1,396 | 3,2 | 52940 | SH | | D |
| SEARS ROEBUCK & COMPANY | COM | 812387108 | 4,879 | 4,2 | 140400 | SH | | D |
| SEMTECH CORP | COM | 816850101 | 1,077 | 3,2 | 48800 | SH | | D |
| SEMTECH CORP | SUB NT CV | 816850AD3 | 1,791 | 3,2 | 2400000 | PRN | | D |
| SHERWIN WILLIAMS CO | COM | 824348106 | 2,434 | 4,2 | 92500 | SH | | D |
| SHOPKO STORES INC | COM | 824911101 | 585 | 4,2 | 116900 | SH | | D |
| SIEBEL SYSTEMS INC | COM | 826170102 | 1,016 | 3,2 | 15000 | SH | | D |
| SIERRA PACIFIC RESOURCES | COM | 826428104 | 1,221 | 4,2 | 76000 | SH | | D |
| SIRIUS SATELLITE RADIO INC | COM | 82966U103 | 70,462 | 4,2 | 2353672 | SH | | D |
| SOLETRON CORP | COM | 834182107 | 52,523 | 3,4,2 | 1565400 | SH | | D |
| SOLETRON CORP | LYONZR | 834182AK3 | 64,544 | 3,4,2 | 115000000 | PRN | | D |
| SOLETRON CORP | LYONZR | 834182AL1 | 80,126 | 3,4,2 | 156410000 | PRN | | D |
| SONIC AUTOMOTIVE INC | CL A | 83545G102 | 688 | 2 | 100000 | SH | | D |
| SOUTHERN COMPANY | COM | 842587107 | 582 | 4,2 | 17500 | SH | | D |
| SPANISH BROADCASTING SYS | CL A | 846425882 | 1,224 | 4,2 | 244800 | SH | | D |
| SPRINT CORP | COM | 852061100 | 58 | 2,1 | 2856 | SH | | D |
| SPRINT CORP (PCS GROUP) | COM SER 1 | 852061506 | 644 | 3,4,2,1 | 31528 | SH | | D |

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| | | | | | | | |
|-----------------------------|-------------|-----------|---------|-------|-----------|-----|---|
| SPX CORP | COM | 784635104 | 1,947 | 3,2 | 18000 | SH | D |
| STAR GAS PARTNER | SR SUB UN | 85512C204 | 385 | 4,2 | 42434 | SH | D |
| STMICROELECTRON | LYONZR | 861012AB8 | 26,405 | 3,4,2 | 22050000 | PRN | D |
| STMICROELECTRON | SR CV ZR | 861012AC6 | 16,262 | 3,4,2 | 24500000 | PRN | D |
| STMICROELECTRONICS NV | COM | 861012102 | 25,634 | 3,4,2 | 598760 | SH | D |
| STORAGE TECHNOLOGY | COM | 862111200 | 25 | 3,2 | 2754 | SH | D |
| SUN MICROSYSTEMS INC | COM | 866810104 | 3,763 | 3,2 | 135000 | SH | D |
| SYBASE INC | COM | 871130100 | 2,154 | 4,2 | 108730 | SH | D |
| T/R SYSTEMS INC | COM | 87263U102 | 320 | 2,1 | 50243 | SH | D |
| TAUBMAN CENTERS INC | COM | 876664103 | 8,203 | 2 | 750000 | SH | D |
| TECNOMATIX TECHNOLOGIES | ORD | M8743P105 | 5 | 4,2 | 1000 | SH | D |
| TEEKAY SHIPPING CORP | COM | Y8564W103 | 6,882 | 4,2 | 181100 | SH | D |
| TELLABS INC | COM | 879664100 | 4,577 | 3,2 | 81000 | SH | D |
| TERRA INDUSTRIES INC | COM | 880915103 | 341 | 4,2 | 136300 | SH | D |
| TEXAS INSTRUMENTS INC | COM | 882508104 | 663 | 3,2 | 14000 | SH | D |
| TEXTRON INC | COM | 883203101 | 12,090 | 4,2 | 260000 | SH | D |
| THE HEALTHCARE COMPANY | COM | 404119109 | 3,521 | 3,2 | 80000 | SH | D |
| THOUSAND TRAILS, INC | COM | 885502104 | 798 | 4,2 | 159660 | SH | D |
| TOWER AUTOMOTIVE INC | COM | 891707101 | 1,067 | 4,2 | 118600 | SH | D |
| TRANSOCEAN SEDCO FOREX | ORD | G90078109 | 2,558 | 3,2 | 55606 | SH | D |
| TRENWICK GROUP LTD | COM | G9032C109 | 91,988 | 4,2 | 3707400 | SH | D |
| TRIBUNE CO NEW | COM | 896047107 | 3,803 | 3,2 | 90000 | SH | D |
| TRIQUINT SEMICON | SB NT CV | 89674KAA1 | 950 | 3,2 | 1080000 | PRN | D |
| TRIQUINT SEMICON | SUB NT CV | 89674KAB9 | 2,922 | 3,2 | 3320000 | PRN | D |
| TRIQUINT SEMICONDUCTOR INC | COM | 89674K103 | 2,184 | 3,2 | 50000 | SH | D |
| TRIZEC HAHN CORPORATION | SUB VTG | 896938107 | 4,386 | 4,2 | 290000 | SH | D |
| TRW INC | COM | 872649108 | 2,325 | 4,2 | 60000 | SH | D |
| TVX GOLD INC | COM NEW | 87308K200 | 821 | 4,2 | 500380 | SH | D |
| TXU CORPORATION | COM | 873168108 | 798 | 4,2 | 18000 | SH | D |
| TYCO INTERNATIONAL LTD | COM | 902124106 | 44,416 | 3,4,2 | 799500 | SH | D |
| TYCO INTL LTD | LYONZR | 902124AA4 | 115,688 | 3,4,2 | 150000000 | PRN | D |
| U.S. BANCORP | COM | 902973106 | 5,254 | 4,2 | 180000 | SH | D |
| UAL CORP | COM | 902549500 | 1,947 | 4,2 | 50000 | SH | D |
| UGLY DUCKLING CORP | COM | 903512101 | 197 | 4,2 | 50000 | SH | D |
| UNISYS CORP | COM | 909214108 | 4,899 | 4,2 | 335000 | SH | D |
| UNITED TECHNOLOGIES CORP. | COM | 913017109 | 1,573 | 4,2 | 20000 | SH | D |
| UNOCAL CORP | COM | 915289102 | 3,923 | 4,2 | 101400 | SH | D |
| USX - MARATHON GROUP INC | COM | 902905827 | 4,995 | 4,2 | 180000 | SH | D |
| VERIZON COMMUNICATIONS INC. | COM | 92343V104 | 2,256 | 3,2 | 45000 | SH | D |
| VISTEON CORP -W/I | COM | 92839U107 | 2,300 | 4,2 | 200000 | SH | D |
| VODAFONE AIRTOUCH PLC | ADR | 92857W100 | 18,292 | 3,4,2 | 505950 | SH | D |
| VORNADO REALTY TRUST | SH BEN INT | 929042109 | 1,341 | 4,2 | 35000 | SH | D |
| WAL MART STORES INC | COM | 931142103 | 3,427 | 3,2 | 64500 | SH | D |
| WATSON PHARMACEUTICALS INC | COM | 942683103 | 2,048 | 3,2 | 40000 | SH | D |
| WELLS FARGO & COMPANY | COM | 949746101 | 5,569 | 3,2 | 100000 | SH | D |
| WESTERN RESOURCES INC | COM | 959425109 | 6,699 | 4,2 | 270000 | SH | D |
| WGL HOLDINGS INC | COM | 92924F106 | 822 | 4,2 | 27000 | SH | D |
| WILLIAMS COS INC | COM | 969457100 | 3,567 | 3,2,1 | 89312 | SH | D |
| WIND RIVER SYSTEMS | COM | 973149107 | 2,841 | 3,2 | 83240 | SH | D |
| WIND RIVER SYSTM | SUB NT CONV | 973149AC1 | 3,539 | 3,2 | 3078000 | PRN | D |
| WISCONSIN ENERGY CORP | COM | 976657106 | 1,965 | 4,2 | 87100 | SH | D |
| XTRA CORP | COM | 984138107 | 772 | 3,2 | 16089 | SH | D |
| YOUNG BROADCASTING INC | CL A | 987434107 | 2,180 | 4,2 | 65100 | SH | D |